MEHTA HOUSING FINANCE LIMITED

22nd

Annual Report

2015-16

MEHTA HOUSING FINANCE LIMITED
CIN-L65910GJ1993PLC020699
ISIN - INE239B01014
BSE Scrip Code - 511740

REGISTERED OFFICE
004, Law Garden Apartment,
Scheme-I, Opp. Law Garden,
Ellisbridge, Ahmedabad 380 006

BOARD OF DIRECTORS
Chirag D. Mehta (DIN-00484709)
Mitesh T. Sheth (DIN- 02103370)
Bhavna D. Mehta (DIN-01590958)
Ramniklal D. Sojitra (DIN- 00350946)

AUDITORS
Dinesh K. Shah & Co.
Chartered Accountants
507, Hemkoot Complex,
B/h LIC Building
Ashram Road,
Ahmedabad- 380009
Membership No.- 010477
Firm Reg. No.- 102602W

BANKERS
Axis Bank
Trishul , Opp. Samartheshwar
Temple, Law Garden,
Ellisbridge, Ahmedabad
Pin-380006, Ph- 079-66306102

REGISTRAR & SHARE TRANSFER AGENT
M/s. Purva Sharegistry (India) Pvt. Ltd.
9 Shiv Shakti Industrial Estate
J. R. Boricha Marg
Lower Parel, Mumbai-400 011.
Tele. No. (022) 23016761, 23010771
E-mail ID: busicomp@vsnl.net

LISTING OF EQUITY SHARES
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

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NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of Mehta Housing Finance Limited(CIN-L65910GJ1993PLC020699) will be held on Saturday, 20th August, 2016 at 12:30 p.m. at 004, Law Garden Apartment, Scheme-I, opp. Law Garden, Ellisbridge, Ahmedabad - 380006 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Mr. Chirag D. Mehta (DIN-00484709), who retires by rotation and being eligible offers himself for re-appointment.

3. **APPOINTMENT OF AUDITORS M/S DINESH K. SHAH & CO., CHARTERED ACCOUNTANT:**

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 139,141 and 142 and any other applicable provisions, if any, of the Companies Act, 2013 read with the rules thereto, as amended from time to time, Dinesh K. Shah & Co., Chartered Accountants (Firm Registration No.- 102602W), the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting at such remuneration plus service tax at the applicable rate, from time to time, plus out-of-pocket expenses incurred by them for the purpose of audit of the Company's accounts, exclusive of any remuneration, fees or charges payable to them for rendering any other services that may be rendered by them to the Company from time to time other than in the capacity of Auditors, as may be fixed by the Board of Directors."

SPECIAL BUSINESS:

4. **APPOINTMENT OF INDEPENDENT DIRECTOR:**

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 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule- IV to the Act, as amended from time to time, Mr. Mitesh T. Sheth (DIN: 02103370), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a period of 5 (Five) consecutive years w.e.f. the date of conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. CONTRIBUTION TO BONA FIDE AND CHARITABLE FUNDS:

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 181 and any other applicable provisions, if any, of the Companies Act, 2013 read with rules, circulars and notifications thereto ,permission be and is hereby accorded to the Board of Directors of the Company ("**the Board**") to contribute, in one or more tranches, in any financial year, either directly or through a non-profit organization, or in any other manner as considered appropriate by the Board, to such bona fide charitable and other funds as may be deemed fit and appropriate by the Board which in any financial year may exceed 5% or such other percentage as may be prescribed under law from time to time of average net profits for the three immediately preceding financial years of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such other steps as may be considered, necessary, proper or expedient to give effect to this Resolution."

6. RELATED PARTY TRANSACTIONS:

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

"**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rule, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 and any other regulations as may be applicable to the company from time to time and subject to any other applicable laws and regulations from time to time, the consent of members of the Company be and is hereby accorded to the Board of Directors to ratify existing contracts and enter into contracts and/or arrangements with MEHTA INTEGRATED FINANCE LTD and MEHTA SECURITIES LTD, Directors, associates their relatives and associated companies/persons as defined under the Act, the details of which are mentioned in the Explanatory Statements of this resolution and as board of directors deems fit as detailed hereunder:

a) To sell, purchase or supply of any goods or materials irrespective of the same exceeding 10% of the turnover of the company or Rs. One Hundred Crore, whichever is lower ;
b) selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, irrespective of the same exceeding ten per cent of net worth of the company or rupees one hundred crore, whichever is lower ;
c) leasing of property of any kind irrespective of the same exceeding ten per cent of the net worth of the company or ten per cent of turnover of the company or rupees one hundred crore, whichever is lower ;

d) to render or avail any service of any nature irrespective of the same exceeding 10% of the turnover of the company or Rs. Fifty Crores, whichever is lower or such other limits as may be specified in the act from time to time, as per the terms and conditions set out in the as may be fixed by the Board with the related parties ;

e) To appoint to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration irrespective of the same exceeding two and half lakh rupees.

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

7. ISSUE OF SHARES WITH DIFFERENTIAL RIGHTS:

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 43 of the Companies Act,2013 read with Rule 4 of Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 and Companies (Amendment) Bill,2016 introducing amendment to various provisions of Companies Act,2013 which includes the amendment to Section 110 (1) providing by way of adding proviso to said section an option to the Companies which are mandatorily required to provide facilities to shareholders to vote through electronic means under Section 108 of Companies Act,2013 to either pass such businesses at General Meeting or by way of Postal Ballot and/or subject to the law prevailing at that point of time and further subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 and any other regulations as may be applicable to the company from time to time and any other laws as may be applicable to the company and subject to the Memorandum and Articles of Association of the Company, the consent be and is hereby accorded to the Board of Directors for the issue of Equity Shares with differential rights, which shall not exceed 26% or prescribed percentage under law from time to time of the total post-issue paid up equity share capital of the Company including equity shares with differential rights issued at any point of time in accordance with the prevalent law at the time of making such issue.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things and take all such other steps as may be considered, necessary, proper or expedient to give effect to this Resolution."

8. ADOPTION OF NEW ARTICLES OF ASSOCIATION:

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

"**RESOLVED THAT** pursuant to provision of section 14 and other applicable provisions, if any, of Companies Act 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the existing Articles of Association of the company be and is hereby replaced with the new Articles of Association, draft whereof was placed in the meeting and was initialed by the Chairperson for

the mark of identification and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

9. ALTERATION IN THE RIGHTS ATTACHED TO A CLASS OF SHARES OR DEBENTURES OR OTHER SECURITIES:

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

"**RESOLVED THAT** pursuant to the provisions of Section 48 of the Companies Act,2013 and such other applicable provisions, if any, of the Companies Act, 2013 and Companies (Amendment) Bill,2016 and/or the law prevailing at that point introducing amendment to various provisions of Companies Act,2013 which includes the amendment to Section 110 (1) providing by way of adding proviso to said section an option to the Companies which are mandatorily required to provide facilities to shareholders to vote through electronic means under Section 108 of Companies Act,2013 to either pass such businesses at General Meeting or by way of Postal Ballot and/or subject to the law prevailing at that point of time and further subject to SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 and any other regulations as may be applicable to the company from time to time and any other laws as may be applicable to the company from time to time and subject to the Memorandum and Articles of Association of the Company, the Company is hereby authorised to carry out variation in rights attached to a class of shares or debentures or other securities in a manner specified under Section 48 of Companies Act, 2013 read with rules thereto as and when different class of securities are issued by the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things which may be necessary, usual, expedient and proper to give effect to this resolution."

Place: Ahmedabad
Date: 30th May, 2016

By order of Board of Directors:

Sd/-
Mr. Chirag D. Mehta
Managing Director
(DIN: 00484709)

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**

2. **THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.

4. Members are requested to bring the admission slips along with their copy of the Annual Report at the Meeting.

5. The Company has notified closure of Register of Members and Share Transfer books on 20th August, 2016 for the purpose of 22nd Annual General Meeting.

6. All documents referred to in the accompanying notice and explanatory statement will be kept open for inspection at the Registered Office of Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of AGM.

7. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.

8. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to Company's R & T Agent – M/s. Purva Sharegistry (India) Pvt. Ltd., 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011. Tele. No. (022) 23016761, 23010771, E-mail ID: busicomp@vsnl.net for nomination form by quoting their folio number.

9. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.

10. The copies of the Annual Report will also be made available on Company's website and at the registered office of the company for inspection during normal business hours on working days and also on the website of the stock exchange where the shares of the Company have been listed viz., BSE Limited - www.bseindia.com.

11. Process and manner for members opting for voting through Electronic means:

i. 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 the Listing Regulations, 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).

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date of 13th August,2016, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. 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. 13th August,2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mehtahousingfinanceltd@gmail.com or busicomp@gmail.com

iv. 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 following toll free no.: 1800-222-990.

v. The remote e-voting will commence on 17th August, 2016 at 9.00 a.m. and will end on 19th August, 2016 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 13th August, 2016, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.

vi. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

vii. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.

viii. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date of 13th August, 2016.

ix. The Company has appointed CS Sanjay Kukadia, Practicing Company Secretary (Membership No. ACS: 20674; CP No: 11308), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper at the AGM, in a fair and transparent manner.

x. 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 three days 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.

xi. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.mehtafinance.com 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.

xii. The procedure and manner for remote e-voting are, as follows:

Kindly note that the E- voting shall commence on Wednesday, 17th August, 2016 at 9:00 A.M. and will end on Friday, 19th August, 2016 at 5:00 P.M.

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; "MHFL 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.

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

(iii) Click on Shareholder - Login

(iv) Put 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 "Mehta Integrated Finance 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 kukadiasanjay@rediffmail.com 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) Initial password is provided as below for the AGM :

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

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

Please note that:

- Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- 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.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.
- E-Voting manual and procedure is available on NSDL/CDSL website as per central government guidelines. Kindly refer your ID and password sent to you and procedure thereof to vote in electronic mode from website.
- In case of queries, please refer to the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the Downloads section of *www.evoting.nsdl.com* or contact NSDL at Tel: (022) 2499 4200.
- In case, you wish to get a physical copy of the Annual Report, you may send your request to *mhfl_investors@yahoo.co.in* mentioning your Folio/DPID & Client ID No.