



# 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 |

## SHORTER NOTICE OF FIRST EXTRA- ORDINARY GENERAL MEETING (1<sup>st</sup> EGM) OF FY 2024-25

Shorter Notice is hereby given that the First Extra-ordinary General Meeting (“1<sup>st</sup> EGM”) of FY 2024-25 of the members of Ummeed Housing Finance Private Limited (the “Company”) will be held on **Friday, April 12, 2024**, at **01:00 PM**, at the Registered and Corporate Office of the Company located at **Unit No. 809-815, 8<sup>th</sup> Floor, Tower-A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram -122102**, to transact the following business:

### SPECIAL BUSINESS:

#### 1. To approve the adoption of restated Articles of Association (“Articles”) to incorporate the relevant provisions of the Shareholders’ Agreement dated March 01, 2024 (“SHA”)

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment thereto or re-enactment thereof) and pursuant to the shareholders’ agreement dated March 01, 2024 (“SHA”) executed amongst the A91 Emerging Fund II LLP (“A91”), Norwest Capital, LLC (“Norwest”), NHPEA Kabru Holding B.V. (“NHPEA”), Thyme Private Limited (“Thyme”), Vistra ITCL (India) Limited (as the Trustee of CX Alternative Investment Fund) (“CX AIF”), Ummeed Housing Finance Private Limited (“Company”) and Mr. Ashutosh Sharma (“Promoter”) read with (i) the deed of accession dated March 01, 2024 inter alia executed between the Company, Mirae Asset Late Stage Opportunities Fund (“Mirae”) and other shareholders of the Company, and (ii) the letter agreement dated March 27, 2024 inter alia executed between the Company, NHPEA V Unicorn (BVI) Limited and other shareholders of the Company (“Shareholders Agreement”), and subject to such other approvals, permission and consents as may be required, including approvals from the Registrar of Companies and any other regulatory/statutory authorities/persons, approval of the members of the Company be and is hereby accorded to adopt the new set of articles of association (“Articles”), in substitution for, and to the exclusion, of the existing Articles of the Company;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company, be and is hereby severally authorized to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

#### 2. To approve the appointment of Mr. Gautam Mago (DIN: 03568682), as a Nominee Director of A91 on the Board

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



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“**RESOLVED THAT** pursuant to Section 161(3) of the Companies Act, 2013 read with Rules 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions of the Companies Act, 2013, and Articles of Association of the Company and pursuant to shareholders’ agreement dated March 01, 2024 (“**SHA**”) executed amongst the A91 Emerging Fund II LLP (“**A91**”), Norwest Capital, LLC (“**Norwest**”), NHPEA Kabru Holding B.V. (“**NHPEA**”), Thyme Private Limited (“**Thyme**”), Vistra ITCL (India) Limited (as the Trustee of CX Alternative Investment Fund) (“**CX AIF**”), Ummeed Housing Finance Private Limited (“**Company**”) and Mr. Ashutosh Sharma (“**Promoter**”) read with (i) the deed of accession dated March 01, 2024 inter alia executed between the Company, Mirae Asset Late Stage Opportunities Fund (“**Mirae**”) and other shareholders of the Company, and (ii) the letter agreement dated March 27, 2024 inter alia executed between the Company, NHPEA V Unicorn (BVI) Limited and other shareholders of the Company (“**Shareholders Agreement**”), Mr. Gautam Mago, (holding DIN: **03568682**), nominated by A91 as their nominee director (not liable to retire by rotation) on the Board, be and is hereby appointed as a nominee director on the Board of the Company with effect from March 30, 2024, not liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors and Company Secretary of the Company, be and is hereby authorized severally to sign and file requisite e-Form DIR 12 with the Registrar of Companies and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary filings with relevant authorities, and returns and declarations and to make necessary entries in the statutory records and registers of the Company (including the register of directors and KMPs) in relation to the appointment of Mr. Gautam Mago, as the nominee director on the Board of Directors of the Company.”

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

Sd/-  
**Nitin Agrahari**  
**Company Secretary**  
**ACS 36376**

Date: April 09, 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 HIM/ HERSELF. 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 AT THE REGISTERED OFFICE OF THE COMPANY, BEFORE COMMENCEMENT OF THE MEETING.**
- 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 member.
- Institutional members intending to send their authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend the meeting 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 meeting. 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.
- 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 5<sup>th</sup> June 2015, in the case of private company, 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.
- Members/proxies are advised to bring the enclosed attendance slip duly filled in for attending the meeting.
- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business set out in the notice is enclosed herewith.
- Members are requested to notify the Company immediately of any change in their address.
- All documents referred to in the accompanying notice shall be open for inspection at the registered office 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 extra ordinary general meeting of the Company.
- The Register of Directors and Key Managerial Personnel and their shareholding maintained under



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Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the extra ordinary general meeting venue during the continuance of the meeting.

10. The route map of the venue of the extra ordinary general meeting is enclosed and forms part of notice of this meeting.



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## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY**

### **1. To approve the adoption of restated Articles of Association (“Articles”) to incorporate the relevant provisions of the Shareholders’ Agreement dated March 01, 2024 (“SHA”)**

In accordance with the provisions of amended and restated shareholders’ agreement dated March 01, 2024 (“SHA”) executed amongst the A91 Emerging Fund II LLP (“A91”), Norwest Capital, LLC (“Norwest”), NHPEA Kabru Holding B.V. (“NHPEA”), Thyme Private Limited (“Thyme”), Vistra ITCL (India) Limited (as the Trustee of CX Alternative Investment Fund) (“CX AIF”), Ummeed Housing Finance Private Limited (“Company”) and Mr. Ashutosh Sharma (“Promoter”) read with (i) the deed of accession dated March 01, 2024 inter alia executed between the Company, Mirae Asset Late Stage Opportunities Fund (“Mirae”) and other shareholders of the Company and (ii) the letter agreement dated March 27, 2024 inter alia executed between the Company, NHPEA V Unicorn (BVI) Limited and other shareholders of the Company (“Shareholders Agreement”), the Company is required to amend its articles of association to incorporate the relevant provisions of the SHA.

The Board of Directors by the way of resolution passed by circulation on March 31, 2024, has recommended to the members, the approval and adoption of the restated AOA of the Company. The draft of the restated AOA is enclosed along with the notice of this extraordinary general meeting as Annexure 1.

As per the provisions of Section 14 of the Companies Act 2013, any change in the AOA of the Company requires approval of members by way of a Special Resolution.

The members are further informed that the amended and restated AOA will be available for inspection by the members at the Corporate Office of the Company between 11:00 am and 5:00 pm on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extra-ordinary General Meeting and during the continuance of the Extra-ordinary General Meeting.

In view of above, the Board recommends, and the approval of the members is accordingly being sought by way of Special Resolution to approve the adoption of restated Articles of Association (“Articles”) to incorporate the relevant provisions of the Shareholders’ Agreement dated March 01, 2024 (“SHA”).

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.

### **2. To approve the appointment of Mr. Gautam Mago (DIN:03568682), as a Nominee Director of A91 on the Board**

The Board of Directors by the way of resolution passed by circulation on March 31, 2024, has proposed the appointment of Mr. Gautam Mago, (holding DIN: **03568682**), as Nominee Director on the Board of the Company with effect from March 30, 2024, whose office shall not be liable to retire by rotation, pursuant to his nomination by A91 Emerging Fund II LLP as their nominee director on the Board in accordance of shareholders’ agreement dated March 01, 2024 (“SHA”) executed amongst the A91 Emerging Fund II LLP



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("A91"), Norwest Capital, LLC ("Norwest"), NHPEA Kabru Holding B.V. ("NHPEA"), Thyme Private Limited ("Thyme"), Vistra ITCL (India) Limited (as the Trustee of CX Alternative Investment Fund) ("CX AIF"), Ummeed Housing Finance Private Limited ("Company") and Mr. Ashutosh Sharma ("Promoter") read with (i) the deed of accession dated March 01, 2024 inter alia executed between the Company, Mirae Asset Late Stage Opportunities Fund ("Mirae") and other shareholders of the Company and (ii) the letter agreement dated March 27, 2024 inter alia executed between the Company, NHPEA V Unicorn (BVI) Limited and other shareholders of the Company ("Shareholders Agreement"),

According to Section 161 (3) of the Companies Act, 2013, Subject to the articles of a company, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.

Mr. Gautam Mago, (holding DIN: **03568682**) was appointed by the Board by the way of resolution passed by circulation on March 31, 2024, as a nominee director of the Company on behalf of A91 with effect March 30, 2024, subject to approval of members of the Company.

Pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), Mr. Gautam Mago details are provided in the Annexure to the Notice.

Further, Mr. Gautam Mago has not been disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director.

The members are further informed that all the relevant documents received from Mr. Gautam Mago for his appointment as a Nominee Director will be available for inspection by the members at the Corporate Office of the Company between 11:00 am and 5:00 pm on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Extra-ordinary General Meeting and during the continuance of the Extra-ordinary General Meeting.

In view of the above, the Board recommends, and the approval of the members is accordingly being sought by way of Ordinary Resolution to appoint Mr. Gautam Mago as a Nominee Director of A91 on the Board, under Section 161(3) of the Companies Act, 2013.

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.

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

Sd/-

**Nitin Agrahari**  
**Company Secretary**  
**ACS 36376**

Date: April 09, 2024

Place: Gurugram

**ANNEXURE TO THE NOTICE**

**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	Gautam Mago
Age	45
Director Identification Number (DIN)	03568682
Designation/ category of the Director	Non-Executive Nominee Director
Qualifications	-PGDM from IIM Calcutta -Chartered Accountant -Master of Commerce from University of Mumbai
Experience (including expertise in specific functional area) / Brief Resume	Designated partner at 4Point9 Capital Advisors LLP the Investment manager of A91 Funds having fund corpus of Fund I \$ 350mn and Fund II \$ 550mn. Managing director at Sequoia Capital India Advisors Pvt. Ltd. Responsible for co-managing \$3.0B of investments in India for Sequoia capital since 2007, making Sequoia the largest venture capital investor in India. Frequent speaker at industry conferences.
Terms and Conditions of Re-appointment	NA
Remuneration (including sitting fees, if any) last drawn	NA
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	
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	NA
Directorships held in other companies including listed companies* and excluding foreign companies as of the date of this Notice.	1. KAAR Technologies India Private Limited 2. IIM Calcutta Endowment Management Foundation 3. Exotel Techcom Private Limited
Memberships / Chairmanships of committees of other companies including listed companies (^) and excluding foreign companies as of the date of this Notice	Nil
Listed entities from which the Director has resigned in the past three years	Nil
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	NA



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## Form No. MGT-11

### Proxy Form

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

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**Name of the Company:** Ummeed Housing Finance Private Limited

**Registered office:** Unit No.809-815, 8<sup>th</sup> 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:
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I/ We being the member of Ummeed Housing Finance Private Limited, holding ..... 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 First Extraordinary General Meeting (“1<sup>st</sup> EGM”) of FY 2024-25 of the Members of Ummeed Housing Finance Private Limited (the "Company") will be at shorter notice on held on **Friday, April 12, 2024, at 01:00 PM**, at the Registered & Corporate Office of the Company located at **Unit No. 809-815, 8<sup>th</sup> Floor, Tower – A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram -122102**, and at any adjournment thereof in respect of such resolution as are indicated below:

**Resolution No. 1: To approve the adoption of restated Articles of Association (“Articles”) to incorporate the relevant provisions of the Shareholders’ Agreement dated March 01, 2024 (“SHA”)**

**Resolution No. 2: To approve the appointment of Mr. Gautam Mago as a Nominee Director of A91 on the Board**

Signed this ..... day of.....20\_\_  
Signature of Member:

Signature of Proxy holder(s):

Affix Revenue Stamp
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**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company.**





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## Attendance Slip

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 First Extra-ordinary General Meeting ("1<sup>st</sup> EGM") of FY2024-25 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held at shorter notice on **Friday, April 12, 2024, at 01:00 PM**, at the Registered and Corporate Office of the Company located at **Unit No. 809-815, 8<sup>th</sup> Floor, Tower – A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram - 122102.**

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.*



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## ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING OF UMMEED HOUSING FINANCE PRIVATE LIMITED

