

# 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 4<sup>TH</sup> EXTRA- ORDINARY GENERAL MEETING OF FY 2021-22

Notice is hereby given that the fourth extra- ordinary general meeting (4<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 Thursday, October 07, 2021, at 05:00 PM 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 a Special Resolution:

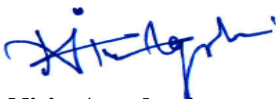
### ADOPTION OF NEW SET OF RESTATED ARTICLES OF ASSOCIATION (ARTICLES) AND TO ENTRENCH THE RESTATED ARTICLES OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 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 September 20, 2021 executed amongst the Company, Thyme Private Limited, Vistra ITCL (India) Limited (as the trustee of CX Alternative Investment Fund), Norwest Capital, LLC, NHPEA Kabru Holding B.V., Lightrock Growth Fund I S.A ., SICAV-RAIF for and on behalf of Lightrock Global Fund and Mr. Ashutosh Sharma, and subject to such other approvals, permission 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 to adopt the new set of articles of association (“**Articles**”), including the entrenchment provisions thereunder, in substitution for, and to the exclusion, of the existing Articles of the Company, as per the draft shared with the notice of fourth extra- ordinary general meeting (4<sup>th</sup> EGM) of FY 2021-22 of the members of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions."

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



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

Date: October 5, 2021  
Place: Gurugram

# UMMEED HOUSING FINANCE PRIVATE LIMITED

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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 provision of Section 101 of the Companies Act 2013 (Article 20.2 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, majority in number, entitled to vote and who represents not less than ninety-five percent of such part of the paid-up share capital of the Company (ninety per cent as per existing Articles of Association of the Company, which shall necessarily include the consent of the 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 including copy of existing Articles as well as new set of amended and restated Articles of the Company, referred to in the accompanying notice shall be open for inspection at registered 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**

### **ADOPTION OF NEW SET OF RESTATED ARTICLES OF ASSOCIATION (ARTICLES) AND TO ENTRENCH THE RESTATED ARTICLES OF THE COMPANY**

The board of directors of the Company passed a resolution through circulation on October 4, 2021, subject to approval of the members of the Company, to amend the existing articles of association (“**Articles**”) by adoption of new set of restated Articles and to entrench the restated Articles of the Company.

The Company has entered into a shareholders’ agreement dated September 20, 2021 (“**SHA**”) executed amongst the Company, Thyme Private Limited, Vistra ITCL (India) Limited (as the trustee of CX Alternative Investment Fund), Norwest Capital, LLC, NHPEA Kabru Holding B.V., Lightrock Growth Fund I S.A ., SICAV-RAIF for and on behalf of Lightrock Global Fund and Mr. Ashutosh Sharma.

Thus, it is proposed to amend the existing Articles by adoption of new set of restated Articles and to entrench the restated Articles of the Company so as to incorporate the relevant provisions of the SHA into the Articles and to adopt a new set of Articles in substitution, and to the entire exclusion of the existing Articles of the Company.

Pursuant to provisions of Sections 5 and 14 of Companies Act, 2013, amendment of Articles by adopting new set of Articles requires special resolution of the members and in case of entrenchment of Articles it needs to be agreed to by all the members of the Company in terms of unanimous consent (which consent the Company has obtained). The members of the Company are all parties to the SHA and the entrenchment of articles have been agreed to under the SHA.

The approval of the members is accordingly being sought by way of special resolution under Section 5 and 14 of the Companies Act, 2013 for amendment of the Articles.

The provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) require the Company to seek the approval of the members, by way of a Special Resolution, for aforesaid matter.

A copy of existing Articles as well as new set of amended and restated Articles of the Company is available for inspection at the registered 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.

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.

# UMMEED HOUSING FINANCE PRIVATE LIMITED

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



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

Date: October 5, 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 Fourth Extra- Ordinary General Meeting (4<sup>th</sup> EGM) of FY 2021-22 of the Members of the Company, will be held at shorter notice on Thursday, October 07, 2021, at 05:00 PM 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**

Adoption of new set of restated Articles of Association (Articles) and to entrench the restated Articles of the Company.

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Signed this ..... day of..... 2021

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 Fourth Extra- Ordinary General Meeting (4<sup>th</sup> EGM) of FY 2021-22 of the Members of the Company, will be held at shorter notice on Thursday, October 07, 2021, at 05:00 PM 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

