



UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

NOTICE OF SECOND EXTRA- ORDINARY GENERAL MEETING (2nd EGM) OF FY 2023-24

Notice is hereby given that the Second Extra-ordinary General Meeting (“2nd EGM”) of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the “Company”) will be held on **Thursday, January 11, 2024, at 11:00 AM**, at the Registered and Corporate Office of the Company located at **Unit No. 809-815, 8th Floor, Tower–A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram -122102**, to transact the following business:

SPECIAL BUSINESS:

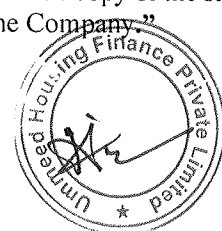
To consider, review and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

1. AMENDMENT IN UMMEED EMPLOYEE STOCK OPTION PLAN 2017:

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), (including any modification or re-enactment thereof for the time being in force), Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 (the “Rules”), and members’ approval given in their meeting held on May 25, 2017, and the Board given in its meeting held on December 05, 2023, and in accordance with the Memorandum and Articles of Association of the Company, and such other applicable directions/ guidelines/ regulations to the extent applicable and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, the consent of the Members of the Company, be and is hereby accorded for amendment in Ummeed Employee Stock Option Plan 2017 (“ESOP 2017”), the draft of which along with proposed amendments including in list of key variations in the ESOP 2017, as placed before the Member of the Company for the purposes of identification, authorizing the Board of Directors of the Company (*hereinafter referred to as "Board" which term shall be deemed to include any committee including Nomination and Remuneration Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution*) to grant from time to time, in one or more tranches, not exceeding **2,560,658 (Two million five hundred sixty thousand six hundred fifty-eight)** Employee Stock Options to the Employees under ESOP 2017, exercisable into not more than **2,560,658 (Two million five hundred sixty thousand six hundred fifty-eight)** fully paid-up equity Shares in the Company, with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2017, to or for the benefit of such eligible employee(s) as defined in and in accordance with the ESOP 2017.”

“**RESOLVED FURTHER THAT** the altered ESOP 2017 as placed before the Members of the Company for their consideration and approval, be and is hereby approved.”

“**RESOLVED FURTHER THAT** all the directors and Company Secretary of the Company be and are hereby severally authorised to take all such necessary steps and to do all such acts, deeds, matters, and things etc., as it may, in its absolute discretion deem fit, proper, or necessary, or expedient in this connection along with the filing of necessary e-form(s) with the concerned Registrar of Companies, if any, for the purpose of giving effect to this resolution and to furnish a certified true copy of the said resolution, duly signed, as and when required from time to time on behalf of the Company.”





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

Sd/-
Nitin Agrahari
Company Secretary
ACS 36376



Date: December 21, 2023

Place: Gurugram



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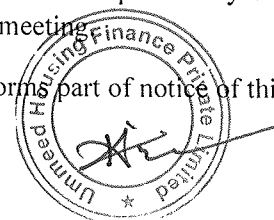
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NOTES:

- 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 5th 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 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.
- 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. AMENDMENT IN UMMEED EMPLOYEE STOCK OPTION PLAN 2017

The members in their meeting held on 25th May 2017 approved the 'Ummeed Employee Stock Option Plan 2017 ("ESOP 2017") and authorised Board of Directors of the Company to grant a total of 20,60,658 (TwentyLakhs Sixty Thousand Six Hundred and Fifty-Eight) Employee Stock Options to the employees under ESOP 2017, exercisable into not more than 20,60,658 fully paid-up equity shares of Rs. 10/- each, with each such option conferring a right upon the employee to apply for one equity share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2017. This ESOP 2017 was implemented with a view to attracting and retaining talents those are key to the management by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The ESOP 2017 was implemented in compliance with the provisions of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 ("SCD Rules"). As per provisions of Rule 12 of the said SCD rules, the Company may vary the terms of the Plan provided that such variation is not prejudicial to the interests of the employees and that the proposal is approved by the members by way of special resolution.

The amendments proposed to the Plan are not prejudicial to the interests of the option holders.

To expand the ESOP Pool from 2,060,658 Employee Stock Options to **2,560,658 (Two million five hundred sixty thousand six hundred fifty-eight)** Employee Stock Options, fulfilling essential purposes like issuing new ESOP to eligible employees, extending ESOP to new joiners, implementing performance-linked ESOP allocations, and facilitating long-term performance ESOP allocations, among other needs, a proposal has been put forth to amend the ESOP 2017. This recommendation has received approval from the Board in their respective meetings conducted on December 05, 2023.

The amended ESOP 2017 shall be applicable from the date of passing of this resolution.

The details of variation, rationale therefor, and employees who are beneficiaries of such variation are as follows:

Key Variations in the ESOP 2017

Details of the key variations proposed to the ESOP 2017 are provided below:

Sr. No.	Clause No.	Existing Clause	Proposed Clause
1.	3.1	The shareholders of the Company have vide their resolution dated 25th May, 2017 approved ESOP 2017 authorizing the Board to grant 20,60,658 (Twenty Lac Sixty Thousand Six Hundred and Fifty Eight) Employee Stock Options to the Employees under ESOP 2017, exercisable into not more than 20,60,658 (Twenty Lac Sixty Thousand Six	The shareholders of the Company have vide their resolution dated 25th May, 2017 approved ESOP 2017 authorizing the Board to grant 2,560,658 (Two million five hundred sixty thousand six hundred fifty-eight) Employee Stock Options to the Employees under ESOP 2017, exercisable into not more than 2,560,658 (Two million five



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Sr. No.	Clause No.	Existing Clause	Proposed Clause
		Hundred and Fifty Eight) fully paid-up equity Shares in the Company, with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2017.	hundred sixty thousand six hundred fifty-eight) fully paid-up equity Shares in the Company, with each such Option conferring a right upon the Employee to apply for one Share of the Company, in accordance with the terms and conditions of such issue and subject to the provisions of ESOP 2017.
2.	3.2	The number of Options that may be granted to any specific Employee in one or more tranches shall not exceed 1,85,000 (One Lac Eighty-Five Thousand) Options in any financial year in accordance with the shareholders resolution dated 25th May, 2017 in aggregate under ESOP 2017.	The number of Options that may be granted to any specific Employee in one or more tranches shall not exceed 2,56,065 (Two lac five-sixty thousand sixty-five) Options in any financial year in accordance with the shareholders resolution dated 11th January 2024 in aggregate under ESOP 2017.

Rationale for the variation of the ESOP 2017

The proposed modifications to the ESOP are intended to increase the ESOP Pool from 2,060,658 (two million sixty thousand six hundred fifty-eight) Employee Stock Options to **2,560,658 (Two million five hundred sixty thousand six hundred fifty-eight)** Employee Stock Options, as the Company, is in urgent need to increase the ESOP Pool to fulfil the following requirements:

- To grant new ESOP to eligible employees;
- To grant ESOP to New Joinee;
- Performance linked ESOP allocation; and
- Long Term performance ESOP allocation etc.

Details of the employees who are beneficiaries of such variation

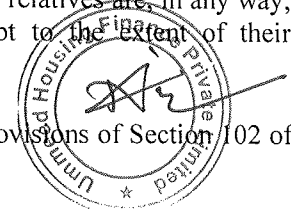
All existing and future eligible employees as defined in and in accordance with ESOP 2017, are the beneficiaries of such variation pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

The members are further informed that the complete amended ESOP 2017 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.

The approval of the members is accordingly being sought by way of Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules 2014 for amendment in ESOP 2017.

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





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the Companies Act, 2013.

In view of above, the Board recommends the passing of the resolutions set out at Item No. 1 as **Special Resolution**.

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

Sd/-
Nitin Agrahari
Company Secretary
ACS 36376



Date: December 21, 2023

Place: Gurugram



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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]

CIN: U65922HR2016PTC057984

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, 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 Second Extra-ordinary General Meeting ("2nd EGM") of FY 2023-24 of the Members of Ummeed Housing Finance Private Limited (the "Company") will be held on **Thursday, January 11, 2024, at 11:00 AM** at the Registered & Corporate Office of the Company located at **Unit No. 809-815, 8th 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

1. AMENDMENT IN UMMEED EMPLOYEE STOCK OPTION PLAN 2017

Signed this day of..... 20__

Signature of Member:

Signature of Proxy holder(s):

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.



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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 Second Extra-ordinary General Meeting ("2nd EGM") of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held on **Thursday, January 11, 2024, at 11:00 AM** at the Registered and Corporate Office of the Company located at **Unit No. 809-815, 8th 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

