



Annual-Report 2022-23

Mehta Housing Finance Limited

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1.Company Information:

MEHTA HOUSING FINANCE LIMITED	
CIN	L15100GJ1993PLC020699
Registered Office Address:	Plot No 1A Revenue Survey No 203, Savarkundla Road, Taveda, Mahuva, Bhavnagar, Gujarat – 364290.
Website & Email ID:	Email: mehtahousingfinanceltd@gmail.com Website: www.mehtahousing.com
Board of Directors and Key Managerial Personnel	<p><u>Managing Director and Chairman:</u> Mr. Vishal Ruparel</p> <p><u>Non-Executive Independent Directors:</u> Mr. Anand Thakkar Mr. Anand Ruparel Mr. Sanjay Shah Mrs. Jinal Shah</p> <p><u>Non-Executive-Non-Independent Directors:</u> Mrs. Trupti Ruparel Mr. Pankaj Ruparel Mr. Shyam Ruparel</p> <p><u>Key Managerial Personnel:</u> Mr. Ramjibhai Kanjariya– Chief Financial Officer Ms. Kinjal Kothari – Company Secretary and Compliance Officer</p>
Statutory Auditor	M/s. Gaudani & Associates, Chartered Accountants
Secretarial Auditor	M/s. Pinky Shethia and Associates, Practicing Company Secretary
Internal Auditor	M/s. Dhankot & Co., Chartered Accountants
Registrar & Share Transfer Agent	M/s. Purva Sharegistry (India) Private Limited 9 Shiv Shakti Industrial Estate, J.B. Boricha Marg, Lower Parel (East), Mumbai – 400 011.

2.NOTICE OF 29th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Mehta Housing Finance Limited (CIN: L15100GJ1993PLC020699) will be held on Friday, September 29, 2023, at 12:00 noon at 1st floor, Industrial Plot No. 43, Station Road, Mahuva, Gujarat - 364290, to transact the following businesses:

ORDINARY BUSINESSSES: -

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Pankaj Ruparel (DIN: 00077676) as a Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSSES: -

3. To appoint Statutory Auditors to fill casual vacancy and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and are hereby accorded to the appointment of M/s. VCA & Associates, Chartered Accountants (FRN:114414W), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Gaudani Associates, Chartered Accountants (FRN:0117217W) till the conclusion of this Annual General Meeting, at such remuneration as may be decided by the Board of Directors from time to time as recommended by the Audit Committee;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or persons authorized by the Board from time to time, be and are hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Board be and is hereby accorded to the appointment of M/s. VCA & Associates, Chartered Accountants (FRN:114414W), as Statutory

Auditors of the Company for a term of Five (5) consecutive years, to hold office from the conclusion of 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held in the year 2028 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors from time to time, as recommended by the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or persons authorized by the Board from time to time, be and are hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To consider and approve Related Party Transaction with Ruparel Foods Private Limited, Related Party, and in this regard, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the proviso to Section 188(1) of the Companies Act, 2013 and Regulation 23 and the other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and are hereby accorded for sale, purchase or supply of any goods or materials relating to the business of the Company to/from Ruparel Foods Private Limited, related party, for an aggregate value not exceeding Rs.100 crore upto September 30, 2024 on the terms and conditions to be mutually agreed between the parties;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or persons authorized by the Board from time to time, be and are hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

6. To consider and approve Related Party Transaction with SAMT Foods Private Limited (Formerly Ruparel Food Specialties Private Limited), Related Party, and in this regard, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the proviso to Section 188(1) of the Companies Act, 2013 and Regulation 23 and the other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and are hereby accorded for sale, purchase or supply of any goods or materials relating to the business of the Company to/from SAMT Foods Private Limited (Formerly Ruparel Food

Specialties Private Limited), related party, for an aggregate value not exceeding Rs.100 crore upto September 30, 2024 on the terms and conditions to be mutually agreed between the parties;

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or persons authorized by the Board from time to time, be and are hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**By Order of the Board of Directors
For Mehta Housing Finance Limited**

**Kinjal Kothari
Company Secretary and Compliance Officer
Membership No.: A60997**

Date: August 29, 2023

Registered Office:

Plot No 1A Revenue Survey No 203, Savarkundla Road, Taveda, Mahuva Bhavnagar 364290.

Email: mehtahousingfinanceltd@gmail.com

Website: www.mehtahousing.com

CIN: L15100GJ1993PLC020699

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard-2 ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

2. MEMBERS ENTITLED TO ATTEND AND VOTE 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. THE INSTRUMENT APPOINTING PROXY 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.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other member.

3. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
4. The proxy – holder shall prove his identity at the time of attending the Meeting.
5. A proxy shall not have a right to speak at the meeting and shall not be entitled to vote except on a poll.
6. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
7. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to the Proxy Form. Members/ Proxies are requested to bring the Attendance Slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
8. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Members desirous of getting any information on the Annual Accounts, at the AGM, are requested to write to the Company at least 10 days in advance, so as to enable the Company to keep the information ready.
10. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, 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 advance notice in writing is given to the Company.
11. 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 available for inspection by the members at the AGM.
12. The Register of Members and Share Transfer Books will remain closed from Saturday, September 23, 2023, to Friday, September 29, 2023 (both days inclusive) for the purpose of AGM.
13. Members whose shareholding is in the electronic mode are requested to direct change of correspondence address, e-mail id and updates of savings bank account details to their respective Depository Participant(s).
14. Members are requested to address all correspondence to the Registrar and Share Transfer Agent (RTA), M/s. Purva Sharegistry (India) Pvt. Ltd, Unit no. 9, Shiv Shakti Industrial Estate. J.R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (East), Mumbai 400-011.
Contact No. (022) 23016761/8261
E-mail ID: support@purvashare.com
15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
16. As per regulation 40 of SEBI Listing Regulations as amended, the securities of the company can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agent.

17. Members holding shares in physical form and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit to the RTA of the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation, as the case may be. Members holding shares in demat mode may contact their respective Depository Participant for availing this facility.
18. Members having multiple folios are requested to consolidate their folios into single folio and for this purpose send request along with the original certificates to the RTA specifying the folio number under which they desire to hold the shares.
19. Copies of the Annual Report 2022-23, the Notice of the 29th AGM and instructions for e-voting, along with the Attendance Slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company/depository participant(s)., In view of owing to the difficulties involved in dispatching of physical copies of Annual Report, the Ministry of Corporate Affairs ("MCA") has vide its circular no. 20/2020 dated May 5, 2020 and circular no. 10/2022 dated December 28, 2022 and subsequently SEBI vide its circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 have relaxed the requirement of sending hardcopy of Annual Report and directed the Companies to send the Annual Report by e-mail to all the Members of the Company .
20. Members may also note that the Notice of the 29th AGM, Attendance Slip, Proxy Form, Route Map, Ballot paper and the Annual Report, 2022-23 will be available on the Company's website www.mehtahousing.com. 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 up to the date of the AGM. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: mehtahousingfinancetd@gmail.com.
21. To support the 'Green Initiative' Members who have not registered their email addresses are requested to register the same with the Company's RTA / their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
22. The remote e-voting period commences from **Monday, September 25, 2023, at 9.00 a.m.** and ends on **Thursday, September 28, 2023, at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on **September 22, 2023 (cut-off date)** may cast their vote electronically.
23. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
24. The voting rights of shareholders shall be in proportion to the share in the paid-up equity share capital of the Company as on September 22, 2023, the cut-off date.

25. The Company has appointed Mrs. Pinky Shethia Chheda, proprietor of M/s. Pinky Shethia and Associates, Practicing Company Secretary as a scrutinizer for conducting the remote e-voting and polling process at the AGM in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) in the presence of at least two (2) witnesses, not in the employment of the Company and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
27. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.mehtahousing.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results BSE Limited, where the shares of the Company are listed.
28. In the event of a poll at the meeting, please note that the members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized, and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules.
29. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 29th Annual General Meeting of the Company scheduled to be held on Friday, September 29, 2023.
30. Additional information pursuant to Regulation 36 of the SEBI Listing Regulations and SS-2 issued by ICSI in respect of the Directors seeking appointment /re-appointment at the AGM are furnished below. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.

I) Mr. Pankaj Ruparel

Name & Designation	Mr. Pankaj Ruparel, Non- Executive Director
Director Identification Number (DIN)	00077676
Date of Birth & Age	August 21, 1959 & 64 Years
Qualifications	B.Sc Agriculture (1 st year)
Expertise in specific functional area	Mr. Pankaj Ruparel is having over 45 years of varied expertise in the field of manufacturing of nets, plastics and Food industry. He is also associated in various social activities carried out of by the renowned organizations.
Director of the Company since	August 13, 2022
Number of Shares held in the Company as on March 31, 2023	5,59,307 (18.15%)