

UMMEED HOUSING FINANCE PRIVATE LIMITED

Regd. Off.: 318, DLF Magnolias, Sector-42, Golf Course Road, Gurugram – 122002, Haryana
Corp. Off.: Unit No. 809-815, 8th floor, Tower – A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram -122102
CIN: U65922HR2016PTC057984

NOTICE OF EXTRA- ORDINARY GENERAL MEETING (1ST EGM) OF FY 2022-23

Notice is hereby given that the First Extra-ordinary General Meeting (“1st EGM”) of FY 2022-23 of the members of Ummeed Housing Finance Private Limited (the “Company”) will be held at shorter notice on **Friday, December 23, 2022, at 11:00 AM** at the 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.

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, 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 December 08, 2022 and December 09, 2022 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 are placed before the Member of the Company for the purposes of identification.”

“RESOLVED FURTHER THAT the Nomination & Remuneration Committee and the Board, be and are hereby authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESOP 2017 or to suspend, withdraw or revive the ESOP 2017, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to this resolution.”

“RESOLVED FURTHER THAT, any of the Directors and/ or Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, and to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Delhi & Haryana.”

“RESOLVED FURTHER THAT, any of the Directors and/ or Company Secretary of the Company, be and are hereby severally authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.”

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


Nitin Agrahari
Company Secretary
ACS 36376

Date: December 16, 2022
Place: Gurugram

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF. 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 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.

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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.

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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

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 (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 provide immediate benefit to employees granted with options, 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 December 08, 2022, and December 09, 2022, 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. v.	having its registered office at 318, DLF, Magnolias, Sector 42, Golf Course Road, Gurgaon-122002	having its registered office at Unit No. 809-815, 8th Floor, Tower-A, Emaar Digital Greens, Golf Course Extn. Road, Sector 61, Gurugram-122102
2.	4.3. (h)	Subject to the Articles, the Board or the Nomination & Remuneration Committee, as the case may be, shall in accordance with ESOP 2017 and Applicable Laws determine the following: (h) the conditions under which Options vested in Employees may lapse in cases of such as termination of employment for misconduct.	Subject to the Articles, the Board or the Nomination & Remuneration Committee, as the case may be, shall in accordance with ESOP 2017 and Applicable Laws determine the following: (h) the conditions under which Options vested in Employees may lapse in cases of such as termination of employment for Misconduct, and violation of company policies/terms of employment, including

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			provisions requiring desired level of performance, securing confidentiality, joining competition, and non-poaching of other employees and customers.
3.	7.2. (b).1	Vested Options All the Vested Options as on date of resignation/ termination can be exercised by the Option Grantee on his/ her last working day with the Company.	Vested Options All the Vested Options as on date of resignation/ termination can be exercised by the Option Grantee within 60 days from his/ her last working day with the Company.
4.	7.2. (b).2	Events of Separation Termination due to Misconduct or due to breach of Company Policies /Terms of Employment	Events of Separation Termination due to Misconduct
5.	7.2. (b).3	Not Provided	Events of Separation Separation (either through termination or resignation or ask to leave cases) on account of joining competition or due to violation of the company policies/ terms of employment or not meeting the desired level of performance, securing the confidentiality, non-competition and non-poaching of employees and customers which are considered to be detrimental to the interest of the organization, as decided by the Board or Nomination & Remuneration Committee. Vested Options All the Vested Options at the time of separation shall stand cancelled with effect from the date of such separation as decided by the Board or Nomination & Remuneration Committee. Unvested Options All Unvested Options at the time of such separation shall be cancelled with effect from the date of such separation.
6.	7.2. (b).4	Vested Options All the Vested Options as on date of retirement can be exercised by the Option Grantee on his/her last working day with the Company.	Vested Options All the Vested Options as on date of retirement can be exercised by the Option Grantee within 60 days from his/her last working day with the Company.

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7.	16.2	Disclosure The Company shall, inter alia, disclose either in the Directors report or in the annexure to the Director's report, the following details of ESOP 2017:	Disclosure The Company shall, inter alia, disclose either in the Directors report or in the annexure to the Director's report, the following details of ESOP 2017, as per provisions of Companies Act and rules made thereunder or all Applicable Laws, as amended from time to time:
8.	20.2	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: Designation: Managing Director Address: 318, DLF Magnolias, Sector-42, Golf Course Road, Gurgaon – 122002.	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: Designation: Managing Director Address: Unit No.809-815, 8th Floor, Tower-A, Emaar Digital Greens, Golf Course Extn. Road, Sector 61, Gurugram-122102.

Rationale for the variation of the ESOP 2017

- The amendments, including those mentioned herein, are proposed to be undertaken in order to clarify exercised period of vested options in case of separation of employees;
- 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.

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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



Nitin Agrahari
Company Secretary
ACS 36376

Date: December 16, 2022

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: 318, DLF Magnolias, Sector-42, Golf Course Road, Gurugram – 122002, Haryana

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 2022-23 of the members of Ummeed Housing Finance Private Limited (the "Company") will be held on **Friday, December 23, 2022**, at **11:00 AM** at the 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

AMENDMENT IN UMMEED EMPLOYEE STOCK OPTION PLAN 2017

Signed this day of..... 2022

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 2022-23 of the members of Ummeed Housing Finance Private Limited (the "Company") will be held on **Friday, December 23, 2022, at 11:00 AM** at the 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

