



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 FIRST EXTRA- ORDINARY GENERAL MEETING (1st EGM) OF FY 2023-24

Notice is hereby given that the First Extra-ordinary General Meeting ("1st EGM") of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the "Company") will be held on **Tuesday, October 31, 2023, 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:

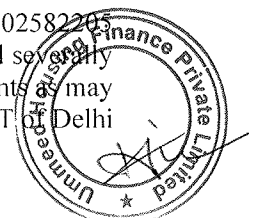
To consider, review and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolution**:

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION ("MOA") OF THE COMPANY

"RESOLVED THAT pursuant to the provisions of Section 13, Section 61, Section 64 and all other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder and the provisions contained in the articles of association of the Company, and subject to the approval of the shareholders of the Company in a general meeting, the authorized share capital of the Company, be and is hereby increased **FROM** INR 879,280,000/- (Rupees Eight Hundred Seventy-Nine Million Two Hundred Eighty Thousand Only) comprising of (i) 16,300,000 (Sixteen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 34,563,000 (Thirty-Four Million Five Hundred Sixty-Three Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 2,502,000 (Two Million Five Hundred and Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each. **TO** INR 901,280,000/- (Rupees Nine Hundred One Million Two Hundred Eighty Thousand Only) comprising of (i) 17,300,000 (Seventeen Million Three Hundred Thousand Only) equity shares of face value of INR 10/- (Indian Rupees Ten only) each; (ii) 34,563,000 (Thirty-Four Million Five Hundred Sixty-Three Thousand Only) fully and compulsorily convertible cumulative preference share of face value of INR 20/- (Indian Rupees Twenty only); and (iii) 3,702,000 (Three Million Seven Hundred and Two Thousand Only) Optionally Convertible Non-Cumulative Redeemable Preference Shares of face value of INR 10/- (Indian Rupees Ten only) each and 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. 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."

RESOLVED FURTHER THAT Mr. Ashutosh Sharma, Managing Director, having DIN 02582205 and Mr. Nitin Agrahari, Company Secretary of the Company, be and are hereby authorized severally to (i) sign and file all the necessary forms (including e-form Form SH-7) and other documents which may be required to be filed with statutory authorities including the Registrar of Companies, NCT of Delhi





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& Haryana; (ii) do all such acts and deeds as may be required for the purpose of increasing and reclassification 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.”

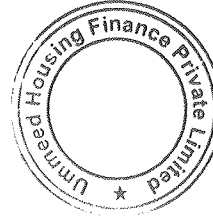
By the order of the Board of Directors of
Ummeed Housing Finance Private Limited

Sd/-

Nitin Agrahari

Company Secretary

ACS 36376



Date: October 13, 2023

Place: Gurugram



UMMEED HOUSING FINANCE PRIVATE LIMITED

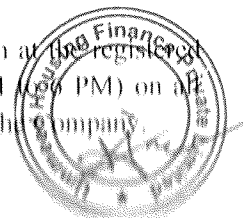
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NOTES:

- 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.





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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.





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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

TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION (“MOA”) OF THE COMPANY

The Board of Directors through resolution passed at the Board Meeting held on September 22, 2023, approved the increase in Authorised Share Capital of the Company and to amend the capital clause of the Memorandum of Association of the Company, subject to the approval of the members, to accommodate further allotment of equity shares pursuant to conversion of OCNRPS and exercise of ESOP options under Employee Stock Option Plan 2017.

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:

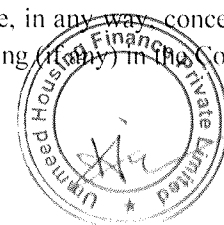
Classes of Share Capital	Face value of each Shares (Rs.)	Authorised Share Capital- Existing		Authorised Share Capital- Post increase	
		Nos.	(Rs.)	Nos.	(Rs.)
Equity Shares	10.00	16,300,000	163,000,000	17,300,000	173,000,000
Fully and Compulsorily Convertible Cumulative Preference Shares	20.00	34,563,000	691,260,000	34,563,000	691,260,000
Optionally Convertible Non-Cumulative Redeemable Preference Shares	10.00	2,502,000	2,50,20,000	3,702,000	37,020,000
Total			879,280,000		901,280,000

The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members, by way of an Ordinary Resolution, for increase of the authorized share capital of the Company and for the alteration of capital clause of the Memorandum of Association of the Company.

A copy of new set of Memorandum of Association of the Company is available for inspection at the registered office of the Company on all working days between 11:00 A.M. to 6:00 P.M.

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.





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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 recommends the passing of the resolutions set out at Item No. 1 as an **Ordinary Resolution**.

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

Sd/-
Nitin Agrahari
Company Secretary
ACS 36376



Date: October 13, 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]

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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 First Extra-ordinary General Meeting ("1st EGM") of FY 2023-24 of the Members of Ummeed Housing Finance Private Limited (the "Company") will be held on **Tuesday, October 31, 2023, 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

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

Signed this day of..... 2023

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 First Extra-ordinary General Meeting ("1st EGM") of FY 2023-24 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held on **Tuesday, October 31, 2023, 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.