

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting (AGM) of the members of India Home Loan Limited (CIN: L65910MH1990PLC059499) will be held on Saturday, September 30, 2023 at 12.30 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), 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 for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 – Re-appointment of Mr. Mitesh M. Pujara as a Director liable to retire by rotation

To appoint a Director in place of Mr. Mitesh M. Pujara (DIN: 02143047), the Executive Director, who though not liable to retire by rotation is retiring by rotation to enable compliance by the Company with the provisions of Section 152 of the Companies Act, 2013 (hereinafter called "the Act") and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

Item No. 3 – Re-appointment of Mr. Mahesh Narshibhai Pujara as Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Mr. Mahesh N. Pujara (DIN: 01985578) be and is hereby re-appointed as the Managing Director of the Company for a further period of three years commencing from 21st August 2023 till 20th August 2026 at a consolidated remuneration not exceeding Rs. 72 lakhs (Rupees Seventy Two Lakhs only) per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this notice, with liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed by and between the Board/Nomination and Remuneration Committee and Mr. Pujara;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out by Nomination and Remuneration Committee, as the minimum remuneration, subject to provisions of section 197 and ceiling as specified in Schedule V of the Companies Act, 2013 from time to time in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby authorised to take such steps, file necessary e-form with the Registrar of Companies and to do all such acts, matters and things as may be required/ necessary to give effect to the above resolution."

Item No. 4 – Re-appointment of Mr. Mitesh Mahesh Pujara as Whole-time Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other consents and permission as may be required, Mr. Mitesh M. Pujara (DIN: 02143047) be and is hereby re-appointed as the Whole-time Director of the Company for a further period of three years commencing from 21st August 2023 till 20th August 2026 at a consolidated remuneration not exceeding Rs. 65 lakhs (Rupees Sixty Five Lakhs only) per annum inclusive of any remuneration directly or

otherwise or by way of salary and perquisites, performance based rewards/incentives, on the terms and conditions as set out in the Explanatory Statement annexed to this notice, with liberty to the Board/Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment in such manner as may be agreed by and between the Board/Nomination and Remuneration Committee and Mr. Pujara;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out by Nomination and Remuneration Committee, as the minimum remuneration, subject to provisions of section 197 and ceiling as specified in Schedule V of the Companies Act, 2013 from time to time in accordance with the provisions of the Companies Act, 2013;

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby authorised to take such steps, file necessary e-form with the Registrar of Companies and to do all such acts, matters and things as may be required/necessary to give effect to the above resolution.”

By Order of the Board

**Shilpa Katare
Company Secretary**

Date: September 4, 2023

Registered Office:

504/504A, 5th Floor, Nirmal Ecstasy,
Jatashankar Dosa Road,
Mulund (w) Mumbai 400080
customercare@indiahomeloan.co.in
www.indiahomeloan.co.in
CIN: L65910MH1990PLC059499

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General circulars dated May 5, 2022, December 8, 2021, December 14, 2021, January 13, 2021, May 5, 2020, April 13, 2020, April 8, 2020 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated January 5, 2023, May 13, 2022, January 15, 2021 and May 12, 2020 ('SEBI Circulars') has also granted relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses mentioned above is annexed hereto. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment at this AGM is annexed hereto.
3. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars read with SEBI Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, June 15, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
7. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.indiahomeloan.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 23, 2023 to Saturday, September 30, 2023 (both days inclusive) for the purpose of Annual General Meeting.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. September 23, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. 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 call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. September 1, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Wednesday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="475 327 874 576" style="border: 1px solid black; padding: 5px; text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User 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 126390 then user ID is 126390001***

5. Password details for shareholders other than Individual shareholders 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 you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .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 email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. 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.
 - c) 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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cdsakarica.cs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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 Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@indiahomeloan.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@indiahomeloan.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The remote e-voting period commences on Wednesday, September 27, 2023 (9:00 AM) and ends on Friday, September 29, 2023 (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 Saturday, September 23, 2023, 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. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
2. Members holding shares either in physical form or in dematerialized form, as on the close of business hours on Saturday, September 23, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. 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. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
3. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
4. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
5. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
6. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
7. Mr. Chintal D Sakaria (Membership No. F-9477/Certificate of Practice No. 20063), Proprietor of M/s. C D Sakaria & Associates, Practising 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.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@indiahomeloan.co.in. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at cs@indiahomeloan.co.in from September 23, 2023 to September 25, 2023. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

OTHER INSTRUCTIONS

- (i) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make within two working days of 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 authorised by him in writing, who shall countersign the same.
- (ii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.indiahomeloan.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed

By Order of the Board

Shilpa Katare
Company Secretary

Date: September 4, 2023

Registered Office:

504/504A, 5th Floor, Nirmal Ecstasy,
Jatashankar Dosa Road,
Mulund (w) Mumbai 400080
customercare@indiahomeloan.co.in
www.indiahomeloan.co.in
CIN: L65910MH1990PLC059499

STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)**ITEM NO. 3**

Mr. Mahesh Narshibhai Pujara was appointed as the Managing Director of the Company on 21st August 2018 to hold office for a term of five years, till 20th August 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 9, 2023, re-appointed Mr. Mahesh N. Pujara as the Managing Director of the Company for a period of three years with effect from 21st August 2023, subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting (“AGM”) and other necessary approvals, as may be required. Further, Mr. Mahesh N. Pujara was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

The appointment of Mr. Mahesh N. Pujara is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no. 3 of the notice of your approval.

The statement required pursuant to the provision of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:**1) Nature of Industry:**

The Company is registered with National Housing Bank (“NHB”) and governed by NHB norms as a Housing Finance Company. Housing loans include finance for the purchase of ready or under- construction housing units, home renovation/ extension, self-construction, purchase of plots and composite loan for purchase at affordable thousand segment of plot and self-construction. Special care is taken to enable home loan access to the Low - and Mid - Income (LMI) segment, while designing the product and processes. Home loan products are being offered at fixed rates, giving customers an option to decide on the type of interest rate risk.

2) Date or expected date of commencement of commercial production

Not Applicable since Company has already commenced business.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4) Financial Performance based on given indicators:

The Company’s Net Profit after tax was Rs. 112.20 lakhs for the financial year 2020-21 and the Company’s Net Profit after tax was Rs. 191.55 lakhs for the financial year 2021-22. The Company has earned a Net Profit after tax of Rs. 60.55 lakhs for the financial year 2022-23.

5) Foreign investments or collaborations, if any.

There is no foreign investment made or collaborators in the Company.

II. Information about the Director: Mr. Mahesh Narshibhai Pujara

1) Background details:

Mr. Mahesh Narshibhai Pujara has over 40 years of experience in financial services industry including over 12 years in affordable housing finance.

2) Past remuneration:

Mr. Mahesh Narshibhai Pujara has drawn past remuneration of Rs. 49,50,000 p.a. in the financial year 2022-23.

3) Recognition or awards:

NIL

4) Job profile and his suitability:

Mr. Mahesh Narshibhai Pujara, businessman and promoter of the Company has vast experience in the field of housing finance. He is responsible for managing the affairs of the Company. He has more than 12 years of experience in Home Loan Segment and the Company has progressed under his strategic leadership. His liasoning skills and experience are a great asset to the Company. He is especially well connected in Gujarat region and has helped the Company gain a very strong foothold in the affordable housing finance industry in Gujarat.

5) Remuneration proposed:

It has been proposed to pay a consolidated remuneration not exceeding of Rs. 72 lakhs per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives to Mr. Mahesh Narshibhai Pujara for the Financial Year 2023-24 as per the recommendation of the Nomination & Remuneration Committee and Board of Directors requiring approval under Section 197 read with Schedule V of the Act. He is being re-appointed to hold office for a period of three years. In the event of loss or inadequacy of profits in any financial year, he shall be paid salary, perquisites and other allowances as set out by Nomination and Remuneration Committee, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, capability and involvement of Mr. Mahesh Narshibhai Pujara in the Company, the proposed remuneration is reasonable and is commensurate with industry standards.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration mentioned above, Mr. Mahesh Narshibhai Pujara holds equity shares in the Company and besides is the father of Mr. Mitesh Mahesh Pujara, Whole-time Director of the Company.

III. Other information:

1) Reasons of loss or inadequate profits:

The Company is engaged in the business of housing finance. The Company have inadequate profits because of reduction in loan book due to non-availability of funds from Banks/Financial Institutions, whereas expenses remaining consistent. However, since the Company is proposing to provide remuneration beyond the limits prescribed as per the provisions of section 197 read with Schedule V of the Companies Act, 2013, which provisions require member's approval, the Company seeks consent of the members.

2) Steps taken or proposed to be taken for improvement:

The Company is looking forward to take such steps and measures including expansion, diversification, co-lending, opening of new branches etc., which are in the best interest of the Company.

3) Expected increase in productivity and profits in measurable terms:

The Company is taking all steps to improve its profitability and in view of various steps taken by the Company the performance of the Company should improve in the future.

The Board recommends the resolution for the approval of the members as Special Resolution

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company except Mr. Mahesh Narshibhai Pujara to the extent of the remuneration being paid to him and Mr. Mitesh Mahesh Pujara to the extent of his being interested in the resolution as a relative (son) of Mr. Mahesh Narshibhai Pujara.

ITEM NO. 4

Mr. Mitesh Mahesh Pujara was appointed as the Whole-time Director of the Company on 21st August 2018 to hold office for a term of five years, till 20th August 2023. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on August 9, 2023, re-appointed Mr. Mitesh M. Pujara as the Whole-time Director of the Company for a period of three years with effect from 21st August 2023, subject to approval of the Shareholders of the Company at the ensuing Annual General Meeting ("AGM") and other necessary approvals, as may be required. Further, Mr. Mitesh M. Pujara was re-designated as Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

The appointment of Mr. Mitesh M. Pujara is appropriate and in the best interest of the Company. Thus, the Board of Directors recommends the resolution set out at Item no. 4 of the notice of your approval.

The statement required pursuant to the provision of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION:

1) Nature of Industry:

The Company is registered with National Housing Bank ("NHB") and governed by NHB norms as a Housing Finance Company. Housing loans include finance for the purchase of ready or under- construction housing units, home renovation/ extension, self-construction, purchase of plots and composite loan for purchase at affordable thousand segment of plot and self-construction. Special care is taken to enable home loan access to the Low - and Mid - Income (LMI) segment, while designing the product and processes. Home loan products are being offered at fixed rates, giving customers an option to decide on the type of interest rate risk.

2) Date or expected date of commencement of commercial production

Not Applicable since Company has already commenced business.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4) Financial Performance based on given indicators:

The Company's Net Profit after tax was Rs. 112.20 lakhs for the financial year 2020-21 and the Company's Net Profit after tax was Rs. 191.55 lakhs for the financial year 2021-22. The Company has earned a Net Profit after tax of Rs. 60.55 lakhs for the financial year 2022-23.

5) Foreign investments or collaborations, if any.

There are no foreign investments made or collaborators in the Company.

II. Information about the Director: Mr. Mitesh Mahesh Pujara

1) Background details:

Mr. Mitesh Mahesh Pujara has vast experience in the field of housing finance and he is exclusively working for the Company and overseeing the business development activities of the Company.

2) Past remuneration:

Mr. Mitesh Mahesh Pujara has drawn past remuneration of Rs. 44,55,012 p.a. in the financial year 2022-23.

3) Recognition or awards:

NIL

4) Job profile and his suitability:

Mr. Mitesh Mahesh Pujara has rich experience in the field of housing finance and he overlooks the marketing and recovery operations of the business.

5) Remuneration proposed:

It has been proposed to pay a consolidated remuneration not exceeding of Rs. 65 lakhs per annum inclusive of any remuneration directly or otherwise or by way of salary and perquisites, performance based rewards/incentives to Mr. Mitesh Mahesh Pujara for the Financial Year 2023-24 as per the recommendation of the Nomination & Remuneration Committee and Board of Directors requiring approval under Section 197 read with Schedule V of the Act. He is being re-appointed to hold office for a period of three years. In the event of loss or inadequacy of profits in any financial year, he shall be paid salary, perquisites and other allowances as set out by Nomination and Remuneration Committee, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Taking into account the size of the Company, industry benchmark in general, profile, position, responsibility, capability and involvement of Mr. Mitesh Mahesh Pujara in the Company, the proposed remuneration is reasonable and is commensurate with industry standards.

7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

Apart from the remuneration mentioned above, Mr. Mitesh Mahesh Pujara holds equity shares in the Company and besides is the son of Mr. Mahesh Narshibhai Pujara, Managing Director of the Company.

III. Other information:

1) Reasons of loss or inadequate profits:

The Company is engaged in the business of housing finance. The Company have inadequate profits because of reduction in loan book due to non-availability of funds from Banks/Financial Institutions, whereas expenses remaining consistent. However, since the Company is proposing to provide remuneration beyond the limits prescribed as per the provisions of section 197 read with Schedule V of the Companies Act, 2013, which provisions require member's approval, the Company seeks consent of the members.

2) Steps taken or proposed to be taken for improvement:

The Company is looking forward to take such steps and measures including expansion, diversification, co-lending, opening of new branches, etc which are in the best interest of the Company.

3) Expected increase in productivity and profits in measurable terms:

The Company is taking all steps to improve its profitability and in view of various steps taken by the Company, the performance of the Company should improve in the future.

The Board recommends the resolution for the approval of the members as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company except Mr. Mitesh Mahesh Pujara to the extent of the remuneration being paid to him and Mr. Mahesh Narshibhai Pujara to the extent of his being interested in the resolution as a relative (father) of Mr. Mitesh Mahesh Pujara.

By Order of the Board

**Shilpa Katare
Company Secretary**

Date: September 4, 2023

Registered Office:

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Jatashankar Dosa Road,
Mulund (w) Mumbai 400080
customercare@indiahomeloan.co.in
www.indiahomeloan.co.in
CIN: L65910MH1990PLC059499

ADDITIONAL INFORMATION OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT(S) AT THIS ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) zREGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS

Name of the Director	Mr. Mahesh N. Pujara	Mr. Mitesh M. Pujara
Date of Birth	11.05.1955	03.07.1976
Date of First Appointment (appointment as an additional director on the Board)	21.08.2008	21.08.2008
Date of Last Re-appointment	21.08.2018	21.08.2018
Qualification(s)	B.com (Second year)	B.com
Brief Profile	Mr. Mahesh N. Pujara has over 40 years of experience in the financial services industry including 12 years of experience in the affordable housing finance sector. He is leading the business operations of India Home Loan Limited and provides strategic leadership and focus to the Company.	Mr. Mitesh M. Pujara has been working in the financial sector and capital market for the last 16 years. As the Whole-time Director of India Home Loan Limited, he provides the strategic leadership and focus to the business.
Relationship with other Directors, Manager and Key Managerial Personnel (KMP)	Father of Mr. Mitesh M. Pujara, Whole-time Director of the Company	Son of Mr. Mahesh N. Pujara, Managing Director of the Company
Expertise in specific functional Areas	Finance sector	Finance sector
Shares held in the Company	9,69,700	7,75,290
Directorships held in other listed companies* excluding foreign companies	Nil	Nil
Memberships of Committees in other listed companies**	Nil	Nil
Details of remuneration paid during the financial year (FY) 2022-23	49,50,000	44,55,012
Remuneration sought to be paid	59,40,000	53,46,015
Terms and conditions of Appointment	Appointed for a period of three years at a consolidated remuneration of Rs. 72 lakhs per annum inclusive of any other remuneration and on terms and conditions as decided by Nomination and Remuneration Committee	Appointed for a period of three years at a consolidated remuneration of Rs. 65 lakhs per annum inclusive of any other remuneration and on terms and conditions as decided by Nomination and Remuneration Committee
No. of Board Meetings attended during the financial year 2022-23	5	4

*Only equity listed entities are considered.

**Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed entities have been considered.