

INDIA HOME LOAN LIMITED

CIN: L65910MH1990PLCO59499

24TH ANNUAL REPORT 2013 - 2014

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DIRECTORS

Mr. Mahesh Pujara
Mr. Rishabh Siroya
Mr. Ashok Patel
Mr. Anant Bhalotia
Mr. Subhash Patel
Mr. Mitesh Pujara
Mr. Ramesh Mishra
Mr. Bharat Merchant
Mr. Paresh Khandelwal
Mr. Ganesh Ramanathan
Mr. Miten Shroff

Chairman Cum Managing Director
Director
Director
Director
Director
Director
Independent Director
Independent Director
Independent Director
Director
Alternative Director

AUDITORS

M/s. G. P. Kapadia & Company
Mumbai

BANKERS

HDFC Bank Ltd.
IDBI Bank
ING VYSYAS Bank
AXIS Bank

SHARE TRANSFER AGENTS

Purva Sharegistry(I) Pvt. Ltd,
9, Shiv Shakti Industrial Estate,
Sitaram Mill Compound,
J. R. Borich Marg, Lower Parel,
Mumbai - 400 011.

REGISTERED OFFICE

Modi House, 10th Bora Masjid Street, Fort, Mumbai - 400 001

Tel.: 022 4002 7962

Web.: www.indiahomeloan.co.in

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of India Home Loan Limited will be held as under:

DAY : Saturday
DATE : 28th June, 2014
TIME : 11.30 A.M.

VENUE: Hotel Archana Residency
Next to R- Mall/Big Bazar,
LBS Marg, Mulund (W)
Mumbai 400 080

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the year ended 31st March, 2014, the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Subhash Patel , who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashok Patel, who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Mr. Bharat Merchant as an Independent Director of the Company
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of sections 149, 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, Mr. Bharat Merchant (DIN 01287390), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from June 28, 2014 up to May 30, 2017.”
5. Appointment of Auditors
To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. G.P. Kapadia & Co., Chartered Accountants (Firm Registration No.104768W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty-Seventh AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By the order of the Board

For India Home Loan Limited
Sd/-

Place: Mumbai

Mahesh Pujara

Date: 7th May 2014

Managing Director

NOTES:

1. A member entitled to attend and vote at this meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the company. Proxies in order to be effective must be received at the Registered Office of the company not less than Forty Eight hours before the meeting.
2. Members are requested to notify any correction /change in their name /address including Pin Code number immediately to the Companies Register/ Depository Participant .In the event of non – availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
3. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.
4. Members are requested to bring the Notice of the meeting along with the Attendance slip with them duly filled in and hand over the same at the entrance of the Meeting Hall.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd June 2014 to 27th June 2014 (both days inclusive).
6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, Monday to Friday between 11.00 A.M. to 1.00 P.M.
7. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
8. As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
9. Information required to be furnished under cl. 49 of the Listing Agreement for Directors retired by rotation and Reappointment:

Name of Director	Mr. Ashok Patel	Mr. Subhash Patel	Mr. Bharat Merchant
Date of Birth	14.12.1956	01.06.1960	12.02.1950
Date of Appointment	21.08.2008	21.08.2008	21.08.2008
Qualification	Bachelor Degree in Computer Engineering	FCA	P.G. B.A.O.B.M, O.T.I
Expertise in Specific Functional Area	Areas of Networking and Computer Engineering	Accounts, Finance & Taxation	Business, International Institutional Finance
Executive & Non Executive Director	Non-Executive	Non-Executive	Non-Executive Independent Director
Promoter Group	Yes	Yes	No
Independent Director	No	No	Yes

Chairman/Member of Committees of the Boards of Which he is a Director	No	1. Member Audit Committee 2. Member Loan and Investment Committee	1. Member Audit Committee 2. Chairman Remuneration Committee 3. Chairman Share transfer Committee 4. Member Loan and Investment Committee
Other Directorship	-	M/s. Dreams Stock Brokers Pvt. Ltd.	-
Promoter Group Share Holding	12,32,810	1,70,000	65,925

10. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- Open the e-mail and also open PDF file namely "IHL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - Click on Shareholder – Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of India Home Loan Limited. Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.satyajitmishra@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.
- C. Other Instructions:
- i. The e-voting period commences on Monday, June 23, 2014 (9.00 a.m. IST) and ends on Wednesday, 25th June, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on May 30, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on May 30, 2014.
 - iii. Mr. Satyajit Mishra, Practicing Company Secretary (Membership No. FCS having cp No. 4997), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
 - iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Satyajit Mishra, Practicing Company Secretary, (Membership No. FCS 4997), at the Registered Office of the Company not later than Wednesday, June 25, 2014 (6.00 p.m. IST).
Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ihll@ymail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Wednesday, June 23, 2014 (6.00 p.m. IST).
Ballot Form received after this date will be treated as invalid. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indiahomeloan.co.in and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 24th AGM of the Company on June 28, 2014 and communicated to the BSE Limited, where the shares of the Company is listed.

DIRECTORS' REPORT

To,
The Shareholders,

Your directors have pleasure in presenting the 24th Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014

SUMMARISED FINANCIAL RESULTS:

	Year ended 31.3.2014	Year ended 31.3.2013
	(₹ In LACS)	
Income	209.01	166.34
Total Expenditure	124.44	110.36
Profit before depreciation interest and tax	84.58	55.98
Less:		
Depreciation	3.46	2.62
Interest	-	-
Tax		
Current Tax	13.89	16.69
Deferred Tax	5.97	0.41
MAT Credit Entitlement	1.33	4.41
Current tax expense relating to prior years	-	0.10
Net Profit/ (Loss) After Tax	59.91	41.39
Paid-up Equity Share Capital	1094.00	1094.00
Reserves	33.43	(26.47)

OPERATIONS:

Your directors are pleased to inform that the Revenue of the Company at ₹ 209.02 lacs has shown an increase of 25.65 % as compared to ₹ 166.35 lacs for the corresponding period in the previous year. Profit before Tax is ₹ 8,110,708/- as compared to ₹ 5,336,211/- in previous year.

THE YEAR UNDER REVIEW

The Company is registered with National Housing Bank and Governed by NHB Norms. During the year the NPA of the company has come down to ₹ 57.68 lacs. The Company disbursed 34 loan applications amounting to ₹ 483,85,000/-.

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 134 of the companies Act, 2013.

CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate report on Corporate Governance practices followed by the Company together with a Certificate from the Company's Auditors confirming compliance forms part of this Report.

PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS

The Company allotted 40,50,000 convertible warrants to the Promoters & Non-Promoter Groups at a price of ₹ 45 per warrant. The Company received ₹ 4, 55,62,500/- so far towards the subscription of the convertible warrants. The Balance payment is due on or before 4th August 2014.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

INDIA HOME LOAN LTD does not have any foreign exchange earnings and expenditure. Particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable to INDIA HOME LOAN LTD

FIXED DEPOSITS

As on 31.03.2014, the company held no deposit in any form from anyone. There was no deposit held by the company as on 31.03.2014, which was overdue or unclaimed by the depositors. For the present the board of directors have resolved not to accept any deposits from public.

DIRECTORS

Mr. Subhash Patel Mr. Ashok Patel and Mr. Bharat Merchant are directors liable to retire by rotation and being eligible offer themselves for re-appointment.

Mr. Miten Shroff was appointed as an Alternate Director to Mr. Ashok Patel as per section 161 of the Companies Act, 2013.

Mr. Ganesh Ramanathan who was appointed as the Wholetime Director of Company resigned as wholetime director of the company with effect from 1st June 2014. He will Continue as Independent Director of the Company.

DIVIDEND

In view of the carry forward losses incurred in the earlier years, the board regrets its inability to declare any dividend for the year under review.

AUDITORS

M/s. G.P. Kapadia & Co - Chartered Accountants, Mumbai, Statutory auditors of the company having registration number 104768W retire at the ensuing AGM and are eligible for re-appointment.

The Company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the limits prescribed. The statutory auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

INVESTOR COMPLAINTS AND COMPLIANCE

All the investor complaints have been duly resolved and as on date no complaints are outstanding.

PERSONNEL

The information pursuant to section 217 (2A) of the companies Act, 1956 and rules framed there under there was no employee falling under the category, hence no statement/particulars of employees have been annexed to this report.

HUMAN RESOURCES

Your Directors would like to place on record their deep appreciation to all the employees for rendering quality services in every constituent of the company.

PAYMENT OF LISTING FEES

Your company shares are listed on Bombay Stock Exchange Ltd., the listing fees for the year 2013-2014 have been paid to the stock exchange. The company has been complying with all the conditions required to be complied with in the listing agreement.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts for the financial year ended 31st March, 2014 on a 'going concern' basis; and
- (v) That the company being a listed company the Directors had laid down internal financial control system to be followed by the company and that such internal financial controls were adequate and were operating effectively ;
- (vi) That the Director's had devised a proper system to ensure compliance with the provisions of all applicable Laws and that such systems were adequate and operating effectively.

EXTRACT OF ANNUAL RETURNS

1. The Paid up capital of the Company : ₹ 109,400,000 consisting of 10,940,000 equity shares of face value of ₹10/- each. As on date 40,50,000 convertible warrants into equity shares face value of ₹ 10/- each pending.
2. The Board of Directors of the company consists of 10 Directors. Out of which 6 promoter directors namely Mr. Mahesh Pujara, Mr. Rishabh Siroya, Mr. Ashok Patel (Mr. Miten Shroff alternate Director to him), Mr. Anant Bhalotia, Mr. Subhash Patel, Mr. Mitesh Pujara and Mr. Ramesh Mishra, Mr. Bharat Merchant, Mr. Paresh Khandelwal three Independent Directors and Mr. Ganesh Ramanathan Wholetime Director. The secured debt of the company is Nil.
3. There were no un-paid dividend pending as on date.

NUMBER OF BOARD MEETINGS

During the period the number of Board meeting was 6 and held on 26/4/2013, 28/05/2013, 2/08/2013, 12/11/2013, 28/12/2013 & 11/02/2014. Mr. Ramesh Mishra – Appointed as Chairman of the Board and Annual General Meeting.

INDEPENDNET DIRECTORS DECLARATIONS

In the opinion of the Board, the independent directors are , individually, person of integrity and possesses relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Directors has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives--
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

- (iii) holds together with his relatives two per cent. or more of the total voting power of the company; or
- (iv) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- 6. Independent director possesses such qualifications as may be by the Board.
- 7. The Company & The Independent Directors shall abide by the provisions specified in schedule IV of the Companies Act, 2013.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and stakeholders Relationship Committee under the Chairmanship of the Independent Director Mr. Ramesh Mishra, Mr. Bharat Merchant and Mr. Ganesh Ramanathan.

The Gist of the Policy of the said committee:

1. For Appointment of Independent Director (ID):
 - a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director;
 - b. He has to fulfill the requirements as per section 149 of the Companies Act, 1956 read with cl. 49 of the Listing Agreement;
 - c. Adhere the code of conduct as per Schedule IV to the Companies Act, 2013;
 - d. Strictly adhere the Insider Trading Regulation of the SEB and Insider Trading policy of the Company;
 - e. The independent Director has adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
 - f. Independent Director can able to devote time for the Board and other meetings of the company;
 - g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
 - h. Able to review the policy, participate in the meeting with all the stake holders of the company, Annual Meeting.

PERFORMANCE OF THE BOARD AND COMMITTEE

During the year under review, the performance of the Board & Committee and Individual Director(s) based on the below parameters satisfactory:

1. Most of the Directors attended the Board meeting ;
2. the remunerations paid to executive Directors strictly as per the company and industry policy. The Independent Directors only received sitting fees .
3. The Independent Directors contributed a lot based on their experience and knowledge and Independent views.
4. The Credit Policy, Loan Policy and compliances were reviewed;
5. Implementation of Risk Management Policy

The Company is Registered governed by National Housing Bank and the company has fully complied with the NHB requirements.