

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 Extn. Road, Sector 61, Gurugram-122102
CIN: U65922HR2016PTC057984

NOTICE OF THE 7th ANNUAL GENERAL MEETING

Notice is hereby given that the **Seventh Annual General Meeting (7th AGM)** of the Members of the Company will be held on **Monday, the 25th day of July 2022 at 11:00 A.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:

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

Agenda No.1 – Adoption of Audited Financial Statements

To obtain, consider and adopt the Audited Financial Statements of the Company including Balance Sheet, and Statements of Profit & Loss, Cash Flows, Changes in Equity for the financial year ended on March 31, 2022, together with notes to accounts, schedules, accounting policies, line items and annexures, and Reports of the Board of Directors and the Auditors thereon, and to pass an Ordinary Resolution in this regard.


Agenda No.2 – Appointment of Statutory Auditors

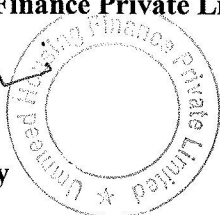
To appoint M/s. Agiwal & Associates, Chartered Accountants (ICAI Firm Registration No. 000181N), as Statutory Auditors of the Company for FY 2022-23 and FY 2023-24 as per relevant provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Para 54 of RBI Master Directions on HFCs, 2021 read with RBI guidelines RBI/2021-22/25- Ref. No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, and in this regard to pass following resolution with or without modification, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (Act), Para 54 of RBI Master Directions on HFCs, 2021 read with RBI Circular No. DoS.CO.ARG /SEC.01 /08.91.001 /2021-22 dated April 27, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and Article of Associations of the Company, M/s. Agiwal & Associates, Chartered Accountants (ICAI Firm Registration No. 000181N), who have confirmed their eligibility for appointment as Statutory Auditors of the Company pursuant to provision of the applicable provisions of the act and RBI Circular, be and are hereby appointed as the Statutory Auditors of the Company to hold office from conclusion of 7th Annual General Meeting till the conclusion of 9th Annual General Meeting to conduct the audit of accounts of the company for financial year ending March 31, 2023 and March 31, 2024 on such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and the said Chartered Accountant Firm”

“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: June 6, 2022
Place: Gurugram

Phone: 0124 4836 480 | www.ummeedhfc.com | enquiry@ummeedhfc.com |

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ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Agenda No.2 – Appointment of Statutory Auditors

Reserve Bank of India (RBI) vide its Circular No. RBI/2021-22/25/Ref.No.DoS. CO.ARG/SEC.01 /08.91.001/2021-22 dated April 27, 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 previous SAs, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants (ICAI Firm registration No: 101049W/E300004) vide its letter dated December 30, 2021, communicated their inability to continue as auditors of more than certain entities specified in RBI Guidelines and resigned 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 (ICAI Firm Registration No. 000181N) (M/s. Agiwal & Associates) 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 5th Extra-Ordinary General Meeting (EGM) of FY 2021-22 till the conclusion of 7th 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 7th AGM till the conclusion of 9th 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.

Thereafter, pursuant to the provisions of Section 139(8) of the Act, M/s. Agiwal & Associates was appointed as Statutory Auditors of the Company in 5th EGM of FY 2021-22 held on January 7, 2022, and to hold the office from conclusion of 5th EGM of FY 2021-22 till conclusion of the 7th AGM of the Company, to conduct the audit of accounts of the Company for the financial year ending March 31, 2022.

M/s. Agiwal & Associates, vide their letter dated May 11, 2022, have confirmed that they continue to be eligible for appointment as Statutory Auditors in the specified format. The Board of Directors have recommended to the Members that M/s. Agiwal & Associates, continue as Statutory Auditors of the Company for a further term of two years in compliance with RBI guidelines to hold office from conclusion of 7th Annual General Meeting till the conclusion of 9th Annual General Meeting to conduct the audit of accounts of the company for financial year ending March 31, 2023 and March 31, 2024 on such remuneration and out of pocket expenses as may be agreed upon between the Board of Directors and the said Statutory Auditors.

None of the directors and key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding (if any) in the Company.

In view of above, the board of directors recommends the passing of this resolution as **Ordinary Resolution**.

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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 FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY LOCATED AT 318, DLF MAGNOLIAS, SECTOR-42, GOLF COURSE ROAD, GURUGRAM – 122002, HARYANA.**
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. Corporate/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. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.
5. Copies of the Memorandum and Articles of Association of the Company and other relevant records in respect of the ordinary business referred to in the accompanying Notice shall be open for inspection at 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 AGM of the Company.
6. All statutory records and registers maintained under Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.
7. A copy of Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and the Auditors thereon, is enclosed.
8. Members are requested to notify the Company immediately of any change in their address or contact details.
9. In accordance with section 101 of the Companies Act, 2013, soft copy of the Notice has been sent to members having E-mail Id registered with the Company unless any member has requested for a hard copy of the same.
10. The route map of the venue of the AGM is enclosed and forms part of Notice of this meeting.

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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:

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 7th AGM of members of the Company, to be held on **Monday, the 25th day of July 2022 at 11:00 A.M.** at the 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 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

Resolution No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022, together with the Reports of the Board of Directors and the Auditors thereon.

Resolution No. 2

To appoint M/s. Agiwal & Associates, Chartered Accountants (ICAI Firm Registration No. 000181N), as Statutory Auditors of the Company for FY 2022-23 and FY 2023-24 as per relevant provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Para 54 of RBI Master Directions on HFCs, 2021 and RBI Circular dated April 27, 2021.

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Signed this day of.....2022

Signature of Member:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

- (1) The Proxy to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the Meeting.*
- (2) A Proxy need not be a member of the Company.*
- (3) The form of Proxy confers authority to demand or join in demanding a poll.*
- (4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at 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 7th AGM of the Company to be held on **Monday, the 25th day of July 2022 at 11:00 A.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 7TH AGM OF UMMEED HOUSING FINANCE PRIVATE LIMITED

