

CIN: U64990HR2016PTC057984

Regd. & Corp. Off.: Office No. 2009-2014, 20th Floor, Magnum Global Park, Golf Course Extension Road, Sector 58, Gurgaon, Haryana - 122011

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

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Tenth Annual General Meeting ("10th AGM") of the Members of Ummeed Housing Finance Private Limited ("the Company") will be held on Saturday, the 12th day of July 2025 at 11:00 AM at the Registered Office of the Company at Office No. 2009-2014, 20th Floor, Magnum Global Park, Golf Course Extension Road, Sector 58, Gurgaon, Haryana – 122011, to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements, Auditors Report and Reports of the Board of Directors.

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity, and Notes to Accounts, together with the Auditor's Report and Reports of the Board of Directors thereon, and in this regard to pass following resolution with or without modification, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 129 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Audited Financial Statements of the Company for the financial year ended March 31, 2025, including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Statement of Changes in Equity, and Notes to Accounts, together with the Reports of the Board of Directors and the Auditors thereon, be and are hereby received, considered, and adopted."

SPECIAL BUSINESS:

2. Regularization of Appointment of Mr. Alok Prasad (DIN: 00080225) as an Independent Director.

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

"RESOLVED THAT consent of the Members be and is hereby accorded to appoint Mr. Alok Prasad (DIN: 00080225), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. August 07, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules 2014, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, and Para 52B of RBI Master Directions on HFCs, 2021, Mr. Alok Prasad (DIN: 00080225), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act, and eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for his first term of 5 (five) consecutive years to hold office of an Independent Director with effect from August 07, 2024 to August 06, 2029."

"RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary of the Company, be and hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



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3. Approval for Private Placement of Non-convertible Debentures and/or other Debt instruments

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

"RESOLVED THAT, pursuant to the provisions of the Companies Act, 2013 (the "Act"), including Section 42 and Section 71, as well as Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and any other relevant provisions of the Act and Rules made thereunder, along with Master Direction – Non- Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, the Foreign Exchange Management Act, 1999 (as amended), and any act, circulars, clarifications, directions, guidelines, notifications, orders, rules, and regulations prescribed by the Government of India, Reserve Bank of India ("RBI"), the National Housing Bank ("NHB"), the Securities and Exchange Board of India ("SEBI"), or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company, as well as the listing agreements entered into with the stock exchanges (the "Stock Exchanges") where the Company's securities may be listed, and subject to any necessary approvals, consents, permissions, and sanctions required from any regulatory authority, the Members of the Company hereby approve the further issuance and offering of Redeemable Secured Non-Convertible Debentures, listed or unlisted, also referred to as "Debt Instruments" or "Bonds," through Private Placement, by the Board of Directors of the Company (the "Board"), who shall be and are hereby authorized to identify the eligible subscriber(s)/person(s) to whom the private placement offer may be made, in Indian Rupees or an equivalent amount in any foreign currency, for an aggregate amount not exceeding INR 600 Crores (Indian Rupees Six Hundred Crores Only), in one or more tranches, during a period of one year from the date of this Annual General Meeting (AGM), at a price and on terms and conditions as may be determined by the Board from time to time, which are deemed proper and beneficial and as mutually agreed between the Board and the person(s)/subscriber(s)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange, settle and determine the terms and conditions (including without limitation, interest, repayment, security or otherwise) as it may think fit of such Debt Instruments, and to do all such acts, deeds, and things, and to execute all such documents, instruments and writings as may be required to give effect to these resolutions."

By order of the Board of Directors of Ummeed Housing Finance Private Limited

Sd/-Shakti Kumar **Company Secretary** ACS 50326

Date: June 20, 2025 Place: Gurugram



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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 VOTE INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A blank Proxy Form (Form MGT-11) is enclosed. Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the 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 aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 a proxy for any other Member.
- 3. Corporate/Institutional Members intending to send their authorized representative(s) pursuant to Section 113 of the Companies Act, 2013, to attend the AGM are requested to send a certified copy of the Board or Governing Body Resolution authorizing their representative to attend and vote on their behalf at the AGM. A person authorized under such a resolution shall be entitled to exercise the same rights and powers, including voting by proxy, on behalf of the body corporate which he/she represents.
- 4. Pursuant to Section 101 of the Companies Act, 2013, the general meeting of the Company may be called at shorter notice than the statutory requirement of 21 clear days (15 days as per the Articles of Association of the Company) with the written or electronic consent of Members holding at least 90% of the paid-up share capital of the Company carrying voting rights, including consent from each of the Qualified Investors. In case the meeting is proposed at shorter notice, Members are requested to provide their consent via email to the designated email ID(s) of the Company or its authorized signatory or Company Secretary. Such consents shall be recorded at the commencement of the meeting.
- 5. Members/Proxies are requested to bring the duly completed Attendance Slip enclosed with the Notice for attending the meeting.
- 6. 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 Directors are interested maintained under Section 189 of the Companies Act, 2013, will be open for inspection at the Registered and Corporate Office of the Company during business hours (9:00 AM to 6:00 PM) on all working days up to and including the date of the AGM.
- 7. All statutory registers and records maintained under the Companies Act, 2013, shall be available for inspection by the Members at the AGM venue during the continuance of the meeting.
- 8. A copy of the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon, is enclosed with this Notice.
- 9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto and forms part of this Notice. All documents referred to in the accompanying Notice shall be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the Meeting.
- 10. Members are requested to notify the Company immediately of any change in their address, email ID, or contact details. Such updates should be communicated in writing or via email to the Company's

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designated email ID.

- 11. In accordance with Section 101 of the Companies Act, 2013, a soft copy of the Notice is being sent by email to those Members whose email IDs are registered with the Company, unless any Member has requested a physical copy of the same. Members who wish to receive the Notice in physical form are requested to inform the Company accordingly.
- 12. The route map of the venue of the AGM is enclosed and forms part of this Notice.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS TO BE TRANSACTED AT THE 10TH ANNUAL GENERAL MEETING OF THE COMPANY

Item No. 2 - Regularization of Appointment of Mr. Alok Prasad (DIN: 00080225) as an Independent Director

In terms of the provisions of Sections 149, 150, 152, and 161(1) and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV to the Act, as amended from time to time, and Para 52B of the RBI Master Directions on HFCs, 2021, Mr. Alok Prasad (DIN: 00080225) was appointed by the Board of Directors as an Additional Director under the category of Non-Executive Independent Director with effect from August 07, 2024.

The Nomination and Remuneration Committee (NRC), at its meeting held on August 06, 2024, recommended the appointment of Mr. Prasad as an Independent Director of the Company for a first term of five consecutive years.

Mr. Prasad holds a Master's degree in Arts from the University of Delhi and brings with him over 35 years of experience in the financial sector. He has served in various senior capacities and possesses significant domain knowledge and leadership skills.

The Company has received from Mr. Prasad:

- His consent to act as a Director,
- A declaration under Section 164 confirming he is not disqualified from being appointed as a director,
- A declaration confirming independence under Section 149(6) of the Act, and
- A confirmation of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, including his registration with the Independent Directors databank maintained by the IICA.

In the opinion of the Board, Mr. Prasad fulfils the conditions specified in the Act and the Rules made thereunder for his appointment as an Independent Director. He is independent of the management, and the Board believes that his expertise and qualifications will be valuable to the Company.

Pursuant to Secretarial Standard-2 (SS-2), relevant details of Mr. Prasad are provided in the Annexure to this Notice. He shall be entitled to receive sitting fees for attending Board and Committee meetings and reimbursement of expenses for participation in meetings, as permitted under applicable laws.

All documents related to Mr. Prasad's appointment, including the terms and conditions, are available for inspection by the Members at the Registered and Corporate Office of the Company between 09:00 AM and 6:00 PM on all working days (except Saturdays, Sundays, and public holidays) until the date of the AGM and during the continuance of the AGM.

The Board recommends the resolution set out in Item No. 2 for the approval of the Members as an Ordinary Resolution, in accordance with Section 149(10) of the Act, for Mr. Prasad's first term as an Independent Director from August 07, 2024, to August 06, 2029.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Alok Prasad, to the extent of his appointment.

This statement is provided pursuant to and in compliance with the provisions of Section 102(1) of the Companies Act, 2013.

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Details of Directors retiring by rotation / seeking appointment / re-appointment at the General Meeting pursuant to clause 1.2.5 of Secretarial Standards on General Meeting (SS-2):

Particulars	Details
Full Name	Mr. Alok Prasad
Age	72 Years
Director Identification Number (DIN)	00080225
Nationality	Indian
Designation/ category of the Director	Non-Executive Independent Director
Qualifications	Holds a Master's degree in Arts from the University of Delhi.
Experience (including expertise in specific functional area) / Brief Resume	Over 35 years of experience in the financial services sector. He currently serves on the boards of Muthoot Microfin Limited, Unified Fintech Forum, and Arman Financial Services Limited.
	He has previously served on boards of Citicorp Finance (India) Ltd., Citicorp Maruti Finance Ltd., and Fincare Small Finance Bank Ltd. Mr. Prasad has held leadership roles such as CEO of Microfinance Institutions Network and Chairperson of the South Asia Micro-entrepreneurs Network (SAMN). His regulatory background includes key roles at the RBI (1976–1989) and NHB (1989–1996).
Terms and Conditions of appointment	To be appointed as a Non-Executive Independent Director for a term of five consecutive years from August 7, 2024, to August 6, 2029. Detailed terms are available at: https://ummeedhfc.com/sites/default/files/Terms-
	Conditions-Appointment-Independent-Directors.pdf
Remuneration (including sitting fees, if any) last drawn (FY 2024-25)	Rs. 11.33 Lakhs as sitting fee for attending Board and Committee meetings
Remuneration proposed to be paid	To be remunerated through sitting fees for attending Board and Committee meetings and reimbursement of related expenses, within statutory limits as decided by the Board
Date of first appointment on the Board	August 7, 2024
Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025	Mr. Prasad is holding 5,139 Equity Shares having a face value of INR 10/- each in the Company.
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the financial year 2024-25 and up to the date of this notice	6 (Six) meetings up to the date of this Notice
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice.	 Unified Fintech Forum Muthoot Microfin Limited Arman Financial Services Limited
Memberships / Chairmanships of committees of	Muthoot Microfin Limited
other companies including listed companies and	Audit Committee – Member
excluding foreign companies as of the date of this Notice	Nomination and Remuneration Committee – Member



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	 Stakeholder Relationship Committee – Member Risk Management Committee – Member CSR Committee – Member
	Arman Financial Services Limited
	Audit Committee – Member
	Nomination and Remuneration Committee – Member
	• Stakeholder Relationship Committee – Chairperson
	Risk Management Committee – Chairperson
	CSR Committee – Member
	Unified Fintech Forum
	Nomination and Remuneration Committee –
	Member
In the case of independent directors, the skills and	The Nomination and Remuneration Committee of
capabilities required for the role and the manner	the Board evaluated Mr. Alok Prasad's profile
in which the proposed person meets such	against the fit and proper criteria established in
requirements	accordance with regulatory directives applicable to
	HFCs. His skills, experience, and knowledge align
	with the requirements for independent directors as outlined in the company's relevant policies.
	outimed in the company's relevant policies.

Item No. 3 - Approval for Private Placement of Non-convertible Debentures and/or other Debt instruments

In accordance with the provisions of Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the "Rules"), a company proposing to offer or invite subscriptions for Non-Convertible Debentures (NCDs) or other Debt Instruments on a private placement basis is required to obtain prior approval of its Members by way of a Special Resolution.

For such debt instruments, it is sufficient to pass an omnibus Special Resolution once a year, authorizing the Board to issue NCDs/Debt Instruments in one or more tranches during a period of one year from the date of the resolution.

To augment long-term resources for purposes including but not limited to on-lending, repayment or refinancing of existing borrowings, working capital requirements, capital expenditure, asset acquisition, investments, or general corporate purposes, the Company proposes to raise funds through the issue of Redeemable, Secured, Non-Convertible Debentures (NCDs), listed or unlisted, or other Debt Instruments by way of private placement, in one or more series or tranches.

These securities may be issued at par, at a premium, or at a discount to face value, and the specific pricing, including any premium or effective yield, will be determined by the Board of Directors at the time of each issuance, taking into account market conditions and investor interest.

Disclosures as Required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

OF

CONTRIBUTION

PROMOTERS

OFFER,

BY

OR

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PARTICULARS OF THE OFFER INCLUDING DATE OF PASSING BOARD RESOLUTION	Rule 14(1) of the Prospectus and Allotment Rules stipulates that if the amount to be raised through the offer or invitation of NCDs/Debt Instruments (as defined above) exceeds the prescribed limit, it is sufficient for the company to pass a single special resolution once a year to cover all offers or invitations for such NCDs during that year. Accordingly, based on this resolution under Section 42 of the Companies Act, 2013, the specific terms of each offer/ issue of NCDs/Debt Instruments (whether secured, unsecured, subordinated, senior, rated, unrated, listed, unlisted, redeemable including market-linked debentures) will be determined from time to time within a period of 1 (one) year from the date of the aforementioned resolution. Consistent with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution will be mentioned/disclosed in the respective private placement offer and application letter for each offer/issue of NCDs/Debt Instruments.
KINDS OF SECURITIES OFFERED AND THE PRICE AT WHICH THE SECURITY IS BEING OFFERED	The securities proposed to be issued are Non-Convertible Debentures (NCDs) and/or other Debt Instruments, which may be issued at par, premium, or discount, as permitted under applicable laws. The final issue price shall be determined by the Board based on market conditions at the time of each issuance.
BASIS OR JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY) AT WHICH THE OFFER OR INVITATION IS BEING MADE	Not applicable, as the securities proposed to be issued are non-convertible debt instruments, will be issued in multiple issues/tranches within one year from the date of this resolution, either at par, at a premium, or at a discount to face value, in compliance with applicable regulatory requirements. The specific terms of the issuance will be determined by the Board in consultation with the relevant investor(s)/identified eligible subscriber(s).
NAME AND ADDRESS OF VALUER WHO PERFORMED VALUATION	Not applicable, as the securities proposed to be issued are Non-Convertible Debentures (NCDs). NCDs are debt instruments and do not result in equity dilution; hence, valuation by a registered valuer is not mandated under the Companies Act, 2013 or the Companies (Prospectus and Allotment of Securities) Rules, 2014 for their issuance on a private placement basis.
AMOUNT WHICH THE COMPANY INTENDS TO RAISE BY WAY OF SECURITIES	The Company intends to raise funds up to an amount not exceeding INR 600 Crores (Indian Rupees Six Hundred Crores) in one or more tranches within a period of one year from the date of passing of this special resolution.
MATERIAL TERMS OF RAISING OF SECURITIES, PROPOSED TIME SCHEDULE, PURPOSE OR OBJECTS	The detailed terms of each issuance, including tenure, coupon rate, security, listing status, and repayment conditions of the Non-Convertible Debentures (NCDs) or other Debt Instruments, shall be finalized in consultation with the respective eligible investor(s) or subscriber(s) as identified by the Board from time to time. Such

DIRECTORS, AND PRINCIPAL TERMS OF The proceeds raised through these instruments will be utilized for on-

issuances shall occur within one year from the date of this special

resolution. Specific terms will be disclosed in the private placement

offer documents and application letters for each issue.



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ASSETS CHARGED AS SECURITIES

lending, refinancing existing debt, capital expenditure, and general corporate purposes.

No financial contribution shall be made by the promoters or directors, either as part of this offer or separately, in furtherance of the objectives of this issuance.

The NCDs/Debt Instruments will be secured by a charge on specified assets of the Company, as determined by the Board at the time of issuance.

The Board of Directors, at its meeting held on June 4, 2025, approved the proposal to issue NCDs/Debt Instruments by private placement, subject to Members' approval.

Accordingly, consent of the Members is sought to authorize the Board to offer, issue, and allot NCDs/Debt Instruments for an amount up to INR 600 Crores through private placement in one or more tranches during a period of one year from the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

This statement should be deemed to constitute the explanatory statement under Section 102(1) of the Companies Act, 2013.

The Board recommends the passing of the resolution set out in Item No. 3 as a **Special Resolution**.

By order of the Board of Directors of Ummeed Housing Finance Private Limited

Sd/-Shakti Kumar **Company Secretary** ACS 50326

Date: June 20, 2025 Place: Gurugram

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Form No. MGT-11 PROXY FORM OF THE 10TH AGM

[Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Ummeed Housing Finance Private Limited Registered office: Office No. 2009-2014, 20th Floor, Magnum Global Park, Golf Course Extension Road, Sector 58, Gurgaon, Haryana - 122011 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, shares, hereby appoint. 1. Name: Address: E-mail Id: Signature...., or failing him 2. Name: Address: E-mail Id:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of Members of the Company, to be held on **Saturday, the 12th day of July 2025** at **11:00 AM**, at the Registered and Corporate Office of the Company located at **Office No. 2009-2014, 20th Floor, Magnum Global Park, Golf Course Extension Road, Sector 58, Gurgaon, Haryana – 122011, and at any adjournment thereof in respect of such resolution as are indicated below:**

Ordinary Business:

Signature:

Resolution No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and the Auditors thereon.

Special Business:

Resolution No. 2

To regularize the appointment of Mr. Alok Prasad (**DIN: 00080225**), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. August 07, 2024, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and The Companies (Appointment and Qualification of Directors) Rules 2014, and to approve his appointment as an Independent Director for his first term of five (5) consecutive years, from August 07, 2024, to August 06, 2029.

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Resolution No. 3

To approve the issuance of Redeemable Secured Non-Convertible Debentures through Private Placement to eligible subscribers for up to INR 600 Crores (Indian Rupees Six Hundred Crores Only) in one or more tranches, within one year from the AGM, on terms determined by the Board.

Signed this day of	Affix Revenue Stamp
Signature of Member:	
Signature of Proxy holder(s):	

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 OF THE 10TH AGM

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 AGM of the Company to be held on **Saturday, the 12th day of July 2025 at 11:00 AM**, at the Registered and Corporate Office of the Company located at Office No. 2009-2014, 20th Floor, Magnum Global Park, Golf Course Extension Road, Sector 58, Gurgaon, Haryana - 122011.

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 10TH AGM

