

Date: 27th March , 2017

To,
The Secretary ,
The Bombay Stock Exchange,
Phirroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001.

BSE CODE: 530979

Subject: Notice of Postal Ballot

Dear Sir,

This is to inform you that Board have decided to conduct Postal Ballot process to obtain approval of shareholders on the business as mentioned in the Postal Ballot Notice. Please find enclosed herewith copy of the said postal Ballot Notice.

You are requested to note that record date for dispatching of Notice for Postal Ballot is on 21st March, 2017.

Please note the voting period, including e-voting for postal ballot commences from 30th March, 2017 at 09.00 a.m. and ends on 28th April, 2017 at 05.00 p.m.

For INDIA HOME LOAN LIMITED



Mahesh Narshibhai Pujara
Managing Director
(DIN: 01985578)



INDIA HOME LOAN LIMITED

REG. OFF.: 505, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund (W),
Mumbai-400080, Maharashtra, India
CIN: L65910MH1990PLC059499, EMAIL ID: ihll@ymail.com; PH NO: 022 2568 3353/54/55
COMPANY WEBSITE: www.indiahomeloan.co.in

Postal Ballot Notice (Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), Secretarial Standard 2 ("SS2") on General Meetings, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions appended below, are proposed to be passed by the Members through postal ballot (voting by post or through electronic means within a period of 30 days from the dispatch of this notice, shareholders to signify assent / dissent by post or through electronic voting, i.e. e-voting).

The details of the proposed resolutions are as follows:

1. To authorise the Board to borrow money in excess of the Companies Paid up Capital and free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013.
2. To approve increase in the managerial remuneration of Mr. Mahesh Pujara, Managing Director, as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
3. To approve increase in the managerial remuneration of Mr. Mitesh Pujara, Whole time Director, as per the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning the items and the reasons thereof are annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company have appointed Mr. Ulhas Shetty, Company Secretary in Practice, Proprietor of M/s. Ulhas Shetty & Co., Company Secretaries, Mumbai (Membership No. A32030), as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted.

The Postal Ballot Forms may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Friday, 28 April, 2017 (5.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Further, the Company, in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 is pleased to provide the Members with the facility to exercise their rights to vote electronically, i.e. through remote e-voting facilities provided by National Securities Depository Limited (NSDL). Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The e-voting period shall commence at 9.00 a.m. on Thursday, 30 March, 2017 and end at 5.00p.m. on Friday, 28 April, 2017.

References to postal ballot in this Postal Ballot Notice include votes received electronically (remote e-voting). The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballot and remote e-voting. The result of the Postal Ballot shall be announced on or before Saturday, 29th April, 2017, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchange where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website- www.indiahomeloan.co.in.

RESOLUTIONS:

Item No. 1: To authorise the Board to borrow money in excess of the Companies Paid up Capital and free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard and pursuant to Section 179, Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the approval of the members be and is hereby accorded for borrowing from time to time any sum or sums of monies which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 450 crores, subject to such limits specified by National Housing Bank (“NHB”) from time to time.

RESOLVED FURTHER that the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion pursuant to the above Resolution.”

Item No. 2: To approve increase in the managerial remuneration of Mr. Mahesh Pujara, Managing Director of the Company.

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

“RESOLVED THAT in supersession of Resolution No.4 passed vide special resolution in the Annual General meeting of the Company held on 28/09/2016, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, and Articles of Associations of the Company, taking into consideration the recommendation of the Nomination & Remuneration Committee, regarding increase in the remuneration payable to Mr. Mahesh Pujara, Managing Director of the Company, the consent of the members be and is hereby accorded to increase remuneration of Mr. Mahesh Pujara to Rs. 17,27,220 per annum for F.Y. 2016-2017.

RESOLVED FURTHER THAT the Consent of the members be and is hereby accorded to increase the remuneration of Mr. Mahesh Pujara to the extent the Board of Directors may deem appropriate, subject to the recommendation of Nomination and Remuneration Committee, and that Mr. Mahesh Pujara be paid any such remuneration for the F.Y. 2017-2018 which is within the limits prescribed in the provisions of Section 197, subject to Schedule V of the Companies Act, 2013 provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013.”

Item No. 3: To approve increase in the managerial remuneration of Mr. Mitesh Pujara, Whole Time Director of the Company.

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

“RESOLVED THAT in supersession of Resolution No. 5 passed vide special resolution in the Annual General meeting of the Company held on 28/09/2016, pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Rules made thereunder, including any statutory modification thereof, or any other law, and Articles of Associations of the Company, taking into consideration the recommendation of the Nomination & Remuneration Committee, regarding increase in the remuneration payable to Mr. Mitesh Pujara, Whole time Director of the Company, the consent of the members be and is hereby accorded to increase salary of Mr. Mitesh Pujara to Rs. 10,39,650 per annum for F.Y. 2016-2017.

RESOLVED FURTHER THAT the Consent of the members be and is hereby accorded to increase the remuneration of Mr. Mitesh Pujara to the extent the Board of Directors may deem appropriate, subject to the recommendation of Nomination & Remuneration Committee, and that Mr. Mitesh Pujara be paid any such remuneration for the F.Y. 2017-2018 which is within the limits prescribed in the provisions of Section 197, subject to Schedule V of the Companies Act, 2013 provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013.”

By Order of the Board
For India Home Loan Limited

Place: Mumbai
Date: 20th March, 2017

Sd/-
MAHESH NARSHIBHAI PUJARA
Managing Director
DIN: 01985578

Notes:

1. The statement pursuant to Section 102 (1) of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on the close of business hours on Tuesday, 21st March, 2017.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with postage prepaid self-addressed Business Reply Envelope.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Tuesday, 21st March, 2017 will be considered for the purpose of voting / remote e-voting.
5. Resolutions passed by the Members through postal ballot and remote e-voting are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form shall be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or members who are desirous of obtaining a duplicate Postal Ballot Form, may send an e-mail to csihl17@gmail.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the

Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the remote e-voting facility provided by NSDL. The instructions for electronic voting are annexed to this Notice.

9. A Member cannot exercise his / her vote through proxy on postal ballot / e-voting.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on Friday, 28th April, 2017 (5.00 PM IST).
The postage of such envelope will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on Friday, 28th April, 2017 (5.00 PM IST), it will be considered that no reply from the Member has been received.
The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced on or before Saturday, 29th April 2017, at the Registered Office of the Company at 505, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund (W), Mumbai-400080, Maharashtra. The result would be declared and displayed at the Registered Office of the Company, intimated to NSDL and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website, www.indiahomeloan.co.in.
12. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Friday, 28th April, 2017, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of the Notice till Friday, 28th April, 2017 (5.00 PM IST).

Voting through electronic means

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to all its Members.

The instructions for Shareholders for e-voting are as under:

The member(s) whose email ID is not registered with the Company/Depository Participants(s), may obtain a login ID and password for casting his /her vote by remote e-voting by sending a request at evoting@nsdl.co.in or by contacting NSDL at the toll free no.: 1800-222-990.

(a) In case of Shareholders' receiving e-mail from NSDL

- (i) Open e-mail and open PDF file viz; "remote e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Remote e-voting.pdf".
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put your user ID and password & Click - Login.
- (v) Password change menu appears. Change the password 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 e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select “EVEN” of India Home Loan Limited
- (viii) Now you are ready for 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 csulhasshetty@usnc.in with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders' receiving Postal Ballot Form by Post:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
106066		

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- (c) 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 Downloads section of www.evoting.nsdl.com.
- (d) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
 In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- (e) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013):

ITEM-1

TO AUTHORISE THE BOARD TO BORROW MONEY IN EXCESS OF COMPANIES PAID UP CAPITAL AND FREE RESERVES.

In terms of the provisions of section 179, Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow money, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves (reserves not set apart for any specific purpose).

Considering the Company's future growth plans, keeping in view the Company's existing and future financial requirements to support its business operations, the Company requires additional funds to finance the need to provide affordable housing loans to its eligible borrowers. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate as may be considered fit, which, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is necessary to obtain the approval of the members for borrowing monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

In terms of the provisions of Section 110 of the Companies Act, 2013, read with the Rules issued thereto, the approval of the shareholders for the same is sought by means of a Special Resolution.

The Board recommends the resolutions 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.

ITEM -2

TO APPROVE INCREASE IN THE MANAGERIAL REMUNERATION OF MR. MAHESH PUJARA, MANAGING DIRECTOR OF THE COMPANY

The members may note that based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of Company at their meeting held on 20th March 2017, approved the increase of remuneration of Mr. Mahesh Pujara Managing Director of the Company to Rs. 17,27,220/- p.a. (Rupees Seventeen Lacs Twenty Seven Thousand Two Hundred & Twenty per annum) for the F.Y. 2016-2017 and it was further recommended that Mr. Mahesh Pujara be paid such remuneration for F.Y. 2017-2018, which is within the limits prescribed in Section 197 of the Companies Act, 2013, subject to schedule V of the Companies Act, 2013.

The Company is now desirous of seeking approval of the shareholders to pay the remuneration as per above, as recommended by the NRC and the Board of Directors.

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.

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. 57.50 lacs for the financial year 2014-2015 and the Company's Net Profit after tax was Rs. 86.00 lacs for the financial year 2015-2016. The Company has earned a Net Profit after tax of Rs. 74.96 lacs as per statement of unaudited financial results for nine months ended 31st December, 2016.

5) Foreign investments or collaborations, if any.

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

II. Information about the Director: Mr. Mahesh Pujara

1) Background details: Mr. Mahesh Pujara has 35 years of experience in financial services industry including over 10 years in affordable housing finance.

2) Past remuneration: Mr. Mahesh Pujara has drawn past remuneration of Rs. 13,20,000 p.a. in the financial year 2015-2016.

3) Recognition or awards: NIL

4) Job profile and his suitability: Mr. Mahesh 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 10 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 remuneration of Rs. 17,27,220/- (inclusive of bonus of Rs. 1,93,600/-) to Mr. Mahesh Pujara for the financial year 2016-2017 and it is further proposed to pay remuneration to Mr. Mahesh Pujara for the financial year 2017-2018 as per the recommendation of the Nomination & Remuneration Committee, within the limits prescribed under Section 197 read with Schedule V of the Act.

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 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 Pujara holds equity shares in the Company and besides is the father of Mr. Mitesh 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 does not envisage any loss in the near future. However, since the Company is proposing to provide remuneration within 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, 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 Ordinary 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 Pujara to the extent of the remuneration being paid to him and Mr. Mitesh Pujara to the extent of his being interested in the resolution as a relative (son) of Mr. Mahesh Pujara.

ITEM 3

TO APPROVE INCREASE IN THE MANAGERIAL REMUNERATION OF MR. MITESH PUJARA, WHOLE TIME DIRECTOR OF THE COMPANY

The members may note that based on the recommendation of Nomination & Remuneration Committee ("NRC"), the Board of Directors of Company at their meeting held on 20th March 2017, approved the increase of remuneration of Mr. Mitesh Pujara, Whole time Director of Company to Rs. 10,39,650/- p.a. (Rupees Ten Lacs Thirty Nine Thousand Six Hundred and Fifty per annum) for the F.Y. 2016-2017 and it was further recommended that Mr. Mitesh Pujara be paid such remuneration for F.Y. 2017-2018, which is within the limits prescribed in Section 197 of the Companies Act, 2013, subject to Schedule V of the Companies Act, 2013.

The Company is now desirous of seeking approval of the shareholders to pay the remuneration, as recommended by the NRC and the Board of Directors.

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

IV. 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.
- 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. 57.50 lacs for the financial year 2014-2015 and the Company's Net Profit after tax was Rs. 86.00 lacs for the financial year 2015-2016. The Company has earned a Net Profit after tax of Rs. 74.96 lacs as per statement of unaudited financial results for nine months ended 31st December, 2016.

5) Foreign investments or collaborations, if any.

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

V. Information about the Director: Mr. Mitesh Pujara

- 1) Background details:** Mr. Mitesh 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 Pujara has drawn past remuneration of Rs. 8,20,000 p.a. (inclusive of Bonus of Rs. 3,00,000) in the financial year 2015-2016.
- 3) Recognition or awards:** NIL
- 4) Job profile and his suitability:** Mr. Mitesh 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 remuneration of Rs. 10,39,650/- (inclusive of Bonus of Rs. 1,14,400/-) to Mr. Mitesh Pujara for the financial year 2016-2017 and it is further proposed to pay remuneration to Mr. Mitesh Pujara for the financial year 2017-2018 as per the recommendation of the Nomination & Remuneration Committee, within the limits prescribed under section 197 read with Schedule V of the Act.
- 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 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 Pujara holds equity shares in the Company and besides is the son of Mr. Mahesh Pujara, Managing Director of the Company.

VI. Other information:

- 1) Reasons of loss or inadequate profits:** The Company is engaged in the business of housing finance. The Company does not envisage any loss in the near future. However since the Company is proposing to provide remuneration within 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, 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 Ordinary 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 Pujara to the extent of the remuneration being paid to him and Mr. Mahesh Pujara to the extent of his being interested in the resolution as a relative (father) of Mr. Mitesh Pujara.

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Serial No:

1. Name of the Sole/First Named Shareholder:
2. Address of the Sole/First Named Shareholder:
3. Name of Joint Holders If any:
4. DP ID no*/Client ID No./ Folio No* */:
[*Applicable to Members holding shares in dematerialised form
**Applicable to Members holding shares in certificate form]
5. Number of shares held:

I/We hereby exercise my/our vote in respect of the following Ordinary/Special Resolution to be passed through Postal Ballot/e-voting for the business set out in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate box below:

Item No.	Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Special Resolution: Authorise the Board to borrow money in excess of the Company's paid up capital and free reserves			
2	Ordinary Resolution: Increase in the managerial remuneration of Mr. Mahesh Pujara, Managing Director of the Company			
3	Ordinary Resolution: Increase in the managerial remuneration of Mr. Mitesh Pujara, Whole Time Director of the Company			

Place:

Date:

Signature of the Shareholder

E-voting Particulars

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
106066		

The instructions for e-voting are as under:-

1. Members desiring to exercise vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the **Scrutinizer, Mr. Ulhas Shetty**, in the enclosed self-addressed postage prepaid envelope.

Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.

2. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence by the next named Member.

3. Assent must be accorded by placing a tick (✓) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (✓) mark in the column 'I / We dissent to the Resolution (AGAINST)'.

4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution / appropriate authorization, with the specimen signature (s) of the authorized signatory(ies) duly attested.

5. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in the dematerialized form or in the certificate form, respectively. Unsigned Postal Ballot Forms will be considered invalid.

6. Postal Ballot Forms which are incomplete or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

7. Members seeking duplicate Postal Ballot Forms can write to the Investor Service Centre, India Home Loan Limited, 505, 5th Floor, Nirmal Ecstasy, Jatashankar Dossa Road, Mulund (W) Mumbai-400080, Maharashtra, India or e-mail at **csihll17@gmail.com**

8. Members are requested not to send any other paper along with this Postal Ballot Form.

9. Completed Postal Ballot Forms, as stated above, should reach the Scrutinizer no later than the close of working hours on Friday, 28th April, 2017. Postal Ballot Forms received after this date will be considered invalid.

GENERAL INFORMATION

1. One Postal Ballot Form is being sent for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.

2. Members can opt for only one mode of voting i.e. either Postal Ballot or e-voting. In case any Member votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot shall be considered invalid. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member on **Tuesday, 21st March, 2017** being the cut-off date.

3. Assent must be accorded by placing a tick (✓) mark in the column 'I / We assent to the Resolution (FOR)' or dissent must be accorded by placing a tick (✓) mark in the column 'I / We dissent to the Resolution (AGAINST)'.