

# 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 FIFTH EXTRA- ORDINARY GENERAL MEETING (5<sup>TH</sup> EGM) OF FY 2021-22

Notice is hereby given that the Fifth Extra-ordinary General Meeting (5<sup>th</sup> EGM) of FY 2021-22 of the members of Ummeed Housing Finance Private Limited (the "**Company**") will be held at shorter notice on Friday, January 7, 2022, at 04:00 P.M. 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 resolution as an Ordinary Resolution:

### APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), Para 54 of RBI Master Directions on HFCs, 2021 and RBI circular no. DoS.CO.ARG /SEC.01 /08.91.001 /2021-22 dated April 27, 2021, Article of Associations of the Company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Agiwal & Associates, Chartered Accountants (Firm Reg. No. 000181N), be and are hereby appointed as the Statutory Auditors of the Company for financial year 2021-22 on such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and the said Chartered Accountant Firm, to fill the casual vacancy in the office of Company’s Statutory Auditor caused due to resignation of the existing Statutory Auditors, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) and they shall hold the office until the conclusion of the next Annual General Meeting of the Company to be held for the financial year ended on March 31, 2022;

“**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things including fixing the remuneration in consultation with the Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

**By Order of the Board of Directors**  
of **UMMEED HOUSING FINANCE PRIVATE LIMITED**



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

Date: December 30, 2021  
Place: Gurugram

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## NOTE:

- 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 LOCATED AT 318, DLF MAGNOLIAS, SECTOR-42, GOLF COURSE ROAD, GURUGRAM – 122002, HARYANA, 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 shareholder.
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. The meeting is being 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. 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. The members are requested to give their consent via email on [nitin.agrahari@ummeedhfc.com](mailto:nitin.agrahari@ummeedhfc.com) to hold the meeting at shorter notice, the same shall be recorded at the commencement of the meeting. It is to be noted that in case of private company, Section 101 shall apply, unless otherwise specified in respective sections or the articles of the company provide otherwise vide MCA notification dated 5<sup>th</sup> June 2015.
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**

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8. All documents referred to in the accompanying notice shall be open for inspection at 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**

### **APPOINTMENT OF THE STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY**

The Members at the Second Annual General Meeting (AGM) held on August 21, 2017, approved the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as Statutory Auditors (existing SA) of the Company to hold office for a period of five years from the conclusion of that Second AGM till the conclusion of the Seventh AGM for the FY 2021-22. Accordingly, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants has conducted audit of the accounts of the Company for four consecutive financial years ending till March 31, 2021.

Further, the Reserve Bank of India (RBI) vide Circular No. RBI/2021-22/25/Ref.No.DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated 27 April 2021, issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of NBFCs (including HFCs) (the "RBI Guidelines"). Further, as per the said RBI Guidelines, the appointment of SAs shall be implemented for the first time for NBFCs from FY 2021-22 and such entities have the flexibility to adopt these guidelines from H2 (second half) of FY 2021-22. As per the said RBI guidelines, audit firms now restricted to take up statutory audit assignment up to a maximum of Eight (8) NBFCs (including HFCs) in a year.

In view of above RBI Guidelines, our existing SA, M/s. S.R. Batliboi & Associates LLP expressed their inability to continue as auditors of more than certain entities specified in RBI Guidelines. Accordingly, M/s. S.R. Batliboi & Associates LLP communicated their intention to resign as statutory auditor of the Company.

Further, M/s. Agiwal & Associates, have given their consent to be appointed as Statutory Auditors of the Company under section 139(1) of the Companies Act, 2013 (the Act) read with Rule 4 of Companies (Audit and Auditors) Rules, 2014, and confirmed that their appointment, if made, would be within the limits specified under the act and they are not disqualified to be appointed as statutory auditor under relevant provisions of the act, the Chartered Accountants Act, 1949 and the rules and regulation made thereunder, and they are eligible for appointment as statutory auditors of NBFC as per the RBI Guidelines.

The Audit Committee and Board at their respective meetings approved and recommended to the members of the Company, appointment of M/s. Agiwal & Associates, Chartered Accountants as statutory auditor of the Company for a term of three consecutive financial years ending March 31, 2022, March 31, 2023, and March 31, 2024, in compliance of RBI Guidelines and subject to the firm satisfying the eligibility norms each year as follows:

First Financial Year: from the conclusion of ensuing Extra-Ordinary General Meeting till the conclusion of 7<sup>th</sup> AGM of the Company to conduct the audit of accounts of the Company for the financial year ending March 31, 2022, and Second and Third Financial Year: from the conclusion of 7<sup>th</sup> AGM till the conclusion of 9<sup>th</sup> AGM of the Company to conduct the audit of accounts of the Company for the financial years ending March 31, 2023, and March 31, 2024.

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Pursuant to section 139(8) of the Companies Act, 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days, but if such casual vacancy is as a result of the resignation of an auditor, such appointment shall also be approved by the company at a general meeting convened within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next Annual General Meeting.

Pursuant to the provisions of Section 139(8) of the Act, the Statutory Auditors proposed to be appointed in this EGM will hold the office from conclusion of this EGM till conclusion of the 7<sup>th</sup> AGM of the Company. As such, in order to comply with provisions of Section 139(8) of the Act, the Board of Directors has proposed the ordinary resolution for the appointment of the Statutory Auditors appointed in this EGM for the First Financial Year.

The approval of the members is accordingly being sought by way of ordinary resolution under Section 139 of the Companies Act, 2013 for appointment of statutory auditor.

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.

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

**By Order of the Board of Directors**  
of **UMMEED HOUSING FINANCE PRIVATE LIMITED**



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

Date: December 30, 2021

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, Gurgaon – 122002, Haryana

Name of the Member(s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:
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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 Fifth Extra- Ordinary General Meeting (5<sup>th</sup> EGM) of FY 2021-22 of the Members of the Company, will be held at shorter notice on Friday, January 7, 2022, at 04:00 P.M. 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**

APPOINTMENT OF THE STATUTORY AUDITOR OF THE COMPANY TO FILL THE CASUAL VACANCY

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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 Fifth Extra- Ordinary General Meeting (5<sup>th</sup> EGM) of FY 2021-22 of the Members of the Company, will be held at shorter notice on Friday, January 7, 2022, at 04:00 P.M. at corporate office of the Company situated 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

