

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Ninth Annual General Meeting (“9th AGM”) of the Members of Ummeed Housing Finance Private Limited (“the Company”) will be held on **Tuesday, the 23rd day of July 2024** at **11:00 AM**, at the Registered and Corporate Office of the Company located at **809-815, 8th Floor, Tower – A, Golf Course Extension Road, Sector-61, Gurugram -122102, Haryana, India**, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements along with its annexures including Auditor's Report and Board's Report

To obtain, review, approve, and adopt the audited financial statements of the company for the financial year ended on March 31, 2024, including the Balance Sheet, Statements of Profit & Loss, Cash Flows, Changes in Equity, etc., along with accompanying notes to accounts, schedules, accounting policies, line items, annexures, as well as the Auditor's Report and Reports of the Board of Directors thereon, and in this regard to pass following resolution with or without modification, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 129 or any other relevant provisions of the Companies Act, 2013, and rules made thereunder (including amendment therein or re-enactment thereof, if any), the audited financial statements of the company for the financial year ended on March 31, 2024, including the Balance Sheet, Statements of Profit & Loss, Cash Flows, Changes in Equity, etc., along with accompanying notes to accounts, schedules, accounting policies, line items, annexures, as well as the Auditor's Report and Reports of the Board of Directors thereon, be and are hereby received, considered and adopted."

2. Appointment of Statutory Auditors

To appoint M/s. Mercurius & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 021893N/N500033), as Statutory Auditors of the Company for FY 2024-25, FY 2025-26 and FY 2026-27 as per relevant provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Para 54 of RBI Master Directions on HFCs, 2021 read with RBI guidelines RBI/2021-22/25- Ref. No. DoS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021 (“RBI Circulars”), and in this regard to pass following resolution with or without modification, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Para 54 of RBI Master Directions on HFCs, 2021 read with RBI Circular No. DoS.CO.ARG/ SEC.01/ 08.91.001/ 2021-22 dated April 27, 2021 (“RBI Circulars”), (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), Article of Associations of the Company, consent of the Members, be and is hereby accorded to appoint M/s. Mercurius & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 021893N/N500033), who have confirmed their eligibility for appointment as Statutory Auditors of the Company pursuant to provision of the applicable provisions of the act and RBI Circulars, as the Statutory Auditors of the Company for three financial years to hold office from conclusion of 9th Annual General Meeting till the conclusion of 12th Annual General Meeting to conduct the audit of accounts of the Company for financial year ending March 31, 2025, March 31, 2026 and March 31, 2027 on such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and the said Chartered Accountant Firm."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution."

SPECIAL BUSINESS:

3. Regularization of appointment of Mr. Vishal Pandit (DIN: 00121297), as an Independent Director

To regularize the appointment of Mr. Vishal Pandit (DIN: 00121297), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. December 05, 2023, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules 2014, and in this regard to pass following resolution with or without modification, as an **Ordinary Resolution**:

"**RESOLVED THAT** consent of the Members be and is hereby accorded to appoint Mr. Vishal Pandit (DIN: 00121297), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. December 05, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules 2014, be and is hereby appointed as a Director of the Company."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Para 52B of RBI Master Directions on HFCs, 2021, Mr. Vishal Pandit (DIN: 00121297), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for his first term of 5 (five) consecutive years to hold office of an Independent Director with effect from December 05, 2023 to December 04, 2028."

"**RESOLVED FURTHER THAT** any Director of the Company and/or the Company Secretary of the Company, be and hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. Approval for amendment in Memorandum of Association (MOA) of the Company with respect to increase in Authorised Share Capital

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

"**RESOLVED THAT** pursuant to the provisions of sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules enacted thereunder including any modification(s) thereto or re-enactment(s) thereof from time to time ("the Act"), and the provisions contained in the articles of association of the Company, the consent of the members of the Company, be and is hereby accorded to increase the authorized share capital of the Company, **FROM** INR 1,072,020,000/- (Indian 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 **TO** 1,077,020,000/- (Indian Rupees One Billion Seventy-Seven Million Twenty Thousand Only) comprising of (i) 17,800,000 (Seventeen Million Eight 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 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 consequently the existing Clause V of the MOA of the Company, relating to share capital, be and is hereby substituted by new Clause V which shall read as follows:

“V. The authorized share capital of the Company is 1,077,020,000/- (Indian Rupees One Billion Seventy-Seven Million Twenty Thousand Only) comprising of (i) 17,800,000 (Seventeen Million Eight 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 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”

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company, be and are hereby authorized severally to (i) sign and file all the necessary forms (including e-form SH-7) and other documents as may be required to be filed with statutory authorities including the Registrar of Companies, NCT of Delhi & Haryana; (ii) do all such acts and deeds as may be required for the purpose of increase of the authorized share capital of the Company and amending the MOA; and (iii) authorize such person or persons as he deems fit to give effect to the resolution.”

5. Approval for Private Placement of Non-convertible Debentures and/or other Debt instruments

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

"RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 (the "Act"), including Section 42 and Section 71, as well as Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and any other relevant provisions of the Act and Rules made thereunder, along with Master Direction – Non- Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the Foreign Exchange Management Act, 1999 (as amended), and any act, circulars, clarifications, directions, guidelines, notifications, orders, rules, and regulations prescribed by the Government of India, Reserve Bank of India ("RBI"), the National Housing Bank ("NHB"), the Securities and Exchange Board of India ("SEBI"), or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company, as well as the listing agreements entered into with the stock exchanges (the "Stock Exchanges") where the Company's securities may be listed, and subject to any necessary approvals, consents, permissions, and sanctions required from any regulatory authority, the Members of the Company hereby approve the further issuance and offering of Redeemable Secured Non-Convertible Debentures, listed or unlisted, also referred to as "Debt Instruments" or "Bonds," through Private Placement, by the Board of Directors of the Company (the "Board"), to eligible person(s)/subscriber(s), in Indian Rupees or an equivalent amount in any foreign currency, for an aggregate amount not exceeding INR 300 Crores (Indian Rupees Three Hundred Crores Only), in one or more tranches, during a period of one year from the date of this Annual General Meeting (AGM), at a price and on terms and conditions as may be determined by the Board from time to time, which are deemed proper and beneficial and as mutually agreed between the Board and the person(s)/subscriber(s).”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such Debt Instruments, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions.”



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CIN: U64990HR2016PTC057984

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By order of the Board of Directors of
Ummeed Housing Finance Private Limited

Sd/-
Nitin Kumar Agrahari
Company Secretary & Chief Compliance Officer
ACS 36376

Date: July 2, 2024
Place: Gurugram



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NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM MGT-11 OF THE PROXY IS ENCLOSED. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.**
2. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate/Institutional members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act, 2013 to attend the AGM are requested to send a certified copy of the Board/ Governing Body Resolution authorizing their representative to attend and vote on their behalf at the AGM. A person authorised by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
4. Pursuant to the Section 101 of the Companies Act, 2013, the general meeting of the company may be called at a shorter notice than the statutory requirements of minimum of 21 clear days' (15 days as per existing Articles of Association of the Company) notice to the members, whose names appear on the Register of Members of the Company. It is to be further noted that as per MCA notification dated 5th June 2015, in the case of private companies, section 101 shall be applicable, unless otherwise specified in the relevant sections or in the articles of the company. Pursuant to the article 3.14 of Part II of existing Articles of Association of the Company, general meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by members, holding at least 90% (ninety percent) of the paid-up share capital of the Company (which shall necessarily include the consent of each of the Qualified Investors) as gives a right to vote at the meeting. In case of shorter notice, the members may be requested to give their consent via email on designated email IDs of the Company or of authorised signatory or company secretary to hold the meeting at shorter notice, the same shall be recorded at the commencement of the meeting.
5. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the AGM.
6. Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other relevant records referred in the accompanying Notice shall be open for inspection at registered and corporate office of the Company during normal business hours (9 AM to 6 PM) on all working days, up to and including the date of the AGM of the Company.
7. All statutory records and registers maintained under Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the AGM.
8. A copy of Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon, is enclosed.



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9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and rules made there under in respect of item of special business is annexed hereto and forms part of this notice.
10. Members are requested to notify the Company immediately of any change in their address or contact details.
11. In accordance with section 101 of the Companies Act, 2013, a soft copy of the Notice has been sent to members having E-mail Id registered with the Company unless any member has requested a hard copy of the same.
12. The route map of the venue of the AGM is enclosed and forms part of the Notice of this meeting.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT 9th AGM OF THE COMPANY

Item No. 3 - Regularization of appointment of Mr. Vishal Pandit (DIN: 00121297), as an Independent Director

In terms of the provisions of Sections 149, 150, 152, 161(1), and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and Para 52B of RBI Master Directions on HFCs, 2021, Mr. Vishal Pandit (DIN: 00121297), who was appointed as an Additional Director under the category of Non-Executive Independent by the Board of Directors at their meeting held on December 5, 2023, is proposed to be appointed as an Independent Director of the Company with the approval of shareholders.

The Nomination and Remuneration Committee (NRC) and the Board of Directors, at their respective meetings, have recommended the appointment of Mr. Vishal Pandit for a first term of five years, from December 5, 2023, to December 4, 2028.

Mr. Vishal Pandit holds a B.A. in Economics (Hons.) from St. Stephen's College, Delhi University, and an MBA in Marketing & Finance from the Faculty of Management Studies, Delhi University. He is also a Certified Six Sigma Black Belt.

The Company has received from Mr. Pandit his consent to act as a Director of the Company, along with a declaration to the effect that he is not disqualified to become a director under Section 164 of the Act, and a declaration of his independence as per Section 149(6) of the Act. In the opinion of the Board, his qualifications and rich experience in the aforementioned areas meet the skills and capabilities required for the role of Independent Director of the Company under Sections 149, 152, and other applicable provisions of the Act and the Rules made thereunder, read with Schedule IV to the Act. Mr. Pandit is independent of the management and possesses the appropriate skills, experience, and knowledge. Mr. Pandit has also confirmed his compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA).

Pursuant to the provisions of the Secretarial Standard on General Meetings (SS-2), Mr. Pandit's details are provided hereunder. He will be remunerated by way of fees for attending meetings of the Board or Committees and reimbursement of expenses within the statutory limits stipulated under applicable laws.

The members are further informed that all the relevant documents received from Mr. Vishal Pandit for his appointment as a Non-Executive Independent Director will be available for inspection by the members at the Corporate Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days (except Saturdays, Sundays, and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.

In view of the above, the Board recommends, and the approval of the members is accordingly being sought by way of an Ordinary Resolution at the Annual General Meeting for his first term of five years, with effect from December 5, 2023, till December 4, 2028, under Section 149(10) of the Companies Act, 2013.



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

The above statement should be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.

Details of Directors ~~retiring by rotation~~ / seeking appointment / ~~re-appointment~~ at the General Meeting pursuant to clause 1.2.5 of Secretarial Standards on General Meeting (SS – 2)

Full Name	Vishal Pandit
Age	73 Years
Director Identification Number (DIN)	00121297
Designation/ category of the Director	Non-Executive Independent Director
Qualifications	He is a B.A. Economics (Hons.) from St. Stephen's College, Delhi University and an MBA in Marketing & Finance from the Faculty of Management Studies, Delhi University. He is also a Certified Six Sigma Black Belt.
Experience (including expertise in specific functional area) / Brief Resume	With over 35 years of experience in financial services, Mr. Pandit has held pivotal roles including: <ul style="list-style-type: none"> • President & CEO at GE Money India. • SBI Cards & Payments Services. • COO of Maruti Countrywide Auto Financial Services. • Managing Director & Country Manager at Citi Financials. • Country Manager for South Asia at Visa International.
Terms and Conditions of appointment	Appointed as a Non-Executive Independent Director for a term of five consecutive years from December 5, 2023, to December 4, 2028. Detailed terms and conditions can be found on the Company's website: https://ummeedhfc.com/sites/default/files/Terms-Conditions-Appointment-Independent-Directors.pdf
Remuneration (including sitting fees, if any) last drawn	Sitting fee of Rs. 3 Lakhs for meetings attended during FY23-24
Remuneration proposed to be paid	Mr. Pandit will be remunerated as a Non-Executive Independent Director through fees for attending Board or Committee meetings and reimbursement of expenses for participating in these meetings within statutory limits, as decided by the Board from time to time.
Date of first appointment on the Board	December 5, 2023



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Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2023	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the financial year up to the date of this notice	6 (Six)
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	None
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	None
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee of the Board evaluated Mr. Vishal Pandit's profile against the fit and proper criteria established in accordance with regulatory directives applicable to HFCs. His skills, experience, and knowledge align with the requirements for independent directors as outlined in the company's relevant policies.



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Item No. 4 - Approval for amendment in Memorandum of Association (MOA) of the Company with respect to increase in Authorised Share Capital

The Board of Directors, in its meeting held on June 5, 2024, passed a resolution to increase the authorized share capital of the Company and to amend the capital clause of the Memorandum of Association (MOA), subject to the approval of members in a general meeting. This increase aims to maintain a sufficient buffer in Authorized Equity Share Capital, ensuring availability for issuing Equity Shares to the ESOP Trust upon the exercise of vested options by former employees.

Accordingly, the Board of Directors, pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company comprising of Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each ("Equity Shares"), fully and compulsorily convertible preference shares of face value of INR 20/- (Indian Rupees Twenty only) each ("CCPS"); and Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each ("OCRPS"), in the following manner:

Types of Shares	Face value of each Shares (Rs.)	Authorised Share Capital – Existing		Authorised Share Capital – Proposed	
		Nos.	(Rs.)	Nos.	(Rs.)
Equity Shares	10.00	1,73,00,000	17,30,00,000	1,78,00,000	17,80,00,000
CCPS	20.00	4,31,00,000	86,20,00,000	4,31,00,000	86,20,00,000
OCRPS	10.00	37,02,000	3,70,20,000	37,02,000	3,70,20,000
Total			1,07,20,20,000		1,07,70,20,000

The Board recommends approving the increase of the Company's Authorized Share Capital and consequential amendments to the 'Capital Clause' of the Memorandum of Association (MOA).

In view of above, the Board recommends, and the approval of the members is accordingly being sought by way of an **Ordinary Resolution**, for increase of the authorized share capital of the Company and for the alteration or amendment of Clause V i.e., capital clause of the MOA, as per the provisions of sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force).

The members are further informed that the amended copy of the Memorandum of Association (MOA) will be available for inspection by the members at the Corporate Office of the Company between 9 AM to 6 PM on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.

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

The above statement be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.



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Item No. 5 - Approval for Private Placement of Non-convertible Debentures and/or other Debt instruments

In accordance with Section 42 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (referred to as the "Prospectus and Allotment Rules"), a Company that offers or invites subscriptions to non-convertible debentures (NCDs) or Debt Instruments on a private placement basis is required to obtain prior approval from the Members through a Special Resolution. For NCDs/Debt Instruments, it is sufficient for the company to pass an omnibus Special Resolution once a year to cover all offers or invitations made during the year. This approval by way of a special resolution remains valid for a period of one year from the date of the resolution for all offers and invitations related to such NCDs/Debt Instruments during that year.

To secure additional resources for purposes such as on-lending, repayment/refinancing of existing debt, working capital requirements, asset purchases, investments, general corporate purposes, etc., the Company may seek subscriptions for Redeemable, Secured, Non-Convertible Debentures, Listed or Unlisted, or Bonds (referred to as NCDs/Debt Instruments) to be issued by the Company, in one or more series/ tranches on a private placement basis. The NCDs/Debt Instruments proposed to be issued may be issued at par, at a premium, or at a discount to face value. The issue price, including any premium, will be determined by the Board of Directors of the Company based on various factors, including the prevailing market conditions at the time of the issue(s).

In accordance with Rule 14(1) of the Prospectus and Allotment Rules, the Company is hereby making the following disclosures to the Members:

<p>PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION</p>	<p>Rule 14(1) of the Prospectus and Allotment Rules stipulates that if the amount to be raised through the offer or invitation of NCDs/Debt Instruments (as defined above) exceeds the prescribed limit, it is sufficient for the company to pass a single special resolution once a year to cover all offers or invitations for such NCDs during that year. Accordingly, based on this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/ issue of NCDs/ Debt Instruments (whether secured, unsecured, subordinated, senior, rated, unrated, listed, unlisted, redeemable including market-linked debentures) will be determined from time to time within a period of 1 (one) year from the date of the aforementioned resolution. Consistent with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution will be mentioned/disclosed in the private placement offer and application letter for each offer/issue of NCDs/Debt Instruments.</p>
<p>KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED</p>	<p>Non-convertible debt securities. The NCDs/Debt Instruments will be offered/issued at par, at a premium, or at a discount to face value, in accordance with applicable regulatory requirements. The decision regarding the issuance price will be made by the Board for each specific issue, taking into consideration the interest rate/effective yield determined based on the prevailing market conditions at the time of the respective issue.</p>
<p>BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR</p>	<p>Not applicable, as the securities proposed to be issued are non-convertible debt instruments, will be issued in multiple issues/tranches within one year from the date of this resolution, either at par, at a premium, or at a discount to face value, in</p>



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INVITATION IS BEING MADE	compliance with applicable regulatory requirements. The specific terms of the issuance will be determined by the Board in consultation with the relevant investor(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable, as the securities to be issued are non-convertible debt instruments. These instruments will be issued in multiple issues/tranches within one year from the date of this resolution, complying with relevant regulatory requirements. The issuance will be conducted at par, at a premium, or at a discount to face value. Furthermore, the issuance will not be made to more than two hundred persons in aggregate during a financial year, consisting of one or more eligible person(s)/subscriber(s).
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	Not applicable, as the proposed securities are non-convertible debt instruments. These instruments will be issued in multiple tranches within one year from the date of this resolution, adhering to applicable regulatory requirements. The issuance may be at par, at a premium, or at a discount to face value. The total number of eligible persons/subscribers throughout the financial year will not exceed a combined total of two hundred. The specific terms for each issuance will be determined within one year, complying with Section 42 of the Companies Act, 2013, and the delegated amount specified by the Members in this Resolution.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSES OR OBJECTS OF OFFER, CONTRIBUTION BEING MADE BY THE PROMOTERS OR DIRECTORS EITHER AS PART OF THE OFFER OR SEPARATELY IN FURTHERANCE OF OBJECTS; PRINCIPLE TERMS OF ASSETS CHARGED AS SECURITIES	The specific terms of each offer/issue of NCDs/Debt Instruments will be decided in consultation with the respective eligible investor(s)/subscriber(s) from time to time, within the one-year period following the aforementioned resolution. These details will be specifically disclosed in each private placement offer and application letter for each offer/issue.

Accordingly, as recommended by Board in their meeting held on June 5, 2024, consent of the Members is sought in connection with the aforesaid issue of NCDs / Debt Instruments and they are requested to authorize the Board to issue such NCDs / Debt Instruments during the year on private placement basis up to INR 300 Crore (Indian Rupees Three Hundred Crores) as stipulated above, in one or more tranches.

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

The above statement be considered and construed as disclosures as per the provisions of Section 102 of the Companies Act, 2013.

In view of above, the Board of Directors recommends the passing of this resolution as a **Special Resolution**.



UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U64990HR2016PTC057984

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

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

By order of the Board of Directors of
Ummeed Housing Finance Private Limited

Sd/-

Nitin Agrahari

Company Secretary & Chief Compliance Officer

ACS 36376

Date: July 2, 2024

Place: Gurugram



UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U64990HR2016PTC057984

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Form No. MGT-11

PROXY FORM OF THE 9TH AGM

[Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014]

CIN: U64990HR2016PTC057984

Name of the Company: Ummeed Housing Finance Private Limited

Registered office: Unit No.809-815, 8th Floor, Tower-A, Emaar Digital Greens, Golf Course Extn. Road, Sector 61, Gurugram-122102

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We, being the member of Ummeed Housing Finance Private Limited, holding..... shares, shares, hereby appoint.

1. Name:

Address:

E-mail Id:

Signature....., or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of Members of the Company, to be held on **Tuesday, the 23rd day of July 2024 at 11:00 AM**, at the Registered and Corporate Office of the Company located at **809-815, 8th Floor, Tower – A, Golf Course Extension Road, Sector-61, Gurugram -122102, Haryana, India**, and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

Resolution No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2024, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution No. 2

To appoint M/s. Mercurius & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 021893N/N500033), as Statutory Auditors of the Company for three financial years i.e., FY 2024-25, FY 2025-26 and FY 2026-27, as per relevant provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Para 54 of RBI Master Directions on HFCs, 2021 read with RBI guidelines RBI/2021-22/25- Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021.

Special Business:

Resolution No. 3



UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U64990HR2016PTC057984

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

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

To regularize the appointment of Mr. Vishal Pandit (DIN: 00121297), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. December 05, 2023, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules 2014, and to approve his appointment as an Independent Director for his first term of five (5) consecutive years, from December 05, 2023, to December 04, 2028.

Resolution No. 4

To increase the Authorized Share Capital of the Company and the amendment in the Capital Clause of Memorandum of Association (MOA) of the Company.

Resolution No. 5

To approve the issuance of Redeemable Secured Non-Convertible Debentures through Private Placement to eligible subscribers for up to INR 300 Crores (Indian Rupees Three Hundred Crores Only) in one or more tranches, within one year from the AGM, on terms determined by the Board.

Signed this day of..... 2024

Signature of Member:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

- (1) *The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.*
- (2) *A Proxy need not be a member of the Company.*
- (3) *The form of Proxy confers authority to demand or join in demanding a poll.*
- (4) *The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.*



UMMEED HOUSING FINANCE PRIVATE LIMITED

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ATTENDANCE SLIP OF THE 9TH AGM

Time :

Place :

FULL NAME OF THE FIRST MEMBER:

Joint Members, if any:

Father's/Husband name:

Address in full:

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY -----

I/We hereby record my /our attendance at the AGM of the Company to be held on **Tuesday, the 23rd day of July 2024 at 11:00 AM**, at the Registered and Corporate Office of the Company located at 809-815, 8th Floor, Tower – A, Golf Course Extension Road, Sector-61, Gurugram -122102, Haryana, India.

Folio No.:

No of Shares held:

DP ID No.:

Client ID No.:

Signature of the Member / Proxy.

NOTE: Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting venue.

ROUTE MAP TO THE VENUE OF THE 9TH AGM


