

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

NOTICE OF 2ND EXTRA- ORDINARY GENERAL MEETING OF FY 2021-22

Notice is hereby given that the 2nd Extra- Ordinary General Meeting of FY 2021-22 of the Members of the Ummeed Housing Finance Private Limited (“Company”) will be held at shorter notice on **Monday, September 20, 2021, at 03:30 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:

I. TO APPROVE ISSUE OF OPTIONALLY CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES THROUGH PREFERENTIAL ISSUE VIA PRIVATE PLACEMENT AND LETTER OF OFFER IN FORM PAS-4 AND RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) read with Section 42 and Section 55 of the Companies Act, 2013 read with Rule 9 and 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant provisions of Companies Act, 2013, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company, be and is hereby accorded to offer and issue 11,88,552 (Eleven Lakh Eighty Eight Thousand Five Hundred and Fifty Two) optionally convertible non-cumulative redeemable preference shares (“OCNCRPS”) on Preferential basis via Private Placement at INR 129.44/- (Indian Rupees one hundred and twenty nine point four four only) per share, including INR 10.00/- (Indian Rupee Ten only) as face value and INR 119.44/- (Indian Rupees one hundred and Nineteen point four four only) as premium to Mr. Ashutosh Sharma, Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer and Mr. Rajendra Gupta, National Credit Manager (collectively as “OCNCRPS Investors”), as per the details given below, and on such terms and conditions as agreed between the 2021 OCNCRPS Investors and NHPEA Kabru Holding B.V. (“NHPEA”), Lightrock Growth Fund I S.A., SICAV-RAIF, acting on behalf of its sub-fund Lightrock Global Fund (“LGF”), Thyme Private Limited, Vistra ITCL (India) Limited as the trustee of CX Alternative Investment Fund (OCNCRPS Parties):

A. MR. ASHUTOSH SHARMA

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share	Premium per share (Rs.)	Price per share (Rs.)



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			(Rs.)		
1	Tranche 1 2021 Incentive Shares	3,59,677	10.00/-	119.44/-	129.44/-
2	Tranche 2 2021 Incentive Shares	3,59,677	10.00/-	119.44/-	129.44/-
3	Tranche 3 2021 Incentive Shares	3,59,783	10.00/-	119.44/-	129.44/-
	TOTAL	10,79,137	-	-	-

B. MR. SACHIN GROVER

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share (Rs.)	Premium per share (Rs.)	Price per share (Rs.)
1.	Tranche 1 2021 Incentive Shares	30,385	10.00/-	119.44/-	129.44/-
2.	Tranche 2 2021 Incentive Shares	30,385	10.00/-	119.44/-	129.44/-
3.	Tranche 3 2021 Incentive Shares	30,393	10.00/-	119.44/-	129.44/-
	TOTAL	91,163	-	-	-

C. MR. RAJENDRA GUPTA

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share (Rs.)	Premium per share (Rs.)	Price per share (Rs.)
1.	Tranche 1 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
2.	Tranche 2 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
3.	Tranche 3 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
	TOTAL	18,252	-	-	-

RESOLVED FURTHER THAT the draft letter of offer in Form PAS-4 for issue of such securities and record of Private Placement offer in Form PAS-5, be and are hereby approved;

RESOLVED FURTHER THAT in accordance with Section 55 of the Companies Act, 2013 and other applicable provisions, if any read with Rule 9 of Companies (Share Capital and Debentures) Rules, 2014, the OCNCRPS shall be issued on the following terms and conditions. Capitalised terms used but not defined shall have the meaning ascribed to them under the Letter Agreement:

- The OCNCRPS Investors shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- The OCNCRPS Investors shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend or repayment of capital, to the extent of amount paid up on each such 2021 OCNCRPS;
- The payment of dividend of 0.001% (zero point zero zero one percent) per annum to OCNCRPS Investors shall be on non-cumulative basis until they are converted into equity shares to the extent of amount paid up on each such 2021 OCNCRPS;



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- d) The OCNCRPS shall be convertible into equity shares at 1:1 ratio subject to fulfillment of the relevant conditions as agreed between the OCNCRPS Parties and the equity shares issued upon such conversion shall rank pari-passu with the existing equity shares of the Company;
- e) The OCNCRPS Investors shall have a right to vote only on resolutions placed before the Company which directly affect the rights attached to their preference shares and any resolution for winding up of the Company or for the repayment or reduction of its equity or preference share capital. The voting right on a poll shall be in proportion to their share in the paid up preference share capital of the Company;
- f) The Company shall have the right to redeem or forfeit and cancel the relevant 2021 OCNCRPS only upon non-fulfillment of terms and conditions as agreed between the OCNCRPS Parties

RESOLVED FURTHER THAT for the purpose of the above, the Company maintained a separate bank account with IDFC First Bank Limited (“**Bank**”) having account no. 10038515672 in the name of “Ummeed Housing Finance Private Limited” (“**Bank Account**”), which be treated as a separate bank account for the current issue and the share application money be kept in the said Bank Account;

RESOLVED FURTHER THAT Mr. Ashutosh Sharma, Managing Director of the company and Bikash Kumar Mishra, Chief Financial Officer, be and are hereby authorized severally to sign and execute all necessary documents with the Bank in relation to all cheques and other negotiable instruments drawn, accepted or endorsed and all other incidental acts, thing and deeds, as may be deemed fit, on behalf of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purposes including without limitation, to finalize, approve and sign, issue Private Placement offer letter, and other documents and file such e-Forms and returns as may be required, with the Registrar of Companies or other statutory/regulatory authority as may be required in connection with and incidental to the aforesaid resolution.”

II. ALTERATION OF ARTICLE OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 and all other applicable provisions of the Companies Act, 2013 and the rules enacted thereunder including any statutory modifications or re-enactments thereof for the time being in force, and subject to the necessary approval(s), permissions, consents and sanctions required, if any by the statutory authority and all other applicable laws and regulations if any, the consent of the Members of the Company, be and is hereby accorded for alteration of Article of Association (“**AOA**”) of the Company by inserting following new article no. 9 after article no. 8 of the AOA:



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9. DEMATERIALIZATION OF SECURITIES

9.1 Right to dematerialize:

- (i) *Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer and issue its securities in a dematerialized form pursuant to the provisions of the Depositories Act, 1996 and the regulations made thereunder (or any amendments, modifications or re-enactments thereof). The necessity of having distinctive numbers for securities issued by the Company shall not apply to securities held in the dematerialised mode.*
- (ii) *Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of such securities.*
- (iii) *If a person opts to hold his securities with a depository, the Company shall intimate such depository the details of allotment of the security and, on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.*

9.2 Rights of Depositories and Beneficial Owners:

- (i) *Notwithstanding anything to the contrary contained in these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of Shares on behalf of the beneficial owner. All securities held by a depository shall be dematerialised and be in fungible form.*
- (ii) *Save as otherwise provided above, the depository as the registered owner of securities shall not have any voting rights or any other rights in respect of the securities held by it.*
- (iii) *Every person holding securities of the Company and whose name is entered as the beneficial owner in the register maintained by a depository shall be deemed to be a member of the Company. The beneficial owner of securities shall alone be entitled to all the rights and benefits and be subject to all liabilities in respect of the securities held by the depository.*
- (iv) **Certificate number and other details of securities in dematerialized form:** *Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for securities issued by the Company shall apply to securities held with a depository.*
- (v) **Transfer of Securities:** *In the case of transfer or transmission of shares or other securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a depository, the provisions of the Depositories Act, 1996 shall apply.*

9.3 Records: *The Register and Index of Beneficial Owners maintained by a depository under the Depositories Act, 1996 shall also be deemed to be*
Phone: 0124 4836 480 | www.ummeedhfc.com | enquiry@ummeedhfc.com |



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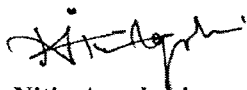
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Register and Index of Members and holders of securities for the purpose of these Articles and the Act.

RESOLVED FURTHER THAT consequent to amendment to the AOA of the Company, necessary revision in numbering of the articles contemplated under the AOA be carried out and be re-numbered accordingly.

RESOLVED FURTHER THAT Mr. Ashutosh Sharma, Managing Director, having DIN 02582205 and Mr. Nitin Agrahari, Company Secretary of the Company, be and are hereby authorized severally to (i) sign and file all the necessary forms (including e-form Form MGT-14) and other documents as may be required to be filed with statutory authorities including the Registrar of Companies, NCT of Delhi & Haryana; (ii) do all such acts and deeds as may be required for the purpose of amending the AOA; and (iii) authorize such person or persons as he deems fit to give effect to the resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever that may arise for the purpose of giving effect to this resolution.”

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



Nitin Agrahari
Company Secretary
ACS 36376

Date: September 17, 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. 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. The meeting is being called at a Shorter Notice than the statutory requirements of minimum of 21 clear days' (15 days as per 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 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 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 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 5th 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.

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8. All documents 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 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 and are maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the EGM 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

1. TO APPROVE ISSUE OF OPTIONALLY CONVERTIBLE NON-CUMULATIVE REDEEMABLE PREFERENCE SHARES THROUGH PREFERENTIAL ISSUE VIA PRIVATE PLACEMENT AND LETTER OF OFFER IN FORM PAS-4 AND RECORD OF PRIVATE PLACEMENT IN FORM PAS-5

The Company has received interest from Mr. Ashutosh Sharma, Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer and Mr. Rajendra Gupta, National Credit Manager who are interested in investing in the Company in the form of optionally convertible non-cumulative redeemable preference shares (“OCNCRPS”).

Accordingly, the Board has proposed to make an offer to them as recorded in the Private Placement Offer in Form PAS-5, for issuance of 11,88,552 (Eleven Lakh Eighty Eight Thousand Five Hundred and Fifty Two) optionally convertible non-cumulative redeemable preference shares (“OCNCRPS”) on Preferential basis via Private Placement at INR 129.44/- (Indian Rupees one hundred and twenty nine point four four only) per share, including INR 10.00/- (Indian Rupee Ten only) as face value and INR 119.44/- (Indian Rupees one hundred and Nineteen point four four only) as premium to Mr. Ashutosh Sharma, Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer and Mr. Rajendra Gupta, National Credit Manager (collectively as “OCNCRPS Investors”), as per the details mentioned in Offer letter in Form PAS-4:

A. MR. ASHUTOSH SHARMA

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share (Rs.)	Premium per share (Rs.)	Price per share (Rs.)
1	Tranche 1 2021 Incentive Shares	3,59,677	10.00/-	119.44/-	129.44/-
2	Tranche 2 2021 Incentive Shares	3,59,677	10.00/-	119.44/-	129.44/-
3	Tranche 3 2021 Incentive Shares	3,59,783	10.00/-	119.44/-	129.44/-
	TOTAL	10,79,137	-	-	-

B. MR. SACHIN GROVER

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share (Rs.)	Premium per share (Rs.)	Price per share (Rs.)
4.	Tranche 1 2021 Incentive Shares	30,385	10.00/-	119.44/-	129.44/-
5.	Tranche 2 2021 Incentive Shares	30,385	10.00/-	119.44/-	129.44/-
6.	Tranche 3 2021 Incentive Shares	30,393	10.00/-	119.44/-	129.44/-
	TOTAL	91,163	-	-	-



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C. MR. RAJENDRA GUPTA

Sr. No.	2021 Incentive Shares	Number of Shares	Face Value per share (Rs.)	Premium per share (Rs.)	Price per share (Rs.)
4.	Tranche 1 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
5.	Tranche 2 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
6.	Tranche 3 2021 Incentive Shares	6,084	10.00/-	119.44/-	129.44/-
	TOTAL	18,252	-	-	-

The Board of Directors of the Company in its meeting held on September 17, 2021 has approved the offer and issue of the above-mentioned securities to offeree, subject to the approval of members in the upcoming General Meeting.

The details of the issue as per Rule 14 of Companies (Prospectus and Allotment of Securities) Rules 2014 and Rule 9 and Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, are as follows:-

1.	Purposes or Objects of the issue	To raise additional capital by way of Preferential issue via private placement.
2.	Particulars of the offer including date of passing of Board Resolution	It is proposed to issue and allot in aggregate 11,88,552 (Eleven Lakh Eighty Eight Thousand Five Hundred and Fifty Two) optionally convertible non-cumulative redeemable preference shares ("OCNCRPS") on Preferential basis via Private Placement at INR 129.44/- (Indian Rupees one hundred and twenty nine point four four only) per share, including INR 10.00/- (Indian Rupee Ten only) as face value and INR 119.44/- (Indian Rupees one hundred and Nineteen point four four only) as premium to Mr. Ashutosh Sharma, Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer and Mr. Rajendra Gupta, National Credit Manager (collectively as "OCNCRPS Investors"). Date of passing of board resolution is September 17, 2021.
3.	Nature / kind of securities/ shares and the price at which security/ share is being offered	As detailed on point no. 2 above.
4.	Total number of securities to being issued, size of the issue and number of preference shares to be issued and nominal value of each shares	As detailed on point no. 2 above.
5.	Price at which the security is being offered/ proposed to issue	As detailed on point no. 2 above.



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6.	Manner of Issue of shares	Preferential issue via Private Placement
7.	The Basis or justification on which the price has been arrived	Issue price of the shares has been arrived based on valuation report issued by a registered valuer. A copy of the valuation report dated 10 th August 2021 is annexed to the Notice as Annexure I
8.	Name and address of valuer who performed the valuation	Mr. Bhavesh M Rathod, Chartered Accountants M No: 119158 Registered Valuer - Securities or Financial Assets (Reg No: IBBI/RV/06/2019/10708) Address: Chartered Accountants, Registered Valuer – SFA A/101, Shelter CHSL, CSC Road, Dahisar East, Mumbai 400068
9.	Amount which the Company intends to raise by way of securities	INR 11,88,552/- (Indian Rupees Eleven Lakh Eighty-Eight Thousand Five Hundred and Fifty Two Only)
10.	Relevant date with reference to which the price has been arrived at	31 st May 2021
11.	The class or classes of persons to whom the allotment is proposed to be made	Certain individuals who are also the existing shareholders of the Company
12.	Intention of promoters, directors, key managerial personnel to subscribe to the offer	Mr. Ashutosh Sharma, Promoter & Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer of the Company, are the proposed Investees
13.	The terms of issue including terms and rate of dividend on each share, etc.;	<ul style="list-style-type: none"> a) The OCNCRPS Investors shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; b) The OCNCRPS Investors shall carry a preferential right vis-a-vis equity shares with respect to payment of dividend or repayment of capital, to the extent of amount paid up on each such 2021 OCNCRPS; c) The payment of dividend of 0.001% (zero point zero zero one percent) per annum to OCNCRPS Investors shall be on non-cumulative basis until they are converted into equity shares to the extent of amount paid up on each such 2021 OCNCRPS; d) The OCNCRPS shall be convertible into equity shares at 1:1 ratio subject to fulfillment of the relevant conditions as agreed between the OCNCRPS Parties and the equity



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		<p>shares issued upon such conversion shall rank pari-passu with the existing equity shares of the Company;</p> <p>e) The OCNCRPS Investors shall have a right to vote only on resolutions placed before the Company which directly affect the rights attached to their preference shares and any resolution for winding up of the Company or for the repayment or reduction of its equity or preference share capital. The voting right on a poll shall be in proportion to their share in the paid up preference share capital of the Company;</p> <p>f) The Company shall have the right to redeem or forfeit and cancel the relevant 2021 OCNCRPS only upon non-fulfillment of terms and conditions as agreed between OCNCRPS Investors and NHPEA Kabru Holding B.V. ("NHPEA"), Lightrock Growth Fund I S.A., SICAV-RAIF, acting on behalf of its sub-fund Lightrock Global Fund ("LGF"), Thyme Private Limited, Vistra ITCL (India) Limited as the trustee of CX Alternative Investment Fund (OCNCRPS Parties);</p> <p>g) Mode of Payment: The payment for the OCNCRPS will be made by way of the RTGS/NEFT or normal banking channels.</p>
14.	The terms of redemption, including the * tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion.	<p>The Company shall have the right to redeem or forfeit and cancel the relevant 2021 OCNCRPS only upon non-fulfillment of terms and conditions as agreed between OCNCRPS Investors and NHPEA Kabru Holding B.V. ("NHPEA"), Lightrock Growth Fund I S.A., SICAV-RAIF, acting on behalf of its sub-fund Lightrock Global Fund ("LGF"), Thyme Private Limited, Vistra ITCL (India) Limited as the trustee of CX Alternative Investment Fund (OCNCRPS Parties).</p> <p>Subject to fulfilment of the relevant conditions stated above, the right of conversion shall be available to OCNCRPS Investors until 4 (four) years from September 15, 2021, upon payment of the 2021 Balance Issue Price per 2021 Incentive Share.</p>
15.	The manner and modes of redemption	As detailed on point no. 14 above.
16.	The terms of conversion	The OCNCRPS Investors shall have the right to request the Company to convert OCNCRPS into equity shares at 1:1 ratio subject to fulfillment of the relevant conditions stated in Subscription Agreement and the equity shares issued upon such conversion shall rank pari-passu with the existing equity shares of the Company.
17.	The proposed time within which the allotment shall be completed	60 days from the date of receipt of money.



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18.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Mr. Ashutosh Sharma, Promoter & Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer of the Company, are the proposed Investees and subscribing 10,79,137 OCNCRPS and 91,163 OCNCRPS respectively.
19.	Principle terms of assets charged as securities	Not Applicable
20.	Expected dilution in equity share capital upon conversion of preference shares	1:1
21.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Proposed allottees are Mr. Ashutosh Sharma, Managing Director, Mr. Sachin Grover, Whole Time Director & Chief Operating Officer and Mr. Rajendra Gupta, National Credit Manager. Percentage of post preferential offer capital that may be held by them: Mr. Ashutosh Sharma – 26.10% Mr. Sachin Grover – 1.10% Mr. Rajendra Gupta – 0.21%
22.	The change in control, if any, in the company that would occur consequent to the private placement	NIL
23.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NIL
24.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
25.	The current shareholding pattern of the Company	Provided in below table



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The pre and post shareholding pattern of the Company is as follows:

Sr. No.	Category	Pre-issue				Post-issue			
		Equity		Preference		Equity		Preference	
		No. of Shares	% of share	No. of Shares of	% of share	No. of shares	% of share	No. of shares	% of share
		held	holding	held	holding	held	holding	held	holding
A	Promoters' holding								
1	Indian								
	Individual	98,79,172	61.81%	14,51,427	5.13%	98,79,172	61.81%	25,30,564	8.58%
	Bodies corporate	-	-	-	-	-	-	-	-
	Sub-total	98,79,172	61.81%	14,51,427	5.13%	98,79,172	61.81%	25,30,564	8.58%
2	Foreign promoters	-	-	-	-	-	-	-	-
	Sub-total (A)	98,79,172	61.81%	14,51,427	5.13%	98,79,172	61.81%	25,30,564	8.58%
B	Non- promoters' holding								
1	Institutional investors	57,52,172	36.00%	2,66,25,654	94.04%	57,52,172	36.00%	2,66,25,654	90.25%
2	Non-institutional Investors	-	-	-	-	-	-	-	-
	Private corporate bodies	-	-	-	-	-	-	-	-
	Directors and relatives	2,31,673	1.45%	1,99,012	0.70%	2,31,673	1.45%	2,90,175	0.98%
	Indian public	-	-	-	-	-	-	-	-
	others [including Non-resident Indians(NRIs)]	1,22,305	0.74%	36,356	0.13%	1,22,305	0.74%	54,608	0.19%
	Sub-total (B)	61,06,150	38.19%	2,68,61,022	94.87%	61,06,150	38.19%	2,69,70,437	91.42%
	GRAND TOTAL	15,985,322	100.00%	2,83,12,449	100.00%	15,985,322	100.00%	2,95,01,001	100.00%

The Board of Directors in their meeting held on September 17, 2021, has proposed to issue OCNCRPS on Preferential basis via Private Placement, which requires your approval by way of Special Resolution in terms of the applicable provisions of the Companies Act, 2013 (including any statutory modifications(s) or re-enactment thereof, for the time being in force).

Except Mr. Ashutosh Sharma and Mr. Sachin Grover, Directors of the Company, none of the other Directors/ Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution either directly or indirectly.

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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 of directors recommends the passing of this resolution as **Special Resolution**.

2. ALTERATION OF ARTICLE OF ASSOCIATION

In order to facilitate the shareholders holding equity shares including other holders of other securities to get their holdings in dematerialised form, and to have an enabling clause in Article of Association (“AOA”) of the Company to offer and issue its equity shares including other securities in a dematerialized form pursuant to the provisions of the Depositories Act, 1996 and the regulations made thereunder, the existing AOA is required to be altered. The proposed amendment will also facilitate subscribers of company’s securities an option to receive security certificates or to hold the securities with a depository. Further, as per relevant provisions of Depositories Act, 1996, rights, benefits and liabilities of securities of a beneficial owner of the securities, held by the depository is also being recorded with inclusion of new articles in the existing AOA. The proposed amendment will also adopt provisions in existing AOA regarding status of register and index of beneficial owners maintained by a depository, which shall be deemed to be corresponding to the register and index for the purposes of the Companies Act.

The Board of Directors in their meeting held on September 17, 2021 has given their consent for alteration of AOA and requires your approval by way of Special Resolution.

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 Special Resolution, for alteration of AOA of the Company.

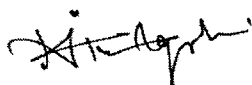
A copy of altered AOA of the Company is available for inspection at the registered office of the Company on all working days between 11:00 A.M. to 6:00 P.M.

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. 2 as **Special Resolution**.

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



Nitin Agrahari
Company Secretary
ACS 36376

Date: September 17, 2021

Place: Gurugram

UMMEED HOUSING FINANCE PRIVATE LIMITED

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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 2nd Extra- Ordinary General Meeting of FY 2021-22 of members of the Company, to be held at shorter notice on **Monday, September 20, 2021, at 03:30 P.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:

Resolution No. 1

1. To approve issue of Optionally Convertible Non-Cumulative Redeemable Preference Shares through preferential issue via private placement and letter of offer in form PAS-4 and record of Private Placement in form PAS-5
2. Alteration of Article of Association

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122102
CIN: U65922HR2016PTC057984

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 2nd Extra- Ordinary General Meeting of FY 2021-22 of the Company to be held at shorter notice on **Monday, September 20, 2021, at 03:30 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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CIN: U65922HR2016PTC057984

ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING OF UMMEED HOUSING FINANCE PRIVATE LIMITED

