

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U64990HR2016PTC057984

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCU8995L

(ii) (a) Name of the company

UMMEED HOUSING FINANCE F

(b) Registered office address

Unit 809-815, 8th Floor, Tower A, Emaar Digital Greens, Go  
lf Course Extension Road, Sect or 61 NA  
Gurugram  
Gurgaon  
Haryana  
122102

(c) \*e-mail ID of the company

NI\*\*\*\*\*FC.COM

(d) \*Telephone number with STD code

01\*\*\*\*\*80

(e) Website

www.ummeedhfc.com

(iii) Date of Incorporation

27/01/2016

Type of the Company	Category of the Company	Sub-category of the Company
Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	17,300,000	16,776,071	16,776,071	16,776,071
Total amount of equity shares (in Rupees)	173,000,000	167,760,710	167,760,710	167,760,710

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Share				
Number of equity shares	17,300,000	16,776,071	16,776,071	16,776,071

Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	173,000,000	167,760,710	167,760,710	167,760,710

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	46,802,000	46,146,923	46,146,923	39,084,711
Total amount of preference shares (in rupees)	899,020,000	889,493,760	889,493,760	746,681,856

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Preference Shares (CCPS)</b>				
Number of preference shares	43,100,000	42,802,453	42,802,453	37,241,955
Nominal value per share (in rupees)	20	20	20	20
Total amount of preference shares (in rupees)	862,000,000	856,049,060	856,049,060	744,839,100
<b>Class of shares</b>				
<b>Preference Shares (OCNCRPS)</b>				
Number of preference shares	3,702,000	3,344,470	3,344,470	1,842,756
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	37,020,000	33,444,700	33,444,700	1,842,756

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	349,172	15,692,710	16041882	160,418,820	160,418,820	
<b>Increase during the year</b>	713,329	20,860	734189	7,341,890	7,341,890	1,548,561
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	67,017	20,860	87877	878,770	878,770	1,548,561
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	646,312	0	646312	6,463,120	6,463,120	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
<b>At the end of the year</b>	1,062,501	15,713,570	16776071	167,760,710	167,760,710	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	11,920,832	25,029,941	36950773	714,124,780	691,723,160	
<b>Increase during the year</b>	0	9,842,462	9842462	181,832,100	55,605,000	944,395,320
i. Issues of shares	0	9,842,462	9842462	181,832,100	55,605,000	944,395,320
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	6,463,120	646,312	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				6,463,120	646,312	
Conversion of OCNCRPS into equity shares				6,463,120	646,312	
<b>At the end of the year</b>	11,920,832	34,872,403	46793235	889,493,760	746,681,850	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="27/06/2023"/>	
Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor <input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	526	1000000	521,035,902
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			521,035,902

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	553,601,255	0	32,565,353	521,035,902
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

2,414,596,896.81

**(ii) Net worth of the Company**

6,459,218,466.6

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	8,992,172	53.6	1,696,489	4.34
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	<b>Total</b>	8,992,172	53.6	1,696,489	4.34

Total number of shareholders (promoters)

1

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	393,253	2.34	218,281	0.56
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	6,300,912	37.56	27,463,028	70.27
10.	Others A91 Emerging Fund II LLP,M	1,089,734	6.5	9,706,913	24.84



	<b>Total</b>	7,783,899	46.4	37,388,222	95.67
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**Total number of shareholders (other than promoters)**

26

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

27

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	12	26
Debenture holders	2	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	1	0	1	0	18.34	0
<b>B. Non-Promoter</b>	1	3	1	3	0.74	0
(i) Non-Independent	1	1	1	1	0.74	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	0	3	0	3	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	3	0	3	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	2	6	2	6	19.08	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Ashutosh Sharma	02582205	Managing Director	8,992,172	
Mr. Sachin Grover	07387359	Whole-time director	254,183	
Ms. Geeta Mathur	02139552	Director	0	
Mr. Rajiv Yashwant Ina	01295880	Director	0	
Mr. Nirav Vinod Mehta	07504945	Nominee director	0	
Mr. Vinayak Prabhakar	00694217	Nominee director	0	
Mr. Vishal Pandit	00121297	Additional director	0	
Mr. Gautam Mago	03568682	Nominee director	0	
Mr. Nitin Kumar Agrah	AXIPA3334J	Company Secretar	1,113	
Mr. Bikash Kumar Mishr	ASAPM5138R	CFO	15,292	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Vishal Pandit	00121297	Additional director	05/12/2023	APPOINTMENT
Mr. Inderjit Walia	01812849	Director	22/03/2024	CESSATION
Mr. Gautam Mago	03568682	Nominee director	30/03/2024	APPOINTMENT
Mr. Kartik Srivatsa	03559152	Nominee director	30/03/2024	CESSATION
Ms. Geeta Mathur	02139552	Director	27/02/2024	APPOINTMENT

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/06/2023	14	6	78.92
Extra-ordinary General Mee	31/10/2023	14	7	95.37
Extra-ordinary General Mee	11/01/2024	14	6	78.92
Extra-ordinary General Mee	23/02/2024	14	6	78.92
Extra-ordinary General Mee	13/03/2024	14	6	78.92

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/05/2023	8	7	87.5
2	23/06/2023	8	7	87.5
3	22/09/2023	8	7	87.5
4	05/12/2023	9	9	100
5	19/02/2024	9	7	77.78
6	11/03/2024	9	6	66.67
7	15/03/2024	9	8	88.89

## C. COMMITTEE MEETINGS

Number of meetings held

58

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	18/05/2023	3	3	100
2	Audit Committ	22/06/2023	3	2	66.67
3	Audit Committ	21/09/2023	3	3	100
4	Audit Committ	04/12/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
5	Audit Committee	14/03/2024	3	3	100
6	Nomination and	14/06/2023	4	4	100
7	Nomination and	11/09/2023	4	4	100
8	Nomination and	19/02/2024	4	4	100
9	Corporate Social	14/06/2023	3	3	100
10	Corporate Social	25/08/2023	3	3	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Mr. Ashutosh	7	6	85.71	41	41	100	Yes
2	Mr. Sachin Gr	7	7	100	48	48	100	Yes
3	Ms. Geeta Ma	7	7	100	8	8	100	No
4	Mr. Rajiv Yash	7	7	100	2	2	100	No
5	Mr. Nirav Vino	7	4	57.14	3	3	100	No
6	Mr. Vinayak P	7	6	85.71	0	0	0	No
7	Mr. Vishal Par	4	4	100	0	0	0	Yes
8	Mr. Gautam M	0	0	0	0	0	0	No

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Ashutosh Sharn	Managing Director	22,273,923	0	0	3,332,457	25,606,380
2	Mr. Sachin Grover	Whole-Time Dir	14,003,225	0	0	2,000,000	16,003,225
	Total		36,277,148	0	0	5,332,457	41,609,605

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Bikash Kumar M	CFO	6,732,331	0	0	0	6,732,331
2	r. Nitin Kumar Agrat	Company Secre	2,351,412	0	0	0	2,351,412
	Total		9,083,743	0	0	0	9,083,743

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ms. Geeta Mathur	Independent Dire	0	0	0	1,400,000	1,400,000
2	Mr. Inderjit Walia	Independent Dire	0	0	0	1,655,000	1,655,000
3	Mr. Rajiv Yashwant	Independent Dire	0	0	0	575,000	575,000
4	Mr Vishal Pandit	Independent Dire	0	0	0	300,000	300,000
	Total		0	0	0	3,930,000	3,930,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director  Digitally signed by SACHIN GROVER Date: 2024.06.12 18:04:38 +05'30'

DIN of the director

To be digitally signed by  Digitally signed by Nitin Kumar Agrahari Date: 2024.06.12 18:25:31 +05'30'

- Company Secretary  
 Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

FORM MGT-8.pdf
Details of Committee Meeting.pdf
Details of Transfer.pdf
Ummeed_Letter to RoC -Intimation of Desi
List of Shareholders and Directors 310320

**Remove attachment**

**Modify**

**Check Form**

**Prescrutiny**

**Submit**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**



## UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U64990HR2016PTC057984

Regd. & Corp. Off.: Unit No.809-815, 8<sup>th</sup> Floor, Tower-A, Emaar Digital Greens,  
Golf Course Extn. Road, Sector 61, Gurugram-122102

Phone: 0124 4836 480 | [www.ummeedhfc.com](http://www.ummeedhfc.com) | [enquiry@ummeedhfc.com](mailto:enquiry@ummeedhfc.com) |

To,  
**The Registrar of Companies**  
4<sup>th</sup> Floor, IFCI Tower, 61  
Nehru Place, New Delhi – 110019

2<sup>nd</sup> September 2024

**SUB:** Intimation of Designated Person for Furnishing Information on Beneficial Interest in Shares

Dear Sir/Madam,

We write to you in compliance with the requirements under the Companies (Management and Administration) Second Amendment Rules, 2023, notified by the Ministry of Corporate Affairs (MCA) dated 27<sup>th</sup> October 2023, regarding the appointment of a designated person responsible for furnishing and extending co-operation for providing information to the Registrar of Companies ("ROC") or any other authorized officer concerning beneficial interest in shares of the company.

Details of person appointed by the Board as the "**Authorised Officer**" to provide all required information related to the beneficial interest in shares of the Company and to ensure compliance with all relevant statutory obligations are as follows:

Name	Designation	Date of designation as Authorised Officer	ICSI Membership No.	PAN
Mr Nitin Kumar Agrahari	Company Secretary & Chief Compliance Officer	05-06-2024	A36376	AXIPA3334J

Further, please note that any change in the information provided above will be promptly communicated to your esteemed office through the filing of **Form GNL-2**.

We request you to kindly take note of the above information and update your records accordingly.

Thank you for your attention to this matter.

For and on behalf of  
**Ummeed Housing Finance Private Limited**

*Bikash K Mishra*

**Bikash Kumar Mishra**  
Chief Financial Officer



Date: September 02, 2024  
Place: Gurugram



## UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U64990HR2016PTC057984

Regd. & Corp. Off.: Unit No.809-815, 8<sup>th</sup> Floor, Tower-A, Emaar Digital Greens,

Golf Course Extn. Road, Sector 61, Gurugram-122102

Phone: 0124 4836 480 | www.ummeedhfc.com | enquiry@ummeedhfc.com |

### DETAILS OF TRANSFER OF SHARES/ NON-CONVERTIBLE DEBENTURE DURING THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH 2024

Date of Registration of Transfer	Transferor		Type of Securities	Securities Transferred	Transferee	
	Name & Address	Form/ Certificate No.			Name & Address	Form/ Certificate No.
22-09-2023	Rajendra Gupta G 903. Bestech Parkview, Sanskruti Apartments. Sector 92. Gurugram-122005	1. PIS-5 2. PIS-9	Optionally Convertible Preference Share ('OCRPS') of face value of INR 10/- each	1. 36,356 2. 12,168	Bikash Kumar Mishra Flat No. H-203, Rail Vihar Apartment, Sector - 57, Gurugram -122003	1. PIS-5 2. PIS-9
29-03-2024	Ashutosh Sharma Flat No-318. Magnolias DLF Golf Links. Near Golf Club. DLF Phase-5. Galleria DLF-IV. Gurugram. Haryana-122009	Demat	Series B Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	55,702	A91 EMERGING FUND II LLP 1101, Lodha Supremus. Dr. E Moses Rd., Worli, Mumbai. Maharashtra -- 400018	Demat
29-03-2024	Ashutosh Sharma Flat No-318. Magnolias DLF Golf Links. Near Golf Club. DLF Phase-5. Galleria DLF-IV. Gurugram. Haryana-122009	Demat	Series B Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	2,58,563	Norwest Capital LLC 1300, El Camino Real, Suite 200 Menlo Park, California – 94025, United States of America	Demat
29-03-2024	Ashutosh Sharma, Flat No-318, Magnolias DLF Golf Links, Near Golf Club, DLF Phase-5, Galleria DLF-IV, Gurugram, Haryana-122009	Demat	Equity Shares of face value of INR 10/- each	5,19,810	A91 EMERGING FUND II LLP 1101, Lodha Supremus, Dr. E Moses Rd., Worli, Mumbai, Maharashtra -- 400018	Demat
29-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF 8. rue Lou Hemmer. L-1748 Senningerberg. Grand Duchy of Luxembourg	23	Equity Shares of face value of INR 10/- each	34	A91 EMERGING FUND II LLP 1101. Lodha Supremus. Dr. E Moses Rd., Worli, Mumbai. Maharashtra -- 400018	23
29-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF 8. rue Lou Hemmer. L-1748 Senningerberg. Grand Duchy of Luxembourg	PC-03	Series C Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	45,75,724	A91 EMERGING FUND II LLP 1101, Lodha Supremus, Dr. E Moses Rd., Worli, Mumbai. Maharashtra -- 400018	PC-03



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29-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF  8. rue Lou Hemmer, L-1748 Senningerberg, Grand Duchy of Luxembourg	24	Equity Shares of face value of INR 10/- each	33	Mirae Asset Late Stage Opportunities Fund  Unit No. 606, 6th Floor, Windsor Bldg, Off CST Road, Kalina, Santacruz (E), Mumbai - 400098	24
29-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF  8. rue Lou Hemmer, L-1748 Senningerberg, Grand Duchy of Luxembourg	P-05	Series A Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	5,93,311	Mirae Asset Late Stage Opportunities Fund  Unit No. 606, 6th Floor, Windsor Bldg, Off CST Road, Kalina, Santacruz (E), Mumbai - 400098	P-05
29-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF  8. rue Lou Hemmer, L-1748 Senningerberg, Grand Duchy of Luxembourg	PC-05	Series C Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	4,63,147	Mirae Asset Late Stage Opportunities Fund  Unit No. 606, 6th Floor, Windsor Bldg, Off CST Road, Kalina, Santacruz (E), Mumbai - 400098	PC-05
31-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF  8. rue Lou Hemmer, L-1748 Senningerberg, Grand Duchy of Luxembourg	25	Equity Shares of face value of INR 10/- each	33	Norwest Capital LLC  1300, El Camino Real, Suite 200 Menlo Park, California 94025, United States of America	25
31-03-2024	Lightrock Growth Fund I S.A. SICAV RAIF  8. rue Lou Hemmer, L-1748 Senningerberg, Grand Duchy of Luxembourg	PC-04	Series C Compulsorily Convertible Preference Shares ('CCPS') of face value of INR 20/- each	20,55,743	Norwest Capital LLC  1300, El Camino Real, Suite 200 Menlo Park, California 94025, United States of America	PC-04

For Ummeed Housing Finance Private Limited



Nitin Kumar Agrahari  
Company Secretary  
ACS 36376



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### Details of Committee Meetings

Sr. No.	Type of Meeting	Date of Meeting	Total No. of Members on the Date of Meeting	Attendance	
				No. of Members attended	% of Attendance
1.	Audit Committee	18/05/2023	3	3	100
2.	Audit Committee	22/06/2023	3	2	66.66
3.	Audit Committee	21/09/2023	3	3	100
4.	Audit Committee	04/12/2023	3	3	100
5.	Audit Committee	14/03/2024	3	3	100
6.	Nomination and Remuneration Committee	14/06/2023	4	4	100
7.	Nomination and Remuneration Committee	11/09/2023	4	4	100
8.	Nomination and Remuneration Committee	19/02/2024	4	4	100
9.	Corporate Social Responsibility Committee	14/06/2023	3	3	100
10.	Corporate Social Responsibility Committee	25/08/2023	3	3	100
11.	Borrowing & Banking Committee	18/05/2023	3	3	100
12.	Borrowing & Banking Committee	23/06/2023	3	3	100
13.	Borrowing & Banking Committee	20/07/2023	3	3	100
14.	Borrowing & Banking Committee	18/08/2023	3	3	100
15.	Borrowing & Banking Committee	22/09/2023	3	3	100
16.	Borrowing & Banking Committee	25/09/2023	3	3	100
17.	Borrowing & Banking Committee	25/10/2023	3	3	100
18.	Borrowing & Banking Committee	30/11/2023	3	3	100
19.	Borrowing & Banking Committee	15/12/2023	3	3	100
20.	Borrowing & Banking Committee	07/02/2024	3	3	100
21.	Borrowing & Banking Committee	28/03/2024	3	3	100
22.	IT Strategy Committee	19/05/2023	6	5	83.33
23.	IT Strategy Committee	16/11/2023	6	6	100
24.	Asset Liability Management Committee	26/04/2023	4	4	100
25.	Asset Liability Management Committee	05/05/2023	4	4	100
26.	Asset Liability Management Committee	10/07/2023	4	4	100
27.	Asset Liability Management Committee	02/08/2023	4	4	100
28.	Asset Liability Management Committee	29/08/2023	4	3	75
29.	Asset Liability Management Committee	28/09/2023	4	4	100
30.	Asset Liability Management Committee	31/10/2023	4	3	75
31.	Asset Liability Management Committee	27/11/2023	4	3	75
32.	Asset Liability Management Committee	20/12/2023	4	3	75
33.	Asset Liability Management Committee	30/01/2024	4	4	100
34.	Asset Liability Management Committee	22/02/2024	4	4	100
35.	Asset Liability Management Committee	20/03/2024	4	4	100
36.	Executive Committee on Fraud Reporting	09/05/2023	3	3	100
37.	Executive Committee on Fraud Reporting	04/07/2023	3	3	100
38.	Executive Committee on Fraud Reporting	15/09/2023	3	3	100



## UMMEED HOUSING FINANCE PRIVATE LIMITED

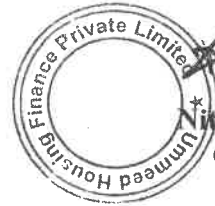
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39.	Executive Committee on Fraud Reporting	07/11/2023	3	3	100
40.	Executive Committee on Fraud Reporting	03/01/2024	3	3	100
41.	Executive Committee on Fraud Reporting	07/02/2024	3	3	100
42.	Wilful Defaulter Identification Committee	09/05/2023	3	3	100
43.	Wilful Defaulter Identification Committee	14/07/2023	3	3	100
44.	Wilful Defaulter Identification Committee	03/08/2023	3	3	100
45.	Wilful Defaulter Identification Committee	07/11/2023	3	3	100
46.	Wilful Defaulter Identification Committee	03/01/2024	3	3	100
47.	Wilful Defaulter Identification Committee	07/02/2024	3	3	100
48.	Risk Management Committee	23/05/2023	5	4	80
49.	Risk Management Committee	23/06/2023	5	4	80
50.	Risk Management Committee	25/07/2023	5	4	80
51.	Risk Management Committee	25/08/2023	5	4	80
52.	Risk Management Committee	21/09/2023	5	5	100
53.	Risk Management Committee	20/10/2023	5	4	80
54.	Risk Management Committee	16/11/2023	5	4	80
55.	Risk Management Committee	20/12/2023	5	4	80
56.	Risk Management Committee	18/01/2024	5	4	80
57.	Risk Management Committee	27/02/2024	5	4	80
58.	Risk Management Committee	22/03/2024	5	4	80

For Ummeed Housing Finance Private Limited



**Nitin Kumar Agrahari**  
Company Secretary  
ACS 36376



## UMMEED HOUSING FINANCE PRIVATE LIMITED

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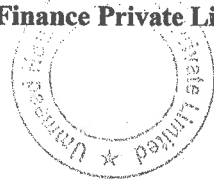
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SHAREHOLDING PATTERN AS ON MARCH 31, 2024 (ON A FULLY DILUTED BASIS)			
Sr. No.	Name of the Shareholder	No of Shares	%age Holding
1	Mr. Ashutosh Sharma	1,06,88,661	18.342%
2	NHPEA Kabru Holding B.V. PE (Morgan Stanley)	1,24,29,038	21.329%
3	Lightrock Growth Fund I S.A. SICAV RAIF	13,57,560	2.330%
4	Thyme Private Limited	70,59,030	12.114%
5	CX Alternative Investment Fund	11,30,093	1.939%
6	Atma Ram Properties Private Limited	3,86,279	0.663%
7	Norwest Capital, LLC	1,38,89,593	23.835%
8	Mirae Asset Late Stage Opportunities Fund	14,27,191	2.449%
9	A91 Emerging Fund II LLP	68,14,786	11.695%
10	Mr. Sachin Grover	4,33,148	0.743%
11	Mr. Rajendra Gupta	53,184	0.091%
12	Mr. Bikash Kumar Mishra	48,524	0.083%
13	Other Individuals	76,678	0.132%
14	Ummeed Employee Welfare Trust	67,017	0.115%
15	ESOP Pool	24,12,315	4.140%
	<b>Total</b>	<b>5,82,73,097</b>	<b>100.000%</b>

*\*Note: 24,12,315 unissued equity shares which is equivalent to 4.140% of the Company's share capital post Series F Fund Raise are reserved for Employee Stock Option Pool ("ESOP"). On vesting and exercise, the shareholding % of existing shareholders will be diluted further as per above table.*

For Ummeed Housing Finance Private Limited



**Nitin Kumar Agrahari**  
Company Secretary & Chief Compliance Officer  
ACS 36376



# UMMEED HOUSING FINANCE PRIVATE LIMITED

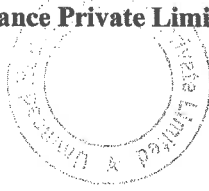
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LIST OF EQUITY SHAREHOLDERS AS ON MARCH 31, 2024 (ISIN INE870W01012)				
Sr. No.	Name of Equity Shareholder	Total No. of Shares	Share Capital (Rs.)	Total Shareholding as a % of total
1	Mr. Ashutosh Sharma	89,92,172	8,99,21,720	53.601%
2	Mr. Sachin Grover	2,54,183	25,41,830	1.515%
3	Mr. Rajendra Gupta	47,100	4,71,000	0.281%
4	A91 Emerging Fund II LLP	5,19,844	51,98,440	3.099%
5	Mirae Asset Late Stage Opportunities Fund	33	330	0.000%
6	NHPEA Kabru Holding B.V.	21,08,005	2,10,80,050	12.566%
7	Thyme Private Limited	31,40,927	3,14,09,270	18.723%
8	CX Alternative Investment Fund	5,02,840	50,28,400	2.997%
9	Norwest Capital, LLC	10,51,980	1,05,19,800	6.271%
10	Bikash Kumar Mishra	15,292	1,52,920	0.091%
11	Other Individuals	76,678	7,66,780	0.457%
12	Ummeed Employee Welfare Trust	67,017	6,70,170	0.399%
	<b>Total</b>	<b>1,67,76,071</b>	<b>16,77,60,710</b>	<b>100.000%</b>

For Ummeed Housing Finance Private Limited



**Nitin Kumar Agrahari**  
Company Secretary & Chief Compliance Officer  
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**UMMEED**  
HOUSING FINANCE  
We bring your dreams to life.

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### PREFERENCE SHARE CAPITAL AS ON MARCH 31, 2024 (COMPULSORY CONVERTIBLE)

Sr. No.	Name of the Shareholder	Series A (INE870W 03018)	Series B (INE870W 03026)	Series C (INE870W 03034)	Series D (INE870W 03042)	Series E (INE870W 03059)	Series F Tranche I (INE870W 03067)	Total No. of Share	Preference Share Capital (Rs.)	%age Holding
1	Lightrock Growth Fund I S.A. SICAV RAIF	7,24,063	0	0	6,33,497	0	0	13,57,560	2,71,51,200	3.645%
2	NHPEA Kabru Holding B.V.	0	0	0	86,37,070	16,83,963	0	1,03,21,033	20,64,20,660	27.713%
3	Thyme Private Limited	13,18,830	25,99,187	86	0	0	0	39,18,103	7,83,62,060	10.521%
4	CX Alternative Investment Fund	0	6,27,239	14	0	0	0	6,27,253	1,25,45,060	1.684%
5	Ashutosh Sharma	0	72,014	0	0	0	0	72,014	14,40,280	0.193%
6	Atma Ram Properties Private Limited	0	3,86,279	0	0	0	0	3,86,279	77,25,580	1.037%
7	Norwest Capital, LLC	0	36,78,901	26,46,869	0	57,65,809	7,46,034	1,28,37,613	25,67,52,260	34.471%
8	Mirae Asset Late Stage Opportunities Fund	593311	0	463147	0	0	3,70,700	14,27,158	2,85,43,160	3.832%
9	A91 Emerging Fund II LLP	0	55702	4575724	0	0	16,63,516	62,94,942	12,58,98,840	16.903%
		<b>26,36,204</b>	<b>74,19,322</b>	<b>76,85,840</b>	<b>92,70,567</b>	<b>74,49,772</b>	<b>27,80,250</b>	<b>3,72,41,955</b>	<b>74,48,39,100</b>	<b>100.000%</b>

For Ummeed Housing Finance Private Limited

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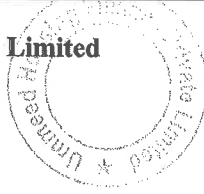
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### PREFERENCE SHARE CAPITAL AS ON MARCH 31, 2024 (OPTIONALLY CONVERTIBLE)

Sr. No.	Name of the Shareholder	No of Share	Preference Share Capital (Rs.)	%age Holding
1	Mr Ashutosh Sharma	16,24,475	16,24,475	88.155%
2	Mr Sachin Grover	1,78,965	1,78,965	9.712%
3	Mr Rajendra Gupta	6,084	6,084	0.330%
4	Mr Bikash Kumar Mishra	33,232	33,232	1.803%
		<b>18,42,756</b>	<b>18,42,756</b>	<b>100.000%</b>

For Ummeed Housing Finance Private Limited



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Company Secretary & Chief Compliance Officer  
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### BOARD OF DIRECTORS AS ON 31<sup>st</sup> DAY OF March 2024

Sl. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Mr. Ashutosh Sharma	Managing Director	02582205	27/01/2016
2.	Mr. Sachin Grover	Whole Time Director	07387359	27/01/2016
3.	Mr. Vinayak Prabhakar Shenvi	Nominee Director (Non-Executive)	00694217	29/12/2020
4.	Ms. Geeta Mathur	Independent Director	02139552	27/02/2019
5.	Mr. Rajiv Yashwant Inamdar	Non-Executive Director	01295880	10/07/2019
6.	Mr. Nirav Vinod Mehta	Nominee Director (Non-Executive)	07504945	26/02/2020
7.	Mr. Vishal Pandit	Additional Director (Non-Executive Independent)	00121297	05/12/2023
8.	Mr. Gautam Mago	Nominee Director (Non-Executive)	03568682	30/03/2024

For and on behalf of  
**Ummeed Housing Finance Private Limited**

Nitin Kumar Agrahari

**Company Secretary & Chief Compliance Officer**

ACS 36376

Date: April 08, 2024

Place: Gurugram

**Form No. MGT-8**

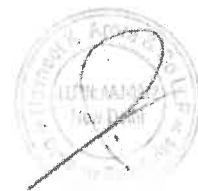
To,  
The Members,  
**Ummeed Housing Finance Private Limited**  
Regd. & Corporate Office: Emaar Digital Greens, Tower A,  
Unit No. 809 - 815 - 8<sup>th</sup> Floor,  
Golf Course Ext. Rd, Sector 61,  
Gurugram, Haryana 122102

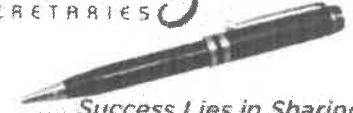
**Secretarial Compliance Certificate pursuant to Section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014 in preparation of Annual Return in Form No MGT-7.**

We have examined the registers, records and books and papers of **UMMEED HOUSING FINANCE PRIVATE LIMITED** (the Company) [CIN NO-U64990HR2016PTC057984] as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **March 31, 2024**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under, in respect of:
1. **Its status under the Act:** The Company is a Private Company limited by Shares.
  2. **Maintenance of registers / records & making entries therein** were within the time prescribed therefore.
  3. **Filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities** within the prescribed time / beyond the prescribed time.

Filing of forms and returns with the Registrar of Companies, or other authorities were within the prescribed time without and with additional fees for beyond the prescribed time wherever required.





... Success Lies in Sharing

4. **Calling / convening / holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including circular resolution and resolution passed by Postal Ballot, if any, have been properly recorded in the minute book / registers maintained for the purpose and the same have been signed.**

The Company has complied in calling / convening / holding meetings of Board of Directors and its Committee, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the minute book / registers maintained for the purpose. Nine circular resolutions were passed during the financial year ended March 31, 2024. Further, the Company was not required to pass any resolution through Postal Ballot.

5. **Closure of Register of Members / Security holders during the financial year.**

No closure of Register of Members / Security holders during the financial year.

6. **Advances / loans to its directors and / or persons or firms or companies referred in section 185 of the Act.**

The Company has not given any advances or loans to its directors and /or persons or firms or companies referred in Section 185 of the Act.

7. **Contracts / arrangements with related parties as specified in section 188 of the Act.**

The Company has not entered into Contracts / arrangements with related parties as specified in section 188 of the Act.

8. **Issue or allotment or transfer or transmission or buy back of securities / redemption of preference shares or debentures/ alteration or reduction of share capital / conversion of shares/ securities and issue of security certificates in all instances.**

The Company has obtained requisite approval from the Board and filed requisite returns with the Registrar of Companies, NCT of Delhi & Haryana and complied with the applicable provisions in respect of:

- The Company obtained approval from the Board during its meeting on June 23, 2023, for the allotment of 11,345 (Eleven thousand three hundred and forty-five) Equity Shares with a face value of INR 10 (Rupees ten only) each to the "Ummeed Employee Welfare Trust" under ESOP 2017.
- The Company obtained approval from the Board during its meeting on September 22, 2023, for the allotment of 51,813 (Fifty-one thousand eight hundred and thirteen) Equity Shares with a face value of INR 10 (Rupees ten only) each to the "Ummeed Employee Welfare Trust" under ESOP 2017.





- The Company obtained approval from the Board during its meeting on December 05, 2023, for the allotment of 573,399 (Five lakhs seventy-three thousand three hundred ninety-nine) Equity Shares with a face value of INR 10 (Rupees ten only) each, upon conversion of 573,399 (Five lakhs seventy-three thousand three hundred ninety-nine) Incentive Shares/Optionally Convertible Non-Cumulative Redeemable Preference Shares ("OCRPS") into 1 (one) Equity Share each, and 3,859 (Three thousand eight hundred and fifty-nine) Equity Shares with a face value of INR 10 (Rupees ten only) each were allotted to the "Ummeed Employee Welfare Trust" under ESOP 2017.
- The Company obtained approval from the Board during its meeting on March 11, 2024 to issue 1,501,714 (Fifteen lakh one thousand seven hundred fourteen) Optionally Convertible Non-Cumulative Redeemable Preference Shares ("OCRPS") on a preferential basis via Private Placement at INR 359.68 (Rupees Three Hundred and Fifty-Nine Point Six Eight) per share, including INR 10 (Rupees Ten Only) as face value and INR 349.68 (Rupees Three Hundred and Forty-Nine Point Six Eight) as premium, and 8,340,748 (Eighty Three Lakhs forty thousand seven hundred forty-eight) Series F fully and compulsorily convertible non-cumulative preference shares ("Series F CCPS") were approved to be issued at a price of INR 359.68 (Rupees Three Hundred and Fifty-Nine Point Six Eight Only) per Series F CCPS, including INR 20 (Rupees Twenty Only) as face value and INR 339.68 (Rupees Three Hundred and Thirty-Nine Point Six Eight) as premium, which also approved by shareholders during the Fourth Extra-Ordinary General Meeting held on March 13, 2024.
- The Company has obtained approval of the Board by way of passing circular resolution on dated 05<sup>th</sup> March 2024 for Allotment of 20,860 (Twenty Thousand Eight Hundred and Sixty) Equity Share of face value of INR 10 each under the Ummeed Employee Stock Option Plan 2017 (ESOP 2017) to Eligible Employees and for Conversion of 72,913 (Seventy-Two Thousand Nine Hundred and Thirteen) 2020 Incentive share / Optionally Convertible Non- Cumulative Redeemable Preference Shares ("OCRPS") Share of INR 10 (Rupees ten only) into 72,913 (Seventy Two Thousand Nine Hundred and Thirteen) Equity shares of INR 10 (Rupees ten only) each.
- The Company has obtained approval of the Board in its Board Meeting held on 15<sup>th</sup> March 2024 for allotment of 27,80,250 (Twenty Seven Lakhs Eighty Thousand Two Hundred Fifty Only) Series F compulsorily convertible non-cumulative preference shares ("Series F CCPS") of face value of INR 20 (Indian Rupees Twenty) each ("Series F Subscription") at a premium of INR 339.68 through preferential issue via private placement.

Further, there was no other issue or allotment or transfer or transmission or buy back of securities, or alteration or conversion of shares/ securities and issue of security certificates in all instances.

**9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.**

The company under review is not required to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.





**10. Declaration / Payment of dividend: transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.**

No declaration / payment of dividend; transfer of unpaid / unclaimed dividend / other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act.

**11. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof.**

The Company has complied in signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub-sections (3), (4) and (5) thereof.

**12. Constitution / appointment /reappointments / retirement/ filling up of casual vacancies of Director, disclosure of directors, Key Managerial Personnel and the remuneration paid to them;**

The Board of Directors of the Company is duly constituted and the remuneration paid to them is proper as per the provisions of the Act. No reappointment / retirement/ filling up casual vacancies of Director were made during the financial year, under review except -

- Re-appointment of **Ms. Geeta Mathur** as an Independent Director for a second term of five consecutive years commencing from **27<sup>th</sup> February 2024** to **26<sup>th</sup> February 2029** which was approved by shareholders through a special resolution in the Third Extra-Ordinary General Meeting held on **23<sup>rd</sup> February 2024**;
- Appointment of **Mr. Vishal Pandit** as an Additional Director of the company in the category of Non-Executive Independent w.e.f. **05<sup>th</sup> December 2023** in the Board Meeting held on **05<sup>th</sup> December 2023**;
- Cessation of Directorship on conclusion of second tenure of **Mr. Inderjit Walia** as an Independent Director w.e.f. **22<sup>nd</sup> March 2024**, as noted in the Board Meeting held on **15<sup>th</sup> March 2024**;
- **Mr. Kartik Srivatsa** resigned from the position of Non-Executive Nominee Director with effect from **March 30, 2024**; and
- **Mr. Gautam Mago** was appointed as a Non-Executive Nominee Director with effect from **March 30, 2024**.

**13. Appointment / reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act.**

No Appointment / reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act during the financial year.



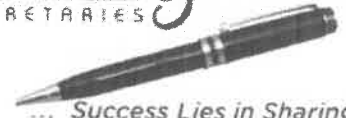


**14. Approvals required to be taken from the Central Government, Tribunal, and Registrar, Court or such other authorities under the various provisions of the Act.**

The Company has obtained requisite approval from shareholders and filed requisite returns with Registrar of Companies, NCT of Delhi & Haryana and complied with the applicable provisions in respect of:

- a) The company had adopted its audited financial statement for the financial year ended 31<sup>st</sup> March 2023 together with Directors' Report and Auditors report thereon as well as obtained approval of shareholders for issuance of Non-Convertible Debenture on Private Placement Basis up to INR 200 Crores in one or more tranches in its 8th Annual General Meeting held on 27<sup>th</sup> June 2023.
- b) The Company has obtained approval of the shareholders in its First Extra-Ordinary General Meeting held on 31<sup>st</sup> October 2023:
  - To Increase the Authorized Share Capital from INR 879,280,000/- (Rupees Eight Hundred Seventy-Nine Million Two Hundred Eighty Thousand Only) comprising of (i) 16,300,000 (Sixteen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 34,563,000 (Thirty-Four Million Five Hundred Sixty-Three Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 2,502,000 (Two Million Five Hundred and Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each. TO INR 901,280,000/- (Rupees Nine Hundred One Million Two Hundred Eighty Thousand Only) comprising of (i) 17,300,000 (Seventeen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 34,563,000 (Thirty-Four Million Five Hundred Sixty-Three Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 3,702,000 (Three Million Seven Hundred and Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each and amendment of capital clause of the Memorandum of Association of the Company.
- c) The Company has obtained approval of the shareholders in its Second Extra-Ordinary General Meeting held on 11<sup>th</sup> January 2024 for amendment in Ummeed Employee Stock Option Plan 2017 by way of increasing the number of options under the ESOP Pool from 20,60,658 Employee Stock Options to 25,60,658 Employee Stock Options and filed requisite returns with Registrar of Companies, NCT of Delhi & Haryana and complied with the applicable provisions of the Act.
- d) The Company has obtained approval of the shareholders in its Third Extra-Ordinary General Meeting held on 23<sup>rd</sup> February 2024:
  - To Re-appoint Ms. Geeta Mathur as an Independent Director for a term of five consecutive years commencing from 27<sup>th</sup> February 2024 to 26<sup>th</sup> February 2029;





... Success Lies in Sharing

- To amend the MOA of the company with respect to inclusion of a new sub-clause i.e., "Insurance solicitation as a corporate agent" within Part A of the object clause of the MOA of the company;
  - To Increase the Authorized Share Capital from INR 901,280,000/- (Rupees Nine Hundred One Million Two Hundred Eighty Thousand Only) comprising of (i) 17,300,000 (Seventeen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 34,563,000 (Thirty-Four Million Five Hundred Sixty-Three Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 3,702,000 (Three Million Seven Hundred and Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each TO INR 1,072,020,000/- (Rupees One Billion Seventy-Two Million Twenty Thousand Only) comprising of (i) 17,300,000 (Seventeen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 43,100,000 (Forty-Three Million One Hundred Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 3,702,000 (Three Million Seven Hundred Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each and amendment of capital clause of the Memorandum of Association of the Company. -
- e) The Company has obtained approval of the shareholders in its Fourth Extra-Ordinary General Meeting held on 13<sup>th</sup> March 2024:
- To approve issuance of 15,01,714 (Fifteen Lakh One Thousand Seven Hundred Fourteen) Optionally Convertible Non-Cumulative Redeemable Preference Shares ("2024 OCRPS") on Preferential basis via Private Placement at INR 359.68/- (Indian Rupees Three Hundred and Fifty-nine Point Six Eight) per share, including INR 10.00/- (Indian Rupee Ten Only) as face value and INR 349.68/- (Indian Rupees Three Hundred and Forty- Nine Point Six Eight) as premium.
  - To approve issuance of 8,340,748 (Eight Million Three Hundred Forty Thousand Seven Hundred Forty-Eight) Series F fully and compulsorily convertible non-cumulative preference shares ("Series F CCPS") each at a price of INR 359.68/- (Indian Rupees Three hundred and Fifty Nine point Six Eight Only) per Series F CCPS including INR 20/- (Indian Rupees Twenty Only) as face value and INR 339.68/- (Indian Rupees Three Hundred and Thirty Nine point Six Eight) as premium series F Compulsorily Convertible Non-Cumulative Preference Shares ("Series F CCPS").

No other Approvals were required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act.

#### 15. Acceptance / renewal / repayment of deposits.

No Acceptance / renewal / repayment of deposits from shareholders and others in compliance of Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended up to date.







**16. Borrowings from its directors, members, public financial institutions, banks and others and creation / modification / satisfaction of charges in that respect, wherever applicable.**

During the financial year the company has not taken any borrowings from its director and members. Borrowings from its Public Financial institution, banks and others are in compliance of the provisions of the Act and creation / modification / satisfaction of charges in that respect, wherever applicable are duly complied.

**17. Loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.**

No Loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act.

**18. Alteration of the provisions of the Memorandum and / or Articles of Association of the Company during the financial year**

No other Alteration of the provisions of the Memorandum and/ or Articles of Association of the Company were made during the financial year under review except as stated in point no. 14 above.

*For Navneet K Arora & Co LLP  
Company Secretaries*

*CS Navneet Arora  
Managing Partner*

FCS: 3214, COP: 3005

[ICSI Firm Unique Identification Code: P2009DE061500]

ICSI Peer Review Certificate No. 1653/2022

UDIN: F003214F001105392

Place: New Delhi

Date: 02<sup>nd</sup> September 2024

