



**INDIA HOME
LOAN LTD.**



**29TH ANNUAL REPORT
2018 - 2019**

INDIA HOME LOAN LIMITED

CIN: L65910MH1990PLC059499

29TH ANNUAL REPORT 2018 - 2019

CONTENTS

Notice of 29th Annual General Meeting
Directors Report
Management and Dissuasion Analysis Report
Report on Corporate Governance
Managing Director & Chief Financial Officer Certification
Independent Auditors' Report
Balance Sheet
Statement of Profit & Loss
Cash Flow Statement
Notes to Financial Statement
Proxy Form

CORPORATE INFORMATION

BOARDS OF DIRECTORS

Mr. Mahesh Narshibhai Pujara
Mr. Mitesh Mahesh Pujara
Mr. Govinder Singh
Mr. Subhash Ambubhai Patel
Mrs. Shakuntala Bharat Merchant
Mrs. Harshita Anil Jagwani
Mr. Siddharth Pradip Kothari
Mr. Vinit Janardan Rai

Managing Director
Whole-Time Director
Independent Director
Non-Executive Director
Independent Director
Independent Director
Nominee Director
Nominee Director

KEY MANAGERIAL PERSONS

Mr. Vijay Dube
Mr. Satish Kumar Prajapati

Chief Financial Officer
Company Secretary

STATUTORY AUDITORS

G. P. Kapadia & Company

SECRETARIAL AUDITOR

Vikrant Sutrave & Associates

BANKERS

HDFC Bank Ltd.
IDBI Bank Ltd.
Kotak Mahindra Bank Ltd.
Axis Bank Ltd.
State Bank of India
AU Small Finance Bank

REGISTERED OFFICE

504/504A, 5th Floor, Nirmal Ecstasy,
Jatashankar Dosa Road, Mulund (w),
Mumbai 400080
Tel: 022 25683353/54/55
Email: customercare@indiahomeloan.co.in

SHARE TRANSFER AGENTS

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

Notice of the 29th Annual General Meeting

Notice is hereby given that the 29th Annual General Meeting (AGM) of the members of India Home Loan Limited will be held on Friday, 13th September, 2019, at 10:00 a.m. at Hotel Shubham Pure Veg, Flora Point, Near M.C.C College, S.N Road, Mulund West, Mumbai, 400080, to transact the following business :

Ordinary Business

Item No. 1 – Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company consisting of the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors thereon.

Item No. 2 – Declaration of dividend

To declare a dividend.

Item No. 3 – Re-appointment of Mr. Subhash Ambubhai Patel as a Director liable to retire by rotation

To appoint a Director in place of Subhash Ambubhai Patel (DIN: 00535221), who retires by rotation and being eligible, seeks re-appointment.

Item no. 4 – Appointment of Statutory Auditors and fix their remuneration

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Joshi & Shah, Chartered Accountants (Registration No. 0144627W), be and are hereby appointed as Auditors of the Company in place of retiring auditors M/s. G P Kapadia & Co., Chartered Accountants, Mumbai (Registration No. 104768W) to hold office for a period of 5 (five) consecutive years from the conclusion of Twenty Ninth Annual General Meeting till the conclusion of the Thirty Fourth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company from time to time.”

Special Business

Item No. 5 – Appointment of Mrs. Shakuntala Merchant as an Independent Director

To consider and, if thought fit, to pass the following resolution as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mrs. Shakuntala Merchant (DIN: 08237904), Independent Non-Executive Director of the Company who has submitted a declaration that she 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 Non-Executive Director of the Company, to hold office for a term of five consecutive years commencing from 28th September, 2018 upto 27th September, 2023.”

Item No. 6 – Approval of the India Home Loan Limited Employee Stock Options Plan – 2019

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) (the **“Act”**), Securities and Exchange Board of India (Share Based Employee Benefits Scheme) Regulations, 2014 (**“SEBI Regulations”**); provisions contained in the Memorandum of Association and the Articles of Association of the Company; such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the BSE Limited, Securities and Exchange Board of India and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**“NRC”**) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement “India Home Loan Limited Employee Stock Options Plan 2019 (**“ESOP 2019”**) and to create, grant, offer, issue and allot, at any time, to the present and / or future permanent employees of the Company working in India or abroad and / or directors (including whole-time directors who are not part of and/or related to promoter/promoter group but excluding Independent Directors) of the Company and any other individuals as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as “employees” or “said employees”) under ESOP 2019, 1,50,000/- (One Lakh Fifty Thousand Only) stock options convertible into 1,50,000/- (One Lakh Fifty Thousand Only) equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), having face value of INR 10/- (Rupees Ten only) per equity share, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act, SEBI Regulations and provisions of ESOP 2019;

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP 2019, as the Board in its absolute discretion deems fit, and as per draft submitted to this Meeting which draft is hereby specifically approved by the Members;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2019 and such equity shares allotted shall in all respects rank paripassu inter-se and with the then existing equity shares of the Company;

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2019;

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2019, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2019, from time to time, in conformity with the provisions of the Act, SEBI Regulations and other applicable rules, regulations, guidelines and laws, unless such variation,

amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under ESOP 2019;

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2019; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2019 and the issuance of the shares (including to amend or modify any of the terms thereof) and taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing regulations with the concerned Stock Exchanges, as and when required;

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to the aforesaid Resolution(s)."

INDIAHOME LOAN LIMITED
Directors
CIN: L65910MH1990PLC059499
504/504A, 5th Floor, Nirmal Ecstasy,
Jatashankar Dosa Road,
Mulund (w) Mumbai 400080
cs@indiahomeloan.co.in
www.indiahomeloan.co.in
August 9, 2019

by order of the Board of
for India Home Loan Limited

Sd/
Mahesh Pujara
Managing Director
(DIN: 01985578)

Notes :

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. A person can act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a proxy is appointed by a member holding more than 10% of the total share capital carrying voting rights, such person shall not act as proxy for any other person or member. Proxy holders are requested to carry an Identity Proof at the time of attending the meeting. A Proxy form is enclosed herewith.
- B. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the Special Business at item nos. 5 and 6 of the Notice, is annexed hereto and forms part of the Notice.
- C. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution/ Power of Attorney/ Authorisation Letter, authorising their representative to attend and vote at the Meeting.
- D. During the period beginning 24 hours before the time fixed for the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given

to the Company.

- E. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 9th September, 2019 to Friday, 13th September, 2019 (both days inclusive) for determining the entitlement of the members to the dividend for the Financial Year 2018-19. The final dividend for the Financial Year 2018-19, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration to those members, whose names appear on the Register of Members as on the close of business hours on Friday, 6th September, 2019. The final dividend as recommended by the Board of Directors, if declared at the ensuing AGM, will be paid on and from Friday, September 20, 2019 to those Members:
 - i) whose names appear in the Register of Members at the close of business hours on Friday, 6th September, 2019, in respect of shares held by them in physical form; and
 - ii) whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited at the close of the business hours on Friday, 6th September, 2019, in respect of shares held by them in dematerialised form.
- F. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- G. Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Accounts) Rules, 2014, electronic copy of the Annual Report for the financial year 2018-19 is being sent to those Members whose email IDs are registered with their respective Depository Participants (DPs), the Company or its Registrar and Transfer Agents, viz., Purva Shareregistry (India) Private Limited, unless any Member has requested for a hard copy of the same. Members, who have not registered their email addresses so far, are requested to promptly intimate the same to their respective DPs or to the Company/its Registrar and Transfer Agents, as the case may be. Physical copies of the Annual Report for the financial year 2018-19 will be sent through the permitted mode in cases where the email addresses are not available with the Company. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. Members may also send their requests to the Company's investor email id: cs@indiahomeloan.co.in.
- H. Electronic copy of the Notice convening the Twenty Ninth AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members who hold shares in dematerialised mode and whose email IDs are registered with their respective DPs. For those Members who have not registered their email address, physical copies of the said Notice, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
- I. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company records which will help the Company and the Company's Registrars and Transfer Agents, Purva Shareregistry (India) Private Limited (Purva) to provide efficient and better services. Members holding shares in physical form are requested to intimate aforesaid changes to Purva.
- J. **Voting through electronic means:**

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the ICSI as amended from time to time, the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be considered at the 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").
- II. The facility for voting through Polling Paper shall be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
- III. 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.
- IV. The remote e-voting period commences on Tuesday, September 10th, 2019 (9:00 AM) and ends on Thursday, September 12th, 2019 (5:00 PM). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Friday, September 6th, 2019, may cast their vote through 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
- V. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- A. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
- B. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- C. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

D. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

E. Your password details are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your e-mail id is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail id. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your e-mail id is not registered, your 'initial password' is communicated to you on your postal address.

F. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:

- a) Click on 'Forgot User Details/Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical 'User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

G. After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.

- H. Now, you will have to click on 'Login' button.
I. After you click on the 'Login' button, Home page of e-voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

- i. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
- iii. Select 'EVEN' of the Company.
- iv. Now you are ready for e-voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.
- vi. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional members (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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to cdsakaria.cs@gmail.com or with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical 'User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
 3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Limited., Trade World, 'A' Wing, Fourth Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, at the designated e-mail id: pallavid@nsdl.co.in / evoting@nsdl.co.in or at telephone no.: +91 22 2499 4545 who will also address the grievances connected with the e-voting. Members may also write to the Company Secretary at the e-mail id : cs@indiahomeloan.co.in
- VI. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Friday September 6, 2019.
- VII. 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. Friday, September 6th, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / R & T Agents. 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" option available on

- www.evoting.nsdl.com or contact NSDL at the telephone no. as mentioned above
- VIII. 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 Polling Paper.
- IX. Chintal D Sakaria (Membership No. F-9477/Certificate of Practice No. 20063), Proprietor of M/s. C D Sakaria & Associates, Practicing Company Secretaries has been appointed as the Scrutiniser to scrutinise the remote e-voting process and voting conducted through Polling Paper at the AGM in a fair and transparent manner.
- X. The Chairperson shall, at the AGM, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of Polling Paper for all those Members who are present at the AGM but have not cast their votes through remote e-voting facility.
- XI. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (Two) witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutiniser shall be placed on the website of the Company at www.futureretail.co.in and on the website of NSDL immediately after the declaration of result by the Chairperson or a person authorised by him in writing. The Results shall also be forwarded to Stock Exchanges.
- K. Route Map to the venue of the 29th Annual General Meeting of the Company forms part of this Notice.
- L. Members/Proxies are requested to bring their copies of Annual Report and Attendance Slip duly filled in for attending the Annual General Meeting.
- M. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
- N. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading and transfer is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. The ISIN of the Company is INE274E01015.
- O. Statutory Registers and documents referred to in the Notice and Explanatory statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. upto the date of the 29th Annual General Meeting and will also be available for inspection at the meeting.