



MEHTA HOUSING FINANCE LTD.

Gr. Floor, Law Garden App., Sacheme - 1, Opp. Law Garden, Ellisbridge, Ahmedabad - 380 006.
Ph. : 2656 5566, 2656 1000 • Fax : 079-2656 2756 • Website : www.mehtahousing.com
CIN No. : L65910GJ1993PLC020699

To,
The Listing Department
Bombay Stock Exchange
Floor 25, P.J. Tower,
Dalal Street,
Mumbai-400 001

Date: 03.07.2018

SCRIP CODE: 511740

Sir/Madam,

Subject: Notice of Annual General Meeting to be held on 28th July, 2018

This is with reference to above subject.

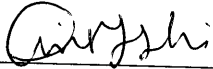
Enclosed please find the Notice of Annual General Meeting to be held on 28th July, 2018 under Regulation 30 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly consider the same and take on record.

Thanking You

Yours faithfully,

For, Mehta Housing Finance Limited



Authorised Signatory





NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of Mehta Housing Finance Limited (CIN-L65910GJ1993PLC020699) will be held on Saturday, 28th July, 2018 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, 2018 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. **RATIFICATION OF APPOINTMENT OF AUDITORS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of **M/S. P.P. PATEL & BROTHERS** Chartered Accountants (Firm Registration No. 107743W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the twenty-fifth AGM of the Company to be held in the year 2019, to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESSES:

4. **APPOINTMENT OF AN INDEPENDENT DIRECTOR FOR SECOND TERM:**

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 Sections 149, 152 and other applicable Provisions, if any, of the Companies Act, 2013 and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, and as also pursuant to Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, and also subject to any other Laws as may be applicable to the Company from time to time, Mr. Ramnik D. Sojitra (DIN: 350946), a Non-Executive and independent director of the Company whose period of the office is not liable to determination by retirement of Directors by rotation and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for re-appointment and whose first term of Appointment as an Independent Director not liable to retire by rotation for a period of Five years that commenced on 1st April ,2014 and that expires on 31st March ,2019, be and is hereby re appointed as an Independent Director of the Company to hold office on conclusion of initial appointment as an



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Independent Director w.e.f. 1st April, 2019 till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2023.

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

5. LOANS TO DIRECTORS/INTERESTED PARTIES

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 185 of the Companies Act, 2013 and any other applicable provisions of the said act as may be applicable, if any, from time to time and any amendments to the said act made effective from time to time and subject to any other Laws, Rules, Regulations, Circulars, Notifications thereto as may be applicable, from time to time, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the company is interested subject to the condition that the loans are utilized by the borrowing company for its principal business activities.

Further Resolved that the meaning of the expression “any person in whom any of the directors of the company is interested” shall be as referred to in explanation to section 185(2) of the Companies Act, 2013 as amended vide The Companies (Amendment) Act, 2017 and to the extent notified as stated here under:

- (a) Any private company of which any such director is a director or member;
- (b) Any Body Corporate at a General Meeting of which not less than 25% of the total voting power may be exercised or controlled by any such director, or by two or more such director, together;
- (c) Any Body corporate, the board of directors, Managing Director or Manager, whereof is accustomed to the act in accordance with the directions or instructions of the board, or of any director or directors, of the lending company.

RESOLVED FURTHER THAT the board shall ensure that such transactions are in the ordinary course of business and on Arm’s Length Basis and are not prejudicial to any of the parties as well as are fair and reasonable to the business needs of the company

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.



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 provisions of 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 as may be amended time to time 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 further be authorised to enter into fresh 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 and the board be also authorised to enter into any contracts or arrangements with respect to clauses (a) to (e) of sub-section (1) of section 188 exceeding the criteria as mentioned under Rule 15(3) (a)(i) to (iv) or make appointment at a monthly remuneration exceeding the limits prescribed under rule 15(3)(b) of companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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 such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for purpose of giving effect to this Resolution.”

7. BORROWING LIMITS OF THE COMPANY.

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 180(1) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013as amended, notified and made effective from time to time and the rules made there under, or any other laws for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Memorandum and Articles of Association of the Company, the Company hereby accords its consent to the Board of Directors.

- (a) To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings,

Explanation.—For the purposes of this clause,—



- (i) “Undertaking” shall mean an undertaking in which the investment of the company Exceeds twenty percent of its net worth as per the audited balance sheet of the Preceding financial year or an undertaking which generates twenty percent of the Total income of the company during the previous financial year;
- (ii) The expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent. Or more of the value of the undertaking as per the audited balance sheet of the preceding financial year;
- (b) To borrow any sum or sums of money from time to time, from any one or more of Company's bankers and/or from financial institutions, banks/Corporate or other acceptable source whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company will or may exceed the aggregate paid-up share capital of the Company, free reserves and Securities Premium, apart from temporary loans obtained from the company’s bankers in the ordinary course of business provided that the total outstanding amount of such borrowings shall not exceed Rupees 250 Crore (Two Hundred and Fifty Crore Rupees) over and above the aggregate of the paid up capital of the company, its free reserves and Securities Premium at any time apart from temporary loans obtained from the company’s bankers in the ordinary course of business.

“RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.”

- (c) To remit, or give time for the repayment of, any debt due from a director.”

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

Creation of Charges on the assets of the Company:

“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to ratify, accept, create such mortgages, charges and hypothecations/Pledge as may be necessary on such assets of the Company, both present and future, in such manner as the Board/Committee of the Board may think fit and proper, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for



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which such charges, mortgages, pledge or hypothecations are created, shall not, at any time exceed the limit of Rs. 100 Crores (One Hundred Crores Rupees).

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize with the Lending Agencies/Trustees, the documents for creating the aforesaid mortgages, charges, pledge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

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

8. PRIVATE PLACEMENT OF NON-CONVERTIBLE DEBENTURE (NCD):

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

“**RESOLVED THAT** pursuant to the provisions of Sections 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, as may be amended from time to time, consent of the members be and is hereby accorded for making offer(s) or invitation(s) to subscribe to Non-Convertible Debentures (“NCDs”) (whether secured or unsecured) on a private placement basis to Banks/Financial Institutions/Trusts/Other eligible Investors, in one or more tranches upto an amount not exceeding overall borrowing limits of the Company, as approved by the Members, from time to time.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof formed for this purpose), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient to give effect to the above Resolution, including determining the terms and conditions of the NCDs.”

9. ADVANCE LOANS, PROVIDE GUARANTEE/SECURITY AND MAKE INVESTMENT IN EXCESS OF THE PRESCRIBED LIMIT:

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

“**RESOLVED THAT** pursuant to provisions of section 186 of Companies Act, 2013 as amended by The Companies (Amendment) Act, 2017 and made effective by commencement notification issued by Central Government from time to time and other applicable provisions, if any and subject to any other Laws as may be applicable to the company from time to time, the consent of the members of the company be and is hereby accorded to existing transactions and further to give loans, provide guarantee/security and make investments in excess of the prescribed limit of a sum not exceeding Rupees 100 crores (Rupees One Hundred crores) by way of giving loans, guarantees to associate Companies and/or other Body Corporate, providing guarantee/security for and/on



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behalf of its Associate Companies and invest by way of subscription and/or purchase of Shares /Debentures/Bonds, notwithstanding that such investments or such investments together with the Company's existing investments in all other body corporate shall be in excess of the limits prescribed under section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company.”

10. 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 and any amendments as may be made from time to time and any other laws as may be applicable to the Company , 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% of average net profits for the three immediately preceding financial years of the Company or such other percentage as may be prescribed under law from time to time.

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.”

Place: Ahmedabad
Date: 30th May, 2018

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 **28th July, 2018** for the purpose of **24th 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 Share registry (India) Pvt. Ltd., 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011. Tele. No. (022) 23016761, 23010771, E-mail ID: basicomp@vsnl.net for nomination form by quoting their folio number.
9. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless



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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 2017-18 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 **21st July, 2018**, 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. **21st July, 2018**, 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 **25th July, 2018 at 9.00 a.m. and will end on 27th July, 2018 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. **21st July, 2018**, 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 **21st July, 2018**.
- 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 favor or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mehtahousing.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised 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, 25th July, 2018 at 9:00 A.M. and will end on Friday, 27th July, 2018 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)] :

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

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at



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<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 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force 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, your 'initial password' is communicated to you on your postal address.

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.
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.

- (i) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (ii) Select "EVEN" of "Mehta Housing Finance Limited".
- (iii) Now you are ready for remote e-voting as Cast Vote page opens.
- (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (v) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.



(vii) 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 authorised signatory(ies) who are authorised 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:

- 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 kukadiasanjay@rediffmail.com with a copy marked to evoting@nsdl.co.in.
- 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.
- 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 toll free no.: 1800-222-990 or send a request to atevoting@nsdl.co.in.
- 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.

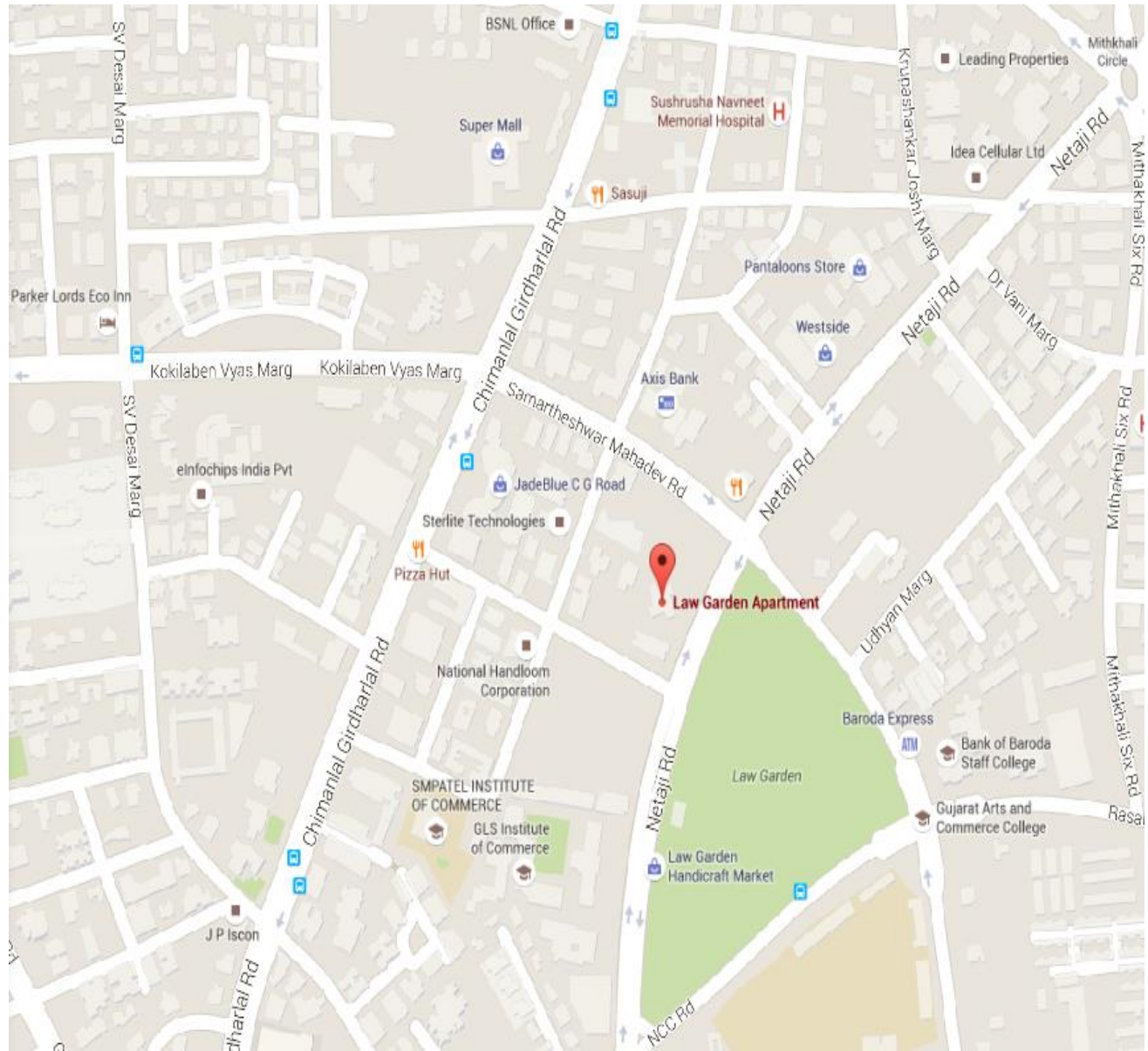


Contact Details

Company	Registrar Transfer Agent
Mehta Housing Finance Limited 004, Law Garden Apartment, Scheme-I, Opp. Law Garden, Ellisbridge, Ahmedabad 380006, Gujarat, India.	M/s PurvaSharegistry (India) Pvt. Ltd. 9 Shiv Shakti Industrial Estate, Lower Parel, Mumbai-400011, Tele. No. (022) 23016761, 23010771 E- mail ID: busicomp@vsnl.net
E-Voting Agency	Scrutinizer
National Securities Depository Limited (NSDL) E- mail : info@nsdl.co.in Tele. (022) 2499 4200	CS Sanjay Kukadia Practicing Company Secretary E-mail ID: kukdiasanjay@rediffmail.com



Road map to the venue of AGM





ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

In respect of Item No. 4: Appointment of Independent Director For Second Term:

Mr. Ramnik D. Sojitra, aged 58 years, (DIN – 350946), is non-executive independent director of the company. He is chairman of Audit committee and member of Nomination & Remuneration committee. Mr. Ramnik D. Sojitra is B.Com as well as passed intermediate examination held by The Institute of Chartered Accountant of India (ICAI). He has professional expertise in the field of finance, account and taxation.

Mr. Ramnik D. Sojitra was appointed as an Independent director under the provisions of Companies Act, 2013 with effect from 1st April, 2014 for a term up to five consecutive years on the Board of a Company. The said term of Appointment ceases with effect from 31st March, 2019. The Act, by way of an explanation to sub-sections (10) and (11) of section 149, clearly states that any tenure of an independent director as on the date of commencement of the Act (Commencement date of the act was 1st April, 2014) shall not be counted as term under the abovementioned sub-sections. He shall, therefore, be eligible for Re-appointment of second tenure by passing of a Special Resolution by the Company. Pursuant to provision of section 149(13) of the Companies Act, 2013, the provisions of sub sections (6) and (7) of section 152 in respect of Retirement of Directors by Rotation shall not be applicable to Independent Directors. In terms of section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, Mr. Ramnik D. Sojitra (DIN: 350946), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, being eligible for appointment. He is hereby re appointed as an Independent Director of the Company to hold office on conclusion of initial appointment as an Independent Director with effect from. 1st April, 2019 till the conclusion of 29th Annual General Meeting of the Company to be held in the year 2023.

In the opinion of the Board, Mr. Ramnik D. Sojitra fulfils the conditions specified in the Companies Act, 2013 and rules made there under, SEBI (LODR), 2015 and other Laws as may be applicable to the Company for his re-appointment as an Independent Director of the Company and is independent of the management. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Ramnik D. Sojitra as an Independent Director.

Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. Ramnik D. Sojitra as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Ramnik D. Sojitra, none other Directors and their relatives are in any way concerned or interested in the said resolution.

In respect of item no. 5: Loans to Directors/Interested Parties



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The Companies (Amendment) Bill, 2017 has been passed by Rajya Sabha on December 19, 2017 and by Lok Sabha on July 27, 2017, which came into force on getting the President's assent on the 3rd January, 2018. Section 185 of the Companies Act, 2013 as amended by The Companies (Amendment) Bill, 2017 was made effective vide notification dated 7th May, 2018.

The amendments under the Companies (Amendment) Act, 2017, are broadly aimed at:

- addressing difficulties in implementation owing to stringent compliance requirements;
- facilitating ease of doing business in order to promote growth with employment;
- harmonization with accounting standards, the Securities and Exchange Board of India Act, 1992 and the regulations made there under, and the Reserve Bank of India Act, 1934 and the regulations made there under;
- rectifying omissions and inconsistencies in the Act

The various provisions of The Companies (Amendment) Act, 2017 had been made effective from 26th January, 2018 and 9th February, 2018 by way of Notifications issued by the Central Government on 23rd January, 2018 and 9th February, 2018 respectively.

The provisions of section 185 of the Companies Act, 2013 regarding Loans to Directors, etc as amended by The Companies (Amendment) Act, 2017 are not yet made effective by commencement Notification. The Special Resolution is proposed by the Board of Directors to be made effective from the date as may be notified by the Commencement notification as issued by Central Government.

Granting of loan, guarantee or security (referred as assistance) under amended act are categorized as prohibited, conditional and exempted pursuant to sub section (1),(2) and (3) of section 185 of the said act respectively.

The prohibition is proposed to be made applicable for assistance to director or his partner or relative or a firm in which such director or relative is a partner or to holding company of the company.

The conditional assistance is possible to any person in whom the director is interested (other than prohibited categories) that is explained by way of explanation to section 185(2) of the said act subject to passing a special resolution in compliance with proviso to section 185(2)(a) of the said act.

In order to conduct business and align with various legislations, policies, guidelines laid down by various statutory authorities the company in the ordinary course of business is required to advance loan to its directors, relatives and associates directly or indirectly as per section 185 of Companies Act, 2013 which requires approval of members by a Special Resolution

The Board of Directors Recommend the Special Resolution for approval by the members.

All the Directors are concerned or interested in the aforesaid resolution.

In respect of Item No. 6: Related Party Transactions:

The Provision of Section 188(1) of the Companies Act, 2013 that govern Related Party Transactions require a company to obtain prior approval of the Board of Directors and where the value of transactions entered or to be entered into exceeds the threshold limits as mentioned in the said section, prior approval of Shareholders by way of Resolution is required.



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Further third proviso of Section 188(1) provides that nothing in this sub-section shall apply to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

The provisions of Section 188(3) also provide that any contract or arrangement entered into u/s 188(1) may be ratified by the Board or as the case may be, by the shareholders at a meeting within three months from the date on which such contract or arrangement was entered into. Non ratification of such transactions, if any shall make such transactions voidable at the option of the board.

The resolution at item number-6 is proposed to the shareholders authorising the board of directors to enter into related party transactions exceeding the limits as prescribed under the provisions of section 188 and other applicable provisions of the Companies Act, 2013 read with rules thereto and under the listing requirements and any other laws as may be applicable to the company for the financial year 2017-18 and thereafter.

All the prescribed disclosure as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in tabular format for kind perusal of members:

PARTICULARS OF PROPOSED TRANSACTIONS FOR THE PURPOSE OF APPROVALS U/S 188 OF THE COMPANIES ACT, 2013

Name of related parties	Nature of relationship with related parties	Nature, material terms, monetary value and particulars of contract or arrangement
Mehta Integrated Finance Ltd.	Through Directorship and Shareholding	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Mehta Securities Ltd.	Through Directorship and Shareholding	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Chirag D. Mehta	Managing director	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Darshan V. Mehta	Relative	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Bhavna D. Mehta	Director	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Darshan V Mehta (HUF)	Directors of the company are Karta & Co-parceners of this HUF	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements



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VP Mehta(HUF)	Directors of the company are Karta & Co-parceners of this HUF	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements
Shreeji Enterprise (partnership firm)	Company is one of the partner of the firm	Dealing in Equities –advisory services, loans and advances as per contract and commercial requirements

Members are hereby informed that pursuant to second proviso of Section 188(1) of the Companies Act, 2013 no members of the Company shall vote on such resolution, to approve any contract or arrangements which may be entered into by the Company, if such member is related party.

All of the Directors, Promoters, Key Managerial Personnel and their relatives as mentioned above are deemed to be concerned or interested or otherwise in the proposed resolution to the extent of their shareholding and interest mentioned herein above, in the Company.

In respect of Item No. 7: Borrowing Limits Of The Company.

Under the provisions of Section 180(1) (a), (c), (d) and any other applicable provisions of the Companies Act, 2013 as amended, notified and made effective from time to time, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and Securities Premium and the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution.

Under the provisions of Section 180 (1)(a) of the Companies Act, 2013, the Board of Directors of a Company could, with the consent of the shareholders obtained by a Special Resolution, create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/mortgage/hypothecation on the Company's assets, both present and future, in favor of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/trustees for the holders of debentures/bonds may contain the power to takeover the management of the Company in certain events, it is necessary to obtain Members approval under Section 180 (1)(a) of the Companies Act, 2013, by way of a Special Resolution.

The Board recommends the Resolution at Item No.7 of the Notice for approval of the shareholders by a Special Resolution.



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None of the Directors and key managerial personnel of the Company except transactions with associates, interested parties or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

In respect of Item No. 8: Private Placement Of Non-Convertible Debenture (Ncd):

As per the provisions of Section 71, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCDs”) on a private placement basis, is required to obtain the prior approval of the Members by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year. The approval of the members is being sought by way of a Special Resolution under Section 71 and other applicable provisions, if any, of the Act read with the Rules made there under, to enable the Company to offer or invite subscriptions for NCDs on a private placement basis, in one or more tranches, whether secured or unsecured during the period of one year from the date of passing of the Resolution, up to an amount not exceeding overall borrowing limits of the Company, as approved by the Members from time to time, with authority to the Board to determine the terms and conditions, including the issue price of the NCDs.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution except transaction with associates, interested Directors and their relatives. The Board of Directors recommends the Special Resolutions for the approval of the Members of the Company.

In respect of Item No. 9: Advance Loans, Provide Guarantee/Security And Make Investment In Excess Of The Prescribed Limit:

As on date the Company deals in the core business of making investments and Advisory, therefore the need arises to make investments which may exceed the prescribed limit u/s 186 of Companies Act, 2013 including the limits in accordance with amended section 186 of the Companies (Amendment) Act, 2017 which may be made effective by way of Notification by Central Government. Since the Company wants to utilize its full potential of growth and development by investing its funds in excess of prescribed limit specified in section 186 of the Act, approval of the shareholders of the Company is required by way of Special Resolution to give loans, provide guarantee/security and/or invest in the Shares/Debentures/Bonds of other Body Corporate which shall exceed the limits prescribed under specified section. The Board of Directors Recommend the Special Resolution for approval by the members.

None of the Directors except Mrs. Bhavna D. Mehta and Chirag D. Mehta are concerned or interested in this Resolution.

In respect of Item No. 10: Contribution to Bona Fide and Charitable Funds



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Pursuant to the provisions of Section 181 of the Companies Act, 2013, the Board of Directors of the Company, may contribute to Bona fide Charitable and other funds provided that prior permission of the Company in a general meeting shall be required for such contribution in case any amount the aggregate of which, in any financial year, exceeds five per cent of its average net profits for the three immediately preceding financial years.

This resolution is proposed before the general meeting to authorize the Board of Directors to contribute to Bona fide charitable and other funds in excess of the 5% of its average net profits for the three immediately preceding financial years or such other percentage as may be prescribed from time to time under the law for the time being in force.

Place: Ahmedabad
Date: 30th May, 2018

By order of Board of Directors:
For, Mehta Housing Finance Ltd

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



ANNEXURE-ITO ITEM NO2, 4 OF THE NOTICE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, following information is furnished about the Directors proposed to be appointed / re-appointed.

1. Mr. Chirag D. Mehta

Particulars	Details
Name of the director	Mr. Chirag D. Mehta (DIN-00484709)
Age	33 Years
Date of first appointment on board	01/07/2006
Qualification	BBA, C.A.(Inter)
Brief resume including experience	Stock Broking Company
Expertise in specific functional areas	Capital Market and Investment
Other directorships	Mehta Securities Limited
Chairmanship/ Membership of Committees in companies in which position of director is held	Mehta Securities Limited Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Son of Mrs. Bhavna Darshan Mehta, Non Executive Promoter Director
No. of equity shares held in the company	361772
No. of board meeting attended during the year	5
Terms and conditions of appointment or re-appointment	Managing Director liable to retire by rotation

2. Mr. Ramnik D. Sojitra

Particulars	Details
Name of the director	Mr. Ramnik D. Sojitra (DIN: 350946)
Age	58 Years
Date of first appointment on board	20/04/2006
Qualification	B.Com ,C.A.(Inter)
Brief resume including experience	Stock Broking Company
Expertise in specific functional areas	Capital Market and Investment
Other directorships	→ Mehta Securities Limited → Zest Investments Private Limited



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	→Patel Corporate Finvest Pvt Ltd →Kaunty Finance And Investments Private Limited
Chairmanship/ Membership of Committees in companies in which position of director is held	Mehta Securities Limited Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee
Relationship with other Directors, Managers and other Key Managerial Personnel of the company	None
No. of equity shares held in the company	None
No. of board meeting attended during the year	5
Terms and conditions of appointment or re-appointment	Non-Executive and Independent Director

Place: Ahmedabad
Date: 30th May, 2018

By order of Board of Directors:

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



MEHTA HOUSING FINANCE LIMITED

CIN: L65910GJ1993PLC020699

Registered Office: 04, Law Garden Apartment, Scheme-1,
Opp. Law Garden, Ellisbridge, Ahmedabad - 380 006

PROXY FORM

Form No. MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L65910GJ1993PLC020699
Name of the Company : Mehta Housing Finance Limited
Registered Office : 004, Law Garden Apartment, Scheme-1, Opp. Law Garden,
Ellisbridge, Ahmedabad- 380 006

Name of the member(s) :

Registered address :

E-mail ID :

Folio No/ Client ID :

DP ID :

I/ We, being the member(s) of shares of the above named company, hereby appoint

1. Name : _____

Address : _____

E-mail ID: _____

Signature: _____, or failing him

2. Name : _____

Address : _____

E-mail ID: _____

Signature: _____, or failing him



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3. Name : _____
Address : _____
E-mail ID: _____
Signature: _____, or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 24th Annual General Meeting of the Company, to be held on Saturday, 28nd July, 2018 at 12:30 PM at, 004, Law Garden Apartment, Scheme-1, Opp. Law Garden, Ellisbridge, Ahmedabad- 380006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of audited financial statements for the financial year ended on 31st March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr. Chirag D. Mehta (DIN-00484709) as a Director of the Company who retires by rotation.
3. Ratification of appointment Of auditors M/S. P.P.Patel & brothers, chartered accountants (firm registration no.- 107743W) on expiry of term of office of existing auditor Dinesh K. Shah & co., chartered accountants (firm registration no.- 102602W)

Special Business:

4. Appointment of an Independent Director for second Term
5. Loans to Directors/Interested Parties
6. Related Party Transactions
7. Borrowing Limits of the Company.
8. Private Placement of Non-Convertible Debenture (NCD)
9. Advance Loans, provide guarantee/security and make investment in excess of the prescribed Limit
10. Contribution to Bona Fide and Charitable Funds

Signed thisDay of 2018.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Rs. 1
revenue
stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.



MEHTA HOUSING FINANCE LIMITED

CIN: L65910GJ1993PLC020699 Registered Office: 04, Law Garden Apartment, Scheme-1, Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat, India

ATTENDANCE SLIP

Full name of the member attending _____

Full name of the joint-holder _____

(To be filled in if first named Joint- holder does not attend meeting)

Name of Proxy _____

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the 24th Annual General Meeting held at 004, Law Garden Apartment, Scheme- 1, Opp. Law Garden, Ellisbridge, Ahmedabad. 380006, Gujarat on Day, 28nd July, 2018 at 12:30 PM

Folio No _____ DP ID No. * _____ Client ID No * _____

*Applicable for members holding shares in electronic form.

No. of Share(s) held _____

Members/ Proxy's Signature



Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No :

Name and Signatures:

- i.
- ii.
- iii.

Thanking you,

For, Mehta Housing Finance Limited

Authorised Signatory