INDIA HOME LOAN LTD.

27TH ANNUAL REPORT 2016 - 2017

INDIA HOME LOAN LIMITED

CIN: L65910MH1990PLC059499

27TH ANNUAL REPORT 2016 - 2017

CONTENTS

Notice of Meeting 1
Directors' Report 8
Management Discussion and Analysis Report 17
Corporate Governance Report 39
Managing Director Certification 53
Independent Auditors Report 54
Balance Sheet 60
Profit & Loss Account 61
Cash Flow 62
Notes 63
Proxy Form 77
Attendance Sheet 79

DIRECTORS

Mr. Mahesh Narshibhai Pujara	Managing Director
Mr. Mitesh Mahesh Pujara	Whole-time Director
Mr. Subhash Ambubhai Patel	Non Executive Director
Mr. Bharat Pranjivandas Merchant	Independent Director
Mrs. Harshita Anil Jagwani	Independent Woman Director
Mr. Govinder Singh	Independent Director
Mr. Siddharth Pradip Kothari	Nominee Director
Mr. Vinit Janardan Rai	Nominee Director
CA Krunal Chandrakant Shah	Chief Financial Officer
CS Bharat B. Gangani	Company Secretary

STATUTORY AUDITOR

M/s. G. P. Kapadia & Co.,
Mumbai

SECRETARIAL AUDITORS

M/s. Ulhas Shetty & Co.
Mumbai

BANKERS

HDFC Bank Ltd.
IDBI Bank Ltd.
KOTAK Mahindra Bank Ltd.
AXIS Bank Ltd.
Federal 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

505, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund(W), Mumbai - 400080.
Tel.: 022 2568 3353/54/55
Email: ihll@ymail.com • Web.: www.indiahomeloan.co.in

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of India Home Loan Limited will be held as under:

DAY : Thursday
DATE : 17th August, 2017
TIME : 4.00 pm.

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

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Auditors Reports thereon, the Reports of the Board of Directors and other reports thereon:

2. To declare Dividend on Equity Share for Financial Year 2016-17.

3. To reappoint Mr. Subhash Patel who retires by rotation and being eligible, offers himself for reappointment.

4. To reappoint Auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, pursuant to the recommendations of the Audit Committee to the Board of Directors and the recommendation of the Board of the Directors, M/s. G.P. Kapadia & Co. Chartered Accountants (Firm Registration No. 104768W) be and are hereby reappointed as Statutory Auditors of the Company for the Financial Year 2017-2018 to hold office till conclusion of Next Annual General Meeting to be held in the Calendar Year 2018, and that the Board of Directors be and is hereby authorised to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by Audit Committee in consultation with the auditors.

SPECIAL BUSINESS

5. **TO REGULARISE MS. HARSHITA ANIL JAGWANI AS 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 any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Harshita Anil Jagwani (DIN 07797684), who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on April 26, 2017 and whose term of office expires at upcoming Annual General Meeting ('AGM') be and is hereby regularized as Independent Director of the Company.

   RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution."

6. TO REGULARISE MR. GOVINDER SINGH AS 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 any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under read with Schedule IV to the Act and as per Regulation 16 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Govinder Singh (DIN 00025406), who was appointed as an Additional Independent Director of the Company by the Board of Directors at its meeting held on July 11, 2017 and whose term of office expires at upcoming Annual General Meeting ('AGM') be and is hereby regularized as Independent Director of the Company.

RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to do all the acts, deeds and things including filing of e-forms with Registrar of Companies, Mumbai to give effect to the above said resolution."

Date: 11/07/2017
Place: Mumbai

By the Order of the Board
Sd/-
Mahesh Pujara
Managing Director
(DIN: 01985578)

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 concerning the special business in the notice is annexed hereto and forms part of this notice. The profile of the Directors seeking appointment/ re appointment as required in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is provided in the said statement.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at 505, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund (W), Mumbai- 400080 not less than forty eight hours before the commencement of the meeting.

   A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

4. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Purva Shareregistry (India) Pvt. Ltd as the Registrar & Share Transfer Agent (RTA), having their office at 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp Kasturba Hosp., Lower Parel (E), Mumbai – 400011.

5. Members are requested to notify immediately any change in their address:
   a. To their Depository Participants in respect of their electronic share accounts, and

b. To the share transfer agent M/s. Purva Shareregistry (India) Pvt. Ltd having office at 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Opp Kasturba Hosp., Lower Parel (E), Mumbai – 400011 Email Id- purvashr@gmail.com

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number by every participant in Securities Market. Members holding shares in electronic form are therefore requested to submit their PAN to respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/RTA.

7. The Register of Members and share transfer books of the company will remain closed from 11th August, 2017 to 17th August, 2017 (both days inclusive).

8. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.

9. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.

10. Members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.

11. Members may also note that the notice of the 27th Annual General Meeting and the Annual report for 2016-17 will also be available on the Company's website www.indiahomeloan.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.

Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

I. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.

II. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Instruction for Shareholders voting electronically are as under:

III. The remote e-voting period commences on 14th August, 2017 (9:00 am) and ends on 16th August, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 10th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder –Login

(iv) Put your user ID and password as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "INDIA HOME LOAN LIMITED".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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 csulhasshetty@usnc.in with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Eligible member please send request to the company by email for user id and initial password, which will be provided as under:

EVEN (Remote e-voting Event Number)	**USER ID**	**PASSWORD/PIN**
106536		

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VI. If you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VIII. The voting rights of members shall be in proportion to the quantity of their held shares of the paid up equity share capital of the Company as on the cut-off date of 10th August, 2017.

IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 10th August, 2017,may obtain the login ID and password by sending a request at evoting@nsdl.co.in or M/s. Purva Shareregistry (India) Pvt. Ltd.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. CS Ulhas Shetty, Practicing Company Secretary (Membership No. 32030) has been appointed for as the Scrutinizer for providing voting facility to the members of the Company, to scrutinize the voting and conduct remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility

XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.indiahomeloan.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Additional information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors, seeking appointment/reappointment at the AGM is furnished below. The Director has furnished consent/declaration for their appointment as required under the Companies Act, 2013 and the rules theirunder:

Name of Director	**Mr. Subhash Patel**	**Ms. Harshita Jagwani**	**Mr. Govinder Singh**
Date of Birth	01/06/1960	09/05/1981	11/03/1956
Qualification	Chartered Accountant	Master of Management Studies	Chartered Accountant
Expertise in specific Functional Area	Finance, Accounts, taxation and Audit	Finance & Equity Analysis.	Finance, Accounts, taxation and Audit
Executive / Non Executive Director	Non Executive Director	Non Executive Independent Woman Director	Non Executive Independent Director
Promoter Group	Yes	No	No
Chairman/Member of Committees of the Board of which he/she is a Director	1. Asset Liability Management Committee 2. Loan and Investment Committee 3. Risk and Strategy Committee	1. Audit Committee 2. Nomination and remuneration committee	-
No. of Shares held	1,85,000	-	-
List of Directorship in other Companies	Dreams Stock Brokers Private Limited	-	-

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING

ITEM NO. 5:

Ms. Harshita Anil Jagwani (DIN 07797684) was appointed as an Additional Independent Director of the Company with effect from April 26, 2017 by the Board of Directors in accordance with the Companies Act, 2013, She holds office upto the date of upcoming Annual General Meeting and she needs to be regularized in the Annual general Meeting.

Ms. Harshita Jagwani has given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act.

She has worked with many leading Companies/entities like Sutherland Global Services, Arm Research Private Limited, Morgan Stanley, etc.

The Board recommends the resolution set forth in Item no. 5 for the approval of the Members.

ITEM NO. 6:

Mr. Govinder Singh (DIN 00025406) was appointed as an Additional Independent Director of the Company with effect from July 11, 2017 by the Board of Directors in accordance with the Companies Act, 2013, He holds office upto the date of upcoming Annual General Meeting and he needs to be regularized in the Annual General Meeting.

Mr. Govinder Singh has given a declaration to the Board that he meets the criteria of independence as provided under Sec tion 149(6) of the Act.

Mr. Govinder Singh is Chartered Accountant by profession and designated as Director. Previously he has been positioned as the CFO and International Business Head of Tata Housing Development Company. He was part of corporate sustainability initiatives of the Company and spearheading the implementation of an extensive ERP including adoption and adaptation of best practices.

With 35+ years of experience, working with prestigious brands including Bombay Dyeing, Indo Rama and Garware, Govinder demonstrated track record and proven expertise in driving efficiency and productivity through evaluation of financial management systems, corporate governance and implementation of process improvements across various segments and industries.

In past he was instrumental in management of overall business for various organizations, with following key responsibilities:

- Developing and executing business strategies.
- Preparing and implementing business plans to facilitate achievement.
- Maintain trust relationships with shareholders, business partners and authorities.
- Oversee the company's financial performance, investments and other business ventures.
- Review and approve reports submitted by operational team, before submission to Board.

He has versatile experience in capital raising through IPO, debt instruments, bank and financial institution in the sectors of Real Estate, Textile, Polyester, Packaging, and Hospitality.

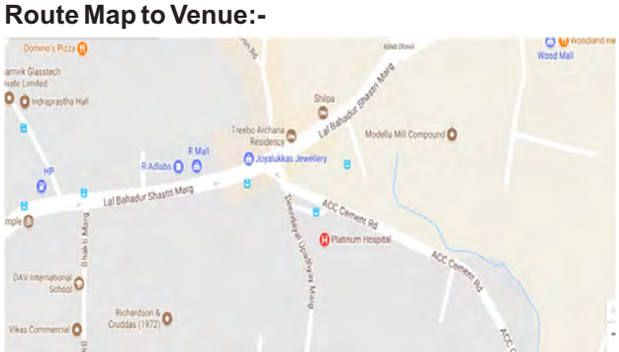
He was a member of the editorial board and various committees constituted by the Institute of Chartered Accountants of India (ICAI).

The Board recommends the resolution set forth in Item no. 6 for the approval of the Members

Date: 11/07/2017
Place: Mumbai

By the Order of the Board
Sd/-
Mahesh Pujara
Managing Director
(DIN : 01985578)

Route Map to Venue:-



DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 27th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2017.

SUMMARISED FINANCIAL RESULTS: **Amt. in lakhs**

Particulars	2016-17	2015-2016
Total Income	586.01	429.15
Total Expenditure	273.75	184.13
Profit Before depreciation interest and tax	312.26	245.02
Less: Depreciation	7.06	7.38
Less :Interest	165.15	109.12
Tax	41.01	42.52
Net Profit/(Loss) After Tax	99.04	86.00

YEARLY REVIEW:

The company is registered with National Housing Bank and governed by NHB norms. The Net NPA of the company as on 31st March, 2017 is 1.94%. The company has disbursed 201 loan proposals during this year amounting to Rs. 18.32 Crs. The total portfolio as on 31st March, 2017 stands at Rs. 42.21 Crs.

TRANSFER TO RESERVES:

The Company has transferred Rs. 24,97,935 to Special Reserves under Sec 36(1)(viii) of Income Tax Act, 1961 for the financial year 31st March, 2017 as per audited financial statements.

SHARE CAPITAL:

The Company has made Preferential issue and allotment of 29,11,755 equity shares of face value of Rs. 10/- each to identified investor as on 17th November, 2016 which resulted in increase of Paid up Share Capital of the Company to Rs. 14,28,17,550/-.

Allotment was made by Company as on 02nd December, 2016 to the following investors:

S.No.	Name of Allottee	No. of Shares allotted
1.	JM Financial Products Limited	15,05,650
2.	Chetan Shah HUF	2,01,105
3.	Shailaja Shah	1,35,000
4.	Sonal Shah	10,70,000

DIVIDEND:

The Board of Directors recommend dividend at the rate of Rs. 0.10 per equity share (FV of Rs. 10 each) for the year ended 31st March, 2017. The dividend on shares is subject to the approval of the shareholders at the Annual General Meeting scheduled on 17th August, 2017. The total dividend (including Dividend Distribution Tax) payout works out to 17.36% of the net profit for the results.

DEPOSITS:

As on 31st March, 2017, the Company held no deposit in any form from anyone. There were no deposits held by the company as on 31st March, 2017, which were overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved not to accept any deposit from public.