



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

## NOTICE OF EXTRA- ORDINARY GENERAL MEETING (2<sup>ND</sup> EGM) OF FY 2022-23

Notice is hereby given that the Second Extra-ordinary General Meeting (“2<sup>nd</sup> EGM”) of FY 2022-23 of the members of Ummeed Housing Finance Private Limited (the “Company”) will be held at shorter notice on **Wednesday, March 29, 2023, at 04:00 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:

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

#### 1. ESTABLISHMENT OF TRUST FOR ADMINISTERING THE UMMEED EMPLOYEE STOCK OPTION PLAN 2017

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the “Act”), if any, read with Rule 12 and 16 of the Companies (Share Capital and Debentures) Rules, 2014 (the “Rules”) (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and the provisions contained in the Articles of Association of the Company, as amended from time to time, and subject to such other approvals, permissions, and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, and sanctions, and on the recommendation and approval of the Nomination & Remuneration Committee and the Board given in their respective meetings held on March 14, 2023 and March 16, 2023 respectively, the consent of the Members be and is hereby accorded to establish a private trust i.e., Ummeed Employee Welfare Trust (“ESOP Trust”) for administering the Ummeed Employee Stock Option Plan 2017 (“ESOP 2017”) of the Company as per the trust deed and guidelines formulated by the Board, as may be amended from time to time.”

“**RESOLVED FURTHER THAT** the draft trust deed as placed before the Members of the Company for their consideration and approval be and is hereby approved.”

“**RESOLVED FURTHER THAT** the following person be and are hereby appointed as the trustees of the aforesaid ESOP Trust:

1. Mr. Alok Prasad; and
2. Mr. Shariq Ul Nabi Khan.

“**RESOLVED FURTHER THAT** the Board of the Company may delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of the ESOP Plan on such terms and conditions as the Board may determine in this regard, subject to the applicable laws.”

“**RESOLVED FURTHER THAT** all the directors 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, 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.”

#### 2. 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



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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](http://www.ummeedhfc.com) | [enquiry@ummeedhfc.com](mailto:enquiry@ummeedhfc.com) |

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 on the recommendation and approval of the Nomination & Remuneration Committee and the Board given in their respective meetings held on March 14, 2023 and March 16, 2023 respectively, 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.”

“**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.”

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

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

Date: March 22, 2023

Place: Gurugram



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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](http://www.ummeedhfc.com) | [enquiry@ummeedhfc.com](mailto:enquiry@ummeedhfc.com) |

## 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 5<sup>th</sup> June 2015, in 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.



## **UMMEED HOUSING FINANCE PRIVATE LIMITED**

CIN: U65922HR2016PTC057984

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](http://www.ummeedhfc.com) | [enquiry@ummeedhfc.com](mailto:enquiry@ummeedhfc.com) |

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.



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

## **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. ESTABLISHMENT OF TRUST FOR ADMINISTERING THE UMMEED EMPLOYEE STOCK OPTION PLAN 2017**

The members in their meeting held on 25<sup>th</sup> 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 (Twenty Lakhs 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 attract and retain 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 introduced in due compliance with the provisions of the Companies Act, 2013 and Companies (Share Capital and Debentures) Rules, 2014 ("SCD Rules").

The Members of the Company are being requested to consider setting up an Employee Welfare Trust, on the recommendation and approval of the Nomination & Remuneration Committee and the Board given in their respective meetings held on March 14, 2023, and March 16, 2023, respectively, that will implement the Company's existing ESOP 2017 in compliance with relevant provisions and regulations. The Trust aims to provide benefits to the Company's employees.

Additionally, the Members of the Company are requested to review and approve the appointment of Mr. Alok Prasad and Mr. Shariq Ul Nabi Khan as trustees of the ESOP Trust.

### **The disclosures required under Rule 16 of the SCD Rules are as follows:**

#### **(a) the class of employees for whose benefit the scheme is being implemented and money is being provided for purchase of or subscription to shares:**

All existing and future eligible employees who have been granted or has exercised the options granted under ESOP 2017. Upon receipt of the Exercise Notice and Money, the Company shall, subject to the terms of the ESOP 2017 and the Grant Letter, issue and allot the Shares to the Trust for the economic benefit of such Option Grantee.

#### **(b) the particulars of the trustee or employees in whose favor such shares are to be registered:**

Exercised Shares shall be held by the Trust for the economic benefit of the Option Grantee and the Option Grantee (or such person to whom such Option Grantee transfers the exercised Shares, subject to the restrictions contained in the ESOP 2017 and Articles) shall not be allowed to avail any other benefits (including but not limited to voting rights) connected with such exercised Shares.

#### **(c) the particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust shall be private, discretionary and irrevocable trust within the meaning of Indian Trust Act,



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

1882, named as “Ummeed Employee Welfare Trust” for administration of the Plan or such other share-based employee benefit schemes as may be implemented from time to time for its employees in accordance with the Applicable Laws.

Particulars of the Trustee being appointed:

Name	Address	Occupation	Nationality
Mr. Alok Prasad	144, Vista Villas, Opposite Unitech Cyber Park, Sector-46, Gurgaon-122001	Professional	Indian
Mr. Shariq Ul Nabi Khan	Flat No 602, Abhinandan Apartment, Sector- 51, Gurugram - 122002	Service	Indian

The trustee is not related to the Promoters/ Directors/ Key Managerial Personnel of the Company. The aforesaid Trustee may be changed by the Board and / or the Committee duly authorised by the shareholders thereof and in compliance with the applicable provisions of the Companies Act, 2013.

**(d) the any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the ESOP 2017. However, Key Managerial Personnel, and other Directors may be covered or interested under the Plan but only to the extent of stock options as may granted to them, if any, under the ESOP 2017.

**(e) the detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:**

Upon exercise of stock options, the eligible employees, will be entitled to equivalent number of shares of the Company, as per the terms of grant under the ESOP 2017.

**(f) the details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised:**

Exercise of voting rights in relation to the exercised Shares shall be undertaken by the Trust as per the instructions of the Board, which shall in any case not be detrimental to the interest of the Option Grantees.

The members are further informed that the draft trust deed 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 16 of the Companies (Share Capital and Debentures) Rules 2014 for establishment of ESOP Trust.

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 and/ or options granted to them (if any, wherever applicable) in the Company.





# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

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 **Special Resolution**.

## 2. AMENDMENT IN UMMEED EMPLOYEE STOCK OPTION PLAN 2017

The members in their meeting held on 25<sup>th</sup> 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 (Twenty Lakhs 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 attract and retain 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 introduced in due 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.

In order to establishment of trust for administration of ESOP 2017 for the benefit of Option Grantees, it is proposed to amend the ESOP 2017 on the recommendation and approval of the Nomination & Remuneration Committee and the Board given in their respective meetings held on March 14, 2023, and March 16, 2023, respectively.

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.	2.1. iii.	"Board" means the Board of Directors of the Company.	"Board" means the Board of Directors of the Company <i>for the time being and re-constituted and/or re-structured from time to time.</i>
2.	2.1. vii.	"Current Shareholder" means a person whether a natural individual or a corporate entity, who holds Shares in the Paid-up equity share capital of the Company at the relevant point of time and the term Current Shareholders refers to all such Current Shareholders.	"Current Shareholder" means the Qualified Investor Majority and the Promoter as defined under the Articles.

Sr. No.	Clause No.	Existing Clause	Proposed Clause
3.	2.1. viii.	“ <b>Director</b> ” means a member of the Board of the Company.	“ <b>Director</b> ” means a member of the Board of the Company, <i>whether whole time or not.</i>
4.	2.1. xii.	“ <b>ESOP 2017</b> ” means the Ummeed Employee Stock Option Plan 2017 under which the Company is authorized to grant Employee Stock Options to the Employees.	“ <b>ESOP 2017</b> ” or “ <b>Plan</b> ” means the Ummeed Employee Stock Option Plan 2017 <i>as amended from time to time</i> , under which the Company is authorized to grant Employee Stock Options to the Employees.
5.	2.1. xxiv.	“ <b>Permanent Incapacity</b> ” means any disability of whatsoever nature, be it physical, mental or otherwise, which incapacitates or prevents or handicaps an Employee from performing any specific job, work or task which the said Employee was capable of performing immediately before such disablement, as determined by the Company based on a certificate of a medical expert identified by the Company.	“ <b>Permanent Incapacity</b> ” means any disability of whatsoever nature, be it physical, mental or otherwise, which incapacitates or prevents or handicaps an Employee from performing any specific job, work or task which the said Employee was capable of performing immediately before such disablement, as determined by the <b>Board or the Nomination &amp; Remuneration Committee</b> based on a certificate of a medical expert identified by the <b>Board or the Nomination &amp; Remuneration Committee</b> .
6.	2.1. xxii.	“ <b>Nomination &amp; Remuneration Committee</b> ” means a committee constituted by the Board from time to time, as per the Articles to discharge various functions as may be delegated to it by the Board, including without limitation administration of the ESOP 2017 or any other stock based incentive plans of the Company as per the Articles of the Company.	“ <b>Nomination &amp; Remuneration Committee</b> ” or “ <b>Compensation Committee</b> ” means a committee constituted by the Board from time to time, under Applicable Laws and as per the Articles to discharge various functions as may be delegated to it by the Board, including without limitation administration of the ESOP 2017 or any other stock based incentive plans of the Company as per the Articles of the Company.
7.	2.1. xxvii.	<i>Not available in earlier version approved by Board and Shareholders.</i>	“ <b>Qualified Investor Majority</b> ” shall have the meaning as defined under the Articles.
8.	2.1. xxxiv.	“ <b>Trust</b> ” means any employee welfare trust, which may be set-up by the Company for the benefit of the Employees of the Company and which may from time to time be entrusted with the administration of ESOP 2017 or any other Employee Stock Option Plans of the Company.	“ <b>Trust</b> ” means Ummeed Employee Welfare Trust constituted under the Laws of India and having its office at Gurugram, Haryana.



Sr. No.	Clause No.	Existing Clause	Proposed Clause
9.	2.1. xxxv.	<i>Not available in earlier version approved by Board and Shareholders.</i>	<b>“Trustee”</b> means the trustee of the Trust.
10.	4.1	<p><b>Administration</b></p> <p>ESOP 2017 shall be administered by the Board or Nomination &amp; Remuneration Committee. The Board may delegate some or all the functions relating to administration of the ESOP 2017 to the Nomination &amp; Remuneration Committee in which case the rights, powers, duties or liabilities of the Board to the extent delegated shall be discharged by the Nomination &amp; Remuneration Committee.</p>	<p><b>Administration</b></p> <p><i>Subject to the Applicable Laws and the framework laid down by the Board,</i> ESOP 2017 shall be administered by the Board or Nomination &amp; Remuneration Committee which shall delegate its powers to the Trust for the proper administration of the Plan. <i>Any delegation of power and/or authority by the Board shall always remain subject to the Board’s power to amend, suspend, limit or revoke such delegation. All actions and powers exercised by the Trust shall be undertaken only at the Board or Nomination &amp; Remuneration Committee’s directions and instructions, and the Trust shall seek prior approval of the Board or Nomination &amp; Remuneration Committee for undertaking any actions, and where any powers are delegated by the Board or Nomination &amp; Remuneration Committee to the Trust, the Trust shall act strictly in accordance with the terms and the scope of such express delegation. Further, the Trust shall not take any actions contrary to the terms of the Articles.</i></p>
11.	4.4	<i>Not available in earlier version approved by Board and Shareholders.</i>	The decision of the Trust (acting upon the Board or the Nomination & Remuneration Committee's instructions) and/or the Board or the Nomination & Remuneration Committee shall be final and binding on the Employees.
12.	6.3	The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of grant of Options.	The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the document given to the Option Grantee at the time of grant of Options (“Grant Letter”). The Trust shall ensure that any terms and conditions as set out in the Grant Letter are in consonance with the ESOP 2017 and the Articles.

Sr. No.	Clause No.	Existing Clause	Proposed Clause
13.	6.4	<i>Not available in earlier version approved by Board and Shareholders.</i>	An Option Grantee shall communicate in writing his acceptance of the Options to the Trust within 30 days from the date of receipt of the Grant Letter, in the form and manner as prescribed by the Board or the Nomination & Remuneration Committee. In the event no communication of acceptance is received by the Trust within the requisite period of 30 days, then it shall be presumed that the Grant Letter has been refused by the Employee, unless the Trust has extended the time limit, in writing, for communication of acceptance, upon a written request to do so by such Option Grantee.
14.	7.3. c.	<b>Procedure of Exercise</b>  <i>[Not available in earlier version approved by Board and Shareholders.]</i>	<b>Procedure of Exercise</b>  c) Upon receipt of the Exercise Notice, the Company shall, subject to the terms of the ESOP 2017 and the Grant Letter, issue and allot the Shares to the Trust for the economic benefit of such Option Grantee.
15.	7.3. d.	<b>Procedure of Exercise</b>  <i>[Not available in earlier version approved by Board and Shareholders.]</i>	<b>Procedure of Exercise</b>  d) It is clarified that the exercised Shares shall always be held by the Trust for the economic benefit of the Option Grantee and the Option Grantee (or such person to whom such Option Grantee transfers the exercised Shares, subject to the restrictions contained in the ESOP 2017 and Articles) shall not be allowed to avail any other benefits (including but not limited to voting rights) connected with such exercised Shares.
16.	7.3. e.	<b>Procedure of Exercise</b>  <i>[Not available in earlier version approved by Board and Shareholders.]</i>	<b>Procedure of Exercise</b>  e) The Option Grantee, the Trust and the Company shall take all necessary corporate actions and other formalities as may be required

Sr. No.	Clause No.	Existing Clause	Proposed Clause
			to give effect to the understanding provided under Clause 7.2(c) above, including but not limited to filing of Forms MGT.4, MGT.5, and MGT.6, as may be applicable.
17.	7.3. f.	<p><b>Procedure of Exercise</b></p> <p><i>[Not available in earlier version approved by Board and Shareholders.]</i></p>	<p><b>Procedure of Exercise</b></p> <p>f) It is hereby clarified that any exercise of voting rights in relation to the exercised Shares shall be undertaken by the Trust as per the instructions of the Board, which shall in any case not be detrimental to the interest of the Option Grantees. It is clarified that no person other than the Employee to whom the Option is granted shall be entitled to exercise the Options, except in the event of death of the Option Grantee.</p>
18.	7.3. g.	<p><b>Procedure of Exercise</b></p> <p><i>[Not available in earlier version approved by Board and Shareholders.]</i></p>	<p><b>Procedure of Exercise</b></p> <p>g) The Employee shall not have a right to receive any dividend or to vote or in any manner enjoy the rights and benefits of a Shareholder (including rights to receive bonus or rights shares) in respect of Options granted, until Shares underlying such Options are issued on Exercise of such Options, and upon such Exercise, the rights of such an Employee shall become subject to Clauses 7.2(d) and (e) above of this ESOP 2017.</p>
19.	7.4.	<b>Drag along rights of the Current Shareholders</b>	<b>Drag along rights of the <i>Qualified Investor Majority</i></b>
20.	11	<b>RIGHT OF FIRST REFUSAL</b>	<p><b>RIGHT OF FIRST OFFER</b></p> <p>Subject to the Articles, if any of the Employees proposes to transfer any of his Shares held in his name, either directly or indirectly, to any third party, then the</p>

Sr. No.	Clause No.	Existing Clause	Proposed Clause
			Current Shareholders shall have the right of first offer on such transfer of such shares (ROFO). The process of exercising such ROFO right shall be as provided under the Articles.
21.	12	<b>Lock-in</b>  The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may be imposed pursuant to requirements under the Applicable Laws.	<b>Lock-in</b>  The Shares arising out of exercise of Vested Options shall not be subject to any lock-in restriction except such restrictions as may be imposed pursuant to requirements under the Applicable Laws, <i>Articles and this ESOP 2017</i> .
22.	13.4	<b>RESTRICTION ON TRANSFER OF OPTIONS</b>  13.4 <i>Not available in earlier version approved by Board and Shareholders.</i>	<b>RESTRICTION ON TRANSFER OF OPTIONS</b>  13.4 Any transfer of the exercised Shares in accordance with this ESOP 2017 shall always be subject to the restrictions on transfer as set out under this ESOP 2017, Articles, and/ or any specific restriction imposed by the Board, including but not limited to the right of first refusal and ROFO.
23.	13.5	<b>RESTRICTION ON TRANSFER OF OPTIONS</b>  13.5 <i>Not available in earlier version approved by Board and Shareholders.</i>	<b>RESTRICTION ON TRANSFER OF OPTIONS</b>  13.5 In case the Option Grantee decides to transfer the exercised Shares to any person, subject to Clause 13.4 above, the Trust shall take all appropriate actions required to consummate such transfer and the Trust shall wire the consideration received for such transfer into the specified bank account of the Option Grantee.
24.	14.2	The Employee shall not have a right to receive any dividend or to vote or in any manner enjoy the benefits of a shareholder in respect of Employee Stock Options granted, till Shares underlying	<b>[Deleted]</b>

Sr. No.	Clause No.	Existing Clause	Proposed Clause
		such Employee Stock Options are allotted on Exercise of such Employee Stock Option.	
25.	14.3	Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, Bonus Shares, Rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant unless the Option Grantee Exercises the Employee Stock Option and becomes a registered holder of the Shares of the Company.	Nothing herein is intended to or shall give the Option Grantee any right or status of any kind as a shareholder of the Company (for example, Bonus Shares, Rights Shares, dividend, voting, etc.) in respect of any Shares covered by the Grant. <b><i>Rights in respect of the exercised Shares shall be subject to the terms of this ESOP 2017 including any restrictions contained hereunder.</i></b>
26.	19.6	<b><i>[Not available in earlier version approved by Board and Shareholders.]</i></b>	Nothing contained in this ESOP 2017 shall be construed to prevent the Company from implementing any other new employee stock option plan, directly or through any trust settled by the Company which is deemed by the Company and the Board to the extent applicable, to be appropriate or in the best interest of the Company and its employees.
27.	19.7	<b><i>[Not available in earlier version approved by Board and Shareholders.]</i></b>	The inability of the Company to obtain authority from any regulatory body as per the Applicable Laws, for the lawful allotment or transfer of any Shares hereunder shall relieve and wholly discharge the Company of any and all liability in respect of the failure to allot or transfer or sell such Shares.
28.	19.8	<b><i>[Not available in earlier version approved by Board and Shareholders.]</i></b>	Notwithstanding anything contained in this ESOP 2017 or any agreement between the Company/ Board and any Option Grantee, all Options, and all Shares allotted pursuant to the Exercise of Options, during the period of the continuance of this ESOP 2017 or thereafter, shall be bound by and subject to the terms and restrictions specified in the Articles and more fully contained in this ESOP 2017.
29.	20.1	<b>NOTICES</b>  All notices of communication required to be given by the Company to an Option Grantee by virtue of ESOP 2017 shall be	<b>NOTICES</b>  All notices of communication required to be given by the Company <b>/Board or Nomination &amp; Remuneration Committee and/or the Trust</b> to an

Sr. No.	Clause No.	Existing Clause	Proposed Clause
		in writing or in any other means of electronic communication. The communications shall be made by the Company in any one or more of the following ways:	Option Grantee by virtue of ESOP 2017 shall be in writing or in any other means of electronic communication. The communications shall be made by the Company / <b>Board or Nomination &amp; Remuneration Committee and/or the Trust</b> in any one or more of the following ways:
30.	20.2	<b>NOTICES</b>  All notices of communication to be given by an Option Grantee to the Company in respect of ESOP 2017 shall be sent to the address mentioned below:	<b>NOTICES</b>  All notices of communication to be given by an Option Grantee to the Company / <b>Board or Nomination &amp; Remuneration Committee and/or the Trust</b> in respect of ESOP 2017 shall be sent to the address mentioned below:

#### **Rationale for the variation of the ESOP 2017**

- The proposed amendments are being introduced with the objective of establishing an ESOP Trust for the purpose of implementing ESOP 2017, thereby conferring benefits upon the Option Grantees mentioned herein;
- The proposed amendments also include certain editorial changes; and
- The proposed amendments are not detrimental to the interests of the existing option grantees under ESOP 2017.

#### **Details of the employees who are beneficiaries of such variation**

All existing and future eligible employees who have been granted or has exercised the options granted under 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 and/ or options granted to them (if any, wherever applicable) in the Company.

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





## **UMMEED HOUSING FINANCE PRIVATE LIMITED**

CIN: U65922HR2016PTC057984

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](http://www.ummeedhfc.com) | [enquiry@ummeedhfc.com](mailto:enquiry@ummeedhfc.com) |

In view of above, the Board recommends the passing of the resolutions set out at Item No. 2 as **Special Resolution**.

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

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

Date: March 22, 2023

Place: Gurugram



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

## 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, 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: 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 (“2<sup>nd</sup> EGM”) of FY 2022-23 of the Members of Ummeed Housing Finance Private Limited (the "Company") will be held at shorter notice on **Wednesday, March 29, 2023**, at **04:00 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**

Establishment of Trust for administering the Ummeed Employee Stock Option Plan 2017

#### **Resolution No. 2**

Amendment in Ummeed Employee Stock Option Plan 2017

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.**



# UMMEED HOUSING FINANCE PRIVATE LIMITED

CIN: U65922HR2016PTC057984

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 |

## 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 ("2<sup>nd</sup> EGM") of FY 2022-23 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held at shorter notice on **Wednesday, March 29, 2023, at 04:00 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

