

**SHORTER NOTICE OF THIRD EXTRA- ORDINARY GENERAL MEETING (3RD EGM) OF FY
2023-24**

Shorter Notice is hereby given that the Third Extra-ordinary General Meeting (“3rd EGM”) of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held on **Friday, 23rd February 2024, at 05:00 PM**, 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:

1. Reappointment of Ms. Geeta Mathur (DIN: 02139552), as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to Sections 149, 150, 152, and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (“**the Act**”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and the provisions of the Articles of Association of the Company, as well as the relevant regulatory directions applicable to Housing Finance Companies, and based on the performance evaluation, and the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Geeta Mathur (DIN: 02139552), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from February 27, 2019, until February 26, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from February 27, 2024, until February 26, 2029 (both days inclusive);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director and Company Secretary of the Company, be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters, and things as deemed necessary, proper, or desirable and to sign and execute all necessary documents for the re-appointment of Ms. Geeta Mathur as an Independent Director on the Board and to file the necessary e-form(s) with the concerned Registrar of Companies.”

2. Approval for amendment in Memorandum of Association (MOA) of the Company with respect to insertion of a new sub-clause in the Main Objects

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 sections 4, 13, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any modification(s) thereto or re-enactment(s) thereof from time to time (**“the Act”**), all other laws, acts, rules, regulations, guidelines, circulars, directions and notifications, applicable from time to time and such other necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the consent of the members of the Company, be and is hereby accorded for altering the Main Objects of the Memorandum of Association of the Company by inserting the following new sub-clause 9. after the existing sub-clause 8. under Clause III. (A).:

“9. To solicit and procure insurance business as corporate agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto.”

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary of the Company, be and are hereby authorized severally to (i) sign and file all the necessary forms (including e-form MGT-14) 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 amending main object clause of the MOA; and (iii) authorize such person or persons as he deems fit to give effect to the resolution.”

3. 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 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 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 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.”

RESOLVED FURTHER THAT any Director of the Company and/or 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 increasing 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.”

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

Sd/-
Nitin Agrahari
Company Secretary
ACS 36376

Date: 20th February 2024
Place: Gurugram



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

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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.**
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 member.
3. 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.
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 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.
5. Members/proxies are advised to bring the enclosed attendance slip duly filled in for attending the meeting.
6. 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.
7. Members are requested to notify the Company immediately of any change in their address.
8. 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.
9. 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.
10. The route map of the venue of the extra ordinary general meeting is enclosed and forms part of notice of this meeting.

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. Reappointment of Ms. Geeta Mathur (DIN: 02139552), as an Independent Director of the Company

Ms. Geeta Mathur was appointed as an Additional Independent Director during the Board Meeting held on February 27, 2019, until the ensuing Annual General Meeting. Subsequently, her appointment for a five-year term, from February 27, 2019, to February 26, 2024, was approved by the shareholders at the 4th Annual General Meeting held on August 05, 2019.

According to Section 149(10) of the Companies Act, 2013, an independent director can serve up to five consecutive years on the Board but can be reappointed upon passing of a special resolution by the company. The reappointment is subject to the report of performance evaluation and meeting the fit & proper criteria established by the Nomination and Remuneration Committee of the Board. The Nomination and Remuneration Committee (NRC), in recommending Ms. Geeta Mathur's reappointment, assessed various factors such as her attendance, participation, specific skills, time commitment, and independent judgment. Based on the NRC's recommendation and the report of performance evaluation, the Board at its meeting held on February 19, 2024, approved Ms. Mathur's reappointment for a second term of five years, from February 27, 2024, to February 26, 2029.

Ms. Geeta Mathur, a Chartered Accountant with a Bachelor of Commerce degree, has extensive experience in corporate finance, treasury, risk management, and investor relations. Her career spans across esteemed organizations like ICICI Limited, IBM, and DCM Shriram Consolidated Limited. She currently serves as an Independent Director in various large organizations, demonstrating her expertise and credibility.

Ms. Geeta Mathur is qualified to be appointed as a Non-Executive Independent Director under Section 164 of the Act and has declared her independence as per Section 149(6) of the Act. In the opinion of the Board, her qualifications and the rich experience in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company and Ms. Geeta Mathur fulfils the conditions for appointment as an Independent Director as specified in the Act and rules and Ms. Geeta Mathur is independent of the management and possesses appropriate skills, experience and knowledge. Ms. Mathur has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Ms. Mathur is exempt from the requirement to undertake an online proficiency self-assessment test conducted by IICA.

Pursuant to the provisions of Secretarial Standard on General Meetings (SS-2), Ms. Geeta Mathur's details are provided in the Annexure to the Notice. She 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 Ms. Geeta Mathur for her 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 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 re-appoint Ms. Geeta Mathur for a second term of further five years w.e.f. February 27, 2024, till February 26, 2029, under Section 149(10) 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.

2. Approval for amendment in Memorandum of Association (MOA) of the Company with respect to insertion of a new sub-clause in the Main Objects

In accordance with the Guidelines for entry of Housing Finance Companies into Insurance Business under Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, and to leverage operational synergies, the Company has been conducting activities as a Corporate Agent for Insurance companies, with due compliance to applicable laws and regulations. The company has been registered as a Corporate Agent (Composite) by the Insurance Regulatory and Development Authority of India (IRDAI) since March 31, 2017, with periodic renewals.

In compliance with recent directives from IRDAI, the Board of Directors, in their meeting on February 19, 2024, subject to members' approval in general meeting, approved the amendment of the main object clause of the Memorandum of Association (MOA) to explicitly include the activity of "Insurance Solicitation as Corporate Agent" within the Part A of the object clause of the MOA of the Company.

It is proposed to insert the following new sub-clause 9. after the existing sub-clause 8. under Clause III. (A). of the MOA:

“9. To solicit and procure insurance business as corporate agent in respect of all classes of insurance and to undertake such other activities as are incidental or ancillary thereto.”

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 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 amend the main object clause of the Memorandum of Association (MOA), under the provisions of sections 4, 13, 15 and other applicable provisions, if any, 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.

3. 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 19th February 2024, passed a resolution to increase the Authorized Share Capital of the Company and amend the capital clause of the Memorandum of Association (MOA), subject to approval of members in a general meeting, to ensure adequate capital provision for an anticipated primary equity securities issuance as part of the forthcoming Equity Raise.

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, in following manner:

Classes of Share Capital	Face value of each Shares (Rs.)	Authorised Share Capital- Existing		Authorised Share Capital- Post increase.	
		Nos.	(Rs.)	Nos.	(Rs.)
Equity Shares	10.00	17,300,000	173,000,000	17,300,000	173,000,000
Fully and Compulsorily Convertible Cumulative Preference Shares	20.00	34,563,000	691,260,000	43,100,000	86,20,00,000
Optionally Convertible Non-Cumulative Redeemable Preference Shares	10.00	3,702,000	37,020,000	3,702,000	37,020,000
Total			901,280,000		1,072,020,000

The Board recommends approving the increase in the Company's Authorized Share Capital and consequential amendments to the 'Capital Clause' of the Memorandum of Association (MOA). This amendment is necessary to support the anticipated rise in Paid-up Share Capital required for the forthcoming Equity Raise.



UMMEED HOUSING FINANCE PRIVATE LIMITED

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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 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.

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: **20th February 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	Geeta Mathur
Age	57 Years
Director Identification Number (DIN)	02139552
Designation/ category of the Director	Non-Executive Independent Director
Qualifications	Chartered Accountant, B.Com. (Hons)
Experience (including expertise in specific functional area) / Brief Resume	<p>Ms. Geeta Mathur is a distinguished professional serving as an Independent Director on the boards of several prestigious companies. With over three decades of rich experience in the financial sector, Ms. Mathur has established herself as a seasoned leader with expertise in diverse functional areas.</p> <p>Ms. Mathur holds a bachelor's degree in commerce from the University of Delhi and is a qualified chartered accountant. Her professional journey commenced at ICICI, where she spent over a decade specializing in project, corporate, and structured finance. During her tenure at ICICI, Ms. Mathur represented the organization on the Boards of reputable companies such as Eicher Motors and Siel Limited.</p> <p>Subsequently, Ms. Mathur held key positions in renowned organizations like IBM and Emaar MGF, contributing to corporate finance, treasury operations, risk management, and investor relations. Her breadth of experience spans across various industries, including technology, real estate, and financial services.</p> <p>Currently, Ms. Mathur serves as an Independent Director on the boards of multiple listed companies, including Hero Housing Finance Limited, Motherson Sumi Wiring India Limited, and Info Edge (India) Limited, among others. She actively participates in critical committees such as Audit, and Nomination and Remuneration Committee in the Company, leveraging her expertise to enhance governance practices and strategic decision-making.</p> <p>Ms. Mathur's leadership extends beyond corporate boardrooms. She is the Co-chair of the India Chapter of the Women Corporate Directors Foundation, a global organization dedicated to</p>

	<p>empowering women leaders in corporate governance.</p> <p>With her extensive experience, strategic acumen, and commitment to excellence, Ms. Geeta Mathur plays a pivotal role in shaping the success and sustainability of the organizations she serves. Her diverse portfolio of directorships underscores her exceptional leadership and contribution to the corporate landscape.</p>
Terms and Conditions of Re-appointment	<p>Re-appointment as a Non-Executive, Independent Director for a second term of five consecutive years w.e.f. February 27, 2024, till February 26, 2029. For the detailed terms and conditions of appointment of an Independent Director, please refer Company's website: Terms-Conditions-Appointment-Independent-Directors.pdf (ummeedhfc.com)</p>
Remuneration (including sitting fees, if any) last drawn	Rs. 12.10 Lakhs (Sitting Fee)
Remuneration proposed to be paid	<p>She shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings within the statutory limits, as may be decided by the Board from time to time.</p>
Date of first appointment on the Board	February 27, 2019
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	5 (Five)
Directorships held in other companies including listed companies* and excluding foreign companies as of the date of this Notice.	<ol style="list-style-type: none"> 1. 360 One Asset Management Limited 2. Hero Housing Finance Limited 3. Motherson Sumi Wiring India Limited* 4. Onmobile Global Limited* 5. Canara HSBC Life Insurance Company Limited 6. IPE Global Centre for Knowledge and Development 7. 360 One Wam Limited* 8. Sentiss Pharma Private Limited 9. Info Edge (India) Limited 10. Healthcare Global Enterprises Limited* 11. IIFL Finance Limited* 12. NIIT Limited* 13. India Infoline Finance Limited

<p>Memberships / Chairmanships of committees of other companies including listed companies* and excluding foreign companies as of the date of this Notice</p>	<p>Refer to Schedule “A” annexed with this notice.</p>
<p>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</p>	<p>The requirements for independent directors, including the necessary skills and capabilities for the role, are outlined in company’s relevant policies. Additionally, the Nomination and Remuneration Committee of the Board thoroughly evaluated Ms. Geeta Mathur's profile as part of the Board Evaluation Process, including assessing her based on fit and proper criteria established in accordance with regulatory directives applicable to Housing Finance Companies. Following this evaluation, the committee concluded that Ms. Geeta Mathur possesses the requisite skills and capabilities to effectively fulfil the responsibilities of an Independent Director.</p>



UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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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 Third Extraordinary General Meeting ("3rd EGM") of FY 2023-24 of the Members of Ummeed Housing Finance Private Limited (the "Company") will be at shorter notice on held on **Friday, 23rd February 2024, at 05:00 PM** 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: Reappointment of Ms. Geeta Mathur (DIN: 02139552), as an Independent Director of the Company

Resolution No. 2: Approval for amendment in Memorandum of Association (MOA) of the Company with respect to insertion of a new sub-clause in the Main Objects

Resolution No. 3: Approval for amendment in Memorandum of Association (MOA) of the Company with respect to increase in authorised share capital

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.



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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 Third Extra-ordinary General Meeting ("3rd EGM") of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held at shorter notice on **Friday, 23rd February 2024, at 05:00 PM** 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.

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

