

# UMMEED HOUSING FINANCE PRIVATE LIMITED

Regd. Off.: 318, DLF Magnolias, Sector-42, Golf Course Road, Gurgaon – 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 2<sup>ND</sup> EXTRA-ORDINARY GENERAL MEETING FOR FY 2020-21

Notice is hereby given that the 2<sup>nd</sup> Extra-Ordinary General Meeting (“EGM”) of the Members of Ummeed Housing Finance Private Limited (“Company”) for FY 2020-21, will be held at shorter notice on **Thursday, 31<sup>st</sup> December 2020 at 03:30 P.M. (IST)** through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility 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:

#### 1. TO APPROVE AND ADOPT THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) read with rules made thereunder, and pursuant to the Shareholders’ Agreement dated 9<sup>th</sup> December 2020 executed amongst the Company, Thyme Private Limited, CX Alternative Investment Fund, NHPEA Kabru Holding B.V., LOK Capital Growth Fund, Lightstone Fund S.A. RAIF for and on behalf of Lightstone Global Fund, Duane Park Private Limited, and Mr. Ashutosh Sharma, subject to the approval of the members of the Company in the upcoming general meeting and subject to such other approvals, permissions and consents as may be required, including approvals from the Registrar of Companies and any other regulatory/statutory authorities/persons, the consent of the members of the Company be and is hereby accorded for the amendment and adoption of the restated Articles of Association of the Company as per the draft shared with the members;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company, be and is hereby authorized to sign and file all the requisite e-forms including Form MGT-14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution.”

#### 2. APPOINTMENT OF MR. VINAYAK PRABHAKAR SHENVI AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY

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

“**RESOLVED THAT** pursuant to Section 161(3) of the Companies Act, 2013 read with Rules 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and any other applicable provisions of the Companies Act, 2013, and Articles of Association of the Company and pursuant to clause 4.1 of the shareholders’ agreement executed amongst the Company, Thyme Private Limited, CX Alternative Investment Fund, NHPEA Kabru Holding

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B.V., LOK Capital Growth Fund, Lightstone Fund S.A. RAIF for and on behalf of Lightstone Global Fund, Duane Park Private Limited, and Mr. Ashutosh Sharma dated 9<sup>th</sup> December 2020, consent of the members of the Company, be and is hereby accorded to appoint Mr. Vinayak Prabhakar Shenvi, (holding DIN: 00694217), nominated by CX (Thyme Private Limited and CX Alternative Investment Fund are collectively referred to as “CX”) as their nominee director on the Board of Directors of the Company with effect from 29<sup>th</sup> December 2020 whose office shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** any Director and Company Secretary of the Company, be and is hereby authorised severally to sign and file requisite e-Form DIR 12 with the Registrar of Companies and to do all other deeds, things and acts that are necessary to give effect to the matter including all necessary returns and declarations and to make necessary entries in the statutory records and registers (including the register of directors and KMPs) of the Company in relation to the appointment of Mr. Vinayak Prabhakar Shenvi, as Nominee Director on the Board of Directors of the Company.”

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

**Ashutosh Sharma  
Managing Director  
DIN: 02582205**

**Address:** 318, DLF Magnolias,  
Sector – 42, Golf Course Road,  
Gurgaon- 122002, Haryana

Date: 29<sup>th</sup> December 2020

Place: Gurgaon

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## NOTE:

- 1. THE MINISTRY OF CORPORATE AFFAIRS (“MCA”) HAS VIDE ITS GENERAL CIRCULARS NO.14/2020 DATED 8<sup>TH</sup> APRIL 2020, AND NO.17/2020 DATED 13<sup>TH</sup> APRIL 2020 READ WITH GENERAL CIRCULARS NO.22/2020 DATED 15<sup>TH</sup> JUNE 2020, AND NO.33/2020 DATED 28<sup>TH</sup> SEPTEMBER 2020 (COLLECTIVELY REFERRED TO AS “MCA CIRCULARS”) ALLOWED COMPANIES TO CONDUCT THEIR EXTRAORDINARY GENERAL MEETING (“EGM”) THROUGH VC/ OAVM, WITHOUT THE PHYSICAL PRESENCE OF THE MEMBERS AT A COMMON VENUE. IN COMPLIANCE WITH THE PROVISIONS OF THE COMPANIES ACT, 2013 (“ACT”) AND MCA CIRCULARS, THE EGM OF THE COMPANY IS BEING HELD THROUGH VC/ OAVM;**
- 2. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS EGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/ OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE EGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE;**
3. Institutional members are requested to attend and vote in the said meeting through VC/OAVM and are requested to send a duly certified copy of the Board of Directors / Governing Body resolution authorizing their representative to attend and vote at the EGM;
4. Since the EGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice;
5. Facility of joining the EGM through VC/ OAVM shall open till 15 minutes before the time scheduled for the EGM and will be closed upon expiry of 15 minutes after such scheduled time;
6. Request for inspection of the documents referred to in the proposed resolutions be sent to the Company during working hours between 9:00 A.M. and 6:00 P.M. except on holidays at the email address at '[nitin.agrahari@ummeedhfc.com](mailto:nitin.agrahari@ummeedhfc.com)';
7. The deemed venue for EGM shall be the Corporate Office of the Company i.e. Unit No. 809-815, 8th floor, Tower – A, Emaar Digital Greens, Golf Course Extension Road, Sector-61, Gurugram -122102. In view of the directions from MCA and the MCA Circulars, the EGM is being convened through VC/OAVM and physical presence of the members is not required at the venue and that the proceedings of the EGM conducted shall be deemed to be made at this venue.

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8. Poll will take place during the meeting and the members can convey their votes, at '[nitin.agrahari@ummeedhfc.com](mailto:nitin.agrahari@ummeedhfc.com)' by sending emails through their registered email addresses as registered with the Company;
9. Members attending the EGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013;
10. Members are requested to notify the Company immediately of any change in their address or contact details;
11. In compliance with the aforesaid MCA Circulars, notice of the EGM along with the it attachments is being sent only through electronic mode to the members at their email addresses registered with the Company. Members may note that the notice and attachments thereto will also be available on the Company's website [www.ummeedhfc.com](http://www.ummeedhfc.com);
12. Members can contact at '+91-124-4836483', for any assistance with attending the meeting or using the technology before or during the meeting;
13. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.

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

**Ashutosh Sharma  
Managing Director  
DIN: 02582205**

**Address: 318, DLF Magnolias,  
Sector – 42, Golf Course Road,  
Gurgaon- 122002, Haryana**

Date: 29<sup>th</sup> December 2020

Place: Gurgaon

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESS TO BE TRANSACTED AT 2<sup>ND</sup> EXTRA-ORDINARY GENERAL MEETING FOR FY 2020-21 OF THE COMPANY

### 1. TO APPROVE AND ADOPT THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

In accordance with the provisions of amended and restated Shareholding Agreement dated 9<sup>th</sup> December 2020 executed amongst the Ummeed Housing Finance Private Limited (“**Company**”), Thyme Private Limited, CX Alternative Investment Fund, NHPEA Kabru Holding B.V., LOK Capital Growth Fund, Lightstone Fund S.A. RAIF for and on behalf of Lightstone Global Fund, Duane Park Private Limited, and Mr. Ashutosh Sharma (“**SHA**”), the Company is required to amend its Articles of Association (“**AOA**”) to incorporate the relevant provisions of the SHA.

The Board of Directors in their meeting held on 29<sup>th</sup> December 2020 has recommended to the members, the approval and adoption of the restated AOA of the Company. The draft of the restated AoA is enclosed along with the notice of this extraordinary general meeting as **Annexure 1**. As per the provisions of Section 5 and 14 of the Companies Act 2013, any change in the AOA of the Company requires approval of members by way of a Special Resolution. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

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. The Board recommends the passing of the resolution as special resolution.

### 2. APPOINTMENT OF MR. VINAYAK PRABHAKAR SHENVI AS A NOMINEE DIRECTOR ON THE BOARD OF THE COMPANY

The Board of Directors in their meeting held on 29<sup>th</sup> December 2020 has proposed the appointment of Mr. Vinayak Prabhakar Shenvi, (holding DIN: 00694217), as Nominee Director on the Board of the Company with effect from 29<sup>th</sup> December 2020 whose office shall not be liable to retire by rotation, pursuant to his nomination by CX (Thyme Private Limited and CX AIF shall collectively called as “CX”) as their nominee director on the Board in accordance of clause 4.1 of the shareholders’ agreement executed amongst the Company, Thyme Private Limited, CX Alternative Investment Fund, NHPEA Kabru Holding B.V., LOK Capital Growth Fund, Lightstone Fund S.A. RAIF for and on behalf of Lightstone Global Fund, Duane Park Private Limited, Mr. Ashutosh Sharma dated 9<sup>th</sup> December 2020 (“**SHA**”).

Mr. Vinayak Prabhakar Shenvi, (holding DIN:00694217) was appointed by the Board at its meeting held on 29<sup>th</sup> December 2020 as a nominee director of the Company on behalf of CX with effect from 29<sup>th</sup> December 2020, subject to approval of members of the Company.

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Information about the appointee as per Secretarial Standards-2 (Clause-1.2.5):

S. No.	Particulars	Details
1	Age	50 Years (Dob: 02/06/1970)
2	Qualifications	CA, B.Com.
3	Experience	Mr. Shenvi is a partner in CX Advisors LLP (CX), an Investment Manager to CX Alternate Investment Fund and a sub-advisor to CX Investment Management Limited. At CX, Mr. Shenvi is responsible for investments in the BFSI sector. Prior to CX, he was a founding partner at Exponentia Capital Partners LLP, which was formed with an objective of providing mid-market Investment Management services. Prior to founding Exponentia in June 2011, Mr. Shenvi worked with Citibank N.A., India. In Citibank, he gained over 15 years of investing experience. When he left Citibank, his designation was Director with Citigroup Venture Capital International (CVCI). During his tenure with CVCI, Mr. Shenvi worked to identify, manage and exit a large number of companies across a wide spectrum of industries including, among others, IT, pharmaceutical, banking, financial services, metals, infrastructure, textile intermediaries, power generation and equipment and manufacturing.
4	Terms and other conditions of appointment	N.A.
5	Remuneration proposed to be drawn	Nil
6	Last drawn remuneration	N.A.
7	Date of first appointment on the Board	N.A.
8	Shareholding in the company, if any	Nil
9	Relationship with other Directors, Manager and other Key Managerial	Nil

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	Personnel of the company	
10	Number of Meetings of the Board attended during the year	N.A.
11	Directorships in other Companies	TRANSACTION SOLUTIONS INTERNATIONAL (INDIA) PRIVATE LIMITED
11.1	Interest in other entities	CX ADVISORS LLP
12	Committee Membership in other Companies	Nil
13	Committee Chairmanship in other Companies	Nil

Further, Mr. Vinayak Prabhakar Shenvi has not been disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a director.

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. The Board of Directors recommends the passing of the resolution as an ordinary resolution.

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

**Ashutosh Sharma  
Managing Director  
DIN: 02582205**

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Date: 29<sup>th</sup> December 2020

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