

**Form No. MGT-9**

**Annual Return as on the Financial Year ended on March 31, 2019**  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	U65999DL2013PLC255432
ii.	Registration Date	July 16, 2013
iii.	Name of the Company	ART Housing Finance (India) Limited
iv.	Category / Sub-Category of the Company	Housing Finance Company
v.	Address of the Registered office and contact details	107, Best Sky Tower, Netaji Subhash Place, Pitampura, New Delhi-110034
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Address: C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400083.  Contact Person: Mr Vishwas Attavar Tel: +91 22 49186000 Fax: +91 22 49186060 Email: vishwas.attavar@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company: -

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Providing Housing Loans & Mortgage	64920	100%



### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	ART Business & Consumer Finance (India) Private Limited	U67190DL2016PTC 292567	Holding	100.00	2(46)
2.	ART Distribution (I) Private Limited	U67190DL2015PTC 283977	Subsidiary	100.00	2(87)(ii)

### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

#### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
1) Indian									
a) Individual/HUF	97	1	98	-	-	-	-	-	Negligible
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	37,49,99,900	-	37,49,99,900	99.99	38,49,99,900	-	38,49,99,900	100	Negligible
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
<b>Subtotal(A) (1):-</b>	<b>37,49,99,997</b>	<b>1</b>	<b>37,49,99,998</b>	<b>99.99</b>	<b>38,49,99,900</b>	<b>-</b>	<b>38,49,99,900</b>	<b>100</b>	<b>Negligible</b>
2) Foreign	-	-	-	0.00	-	-	-	0.00	-
g) NRIs-Individuals	-	-	-	0.00	-	-	-	0.00	-



h) Other-Individuals	-	-	-	0.00	-	-	-	0.00	-
i) Bodies Corp.	-	-	-	0.00	-	-	-	0.00	-
j) Banks / FI	-	-	-	0.00	-	-	-	0.00	-
k) Any Other....	-	-	-	0.00	-	-	-	0.00	-
<b>Sub-total (A)(2):-</b>	-	-	-	-	-	-	-	0.00	-
<b>Total Promoter Shareholding (A)=(A)(1)+(A)(2)</b>	37,49,99,997	1	37,49,99,998	99.99	38,49,99,900	-	38,49,99,900	100	Negligible
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>	-	-	-	0.00	-	-	-	0.00	-
a) Mutual Funds	-	-	-	0.00	-	-	-	0.00	-
b) Banks / FI	-	-	-	0.00	-	-	-	0.00	-
c) Central Govt	-	-	-	0.00	-	-	-	0.00	-
d) State Govt(s)	-	-	-	0.00	-	-	-	0.00	-
e) Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	-
f) Insurance Companies	-	-	-	0.00	-	-	-	0.00	-
g) FIIs	-	-	-	0.00	-	-	-	0.00	-
h) Foreign Venture Capital Funds	-	-	-	0.00	-	-	-	0.00	-
i) Others (specify)	-	-	-	0.00	-	-	-	0.00	-
<b>Sub-total (B)(1)</b>	-	-	-	0.00	-	-	-	0.00	-
<b>2. Non Institutions</b>	-	-	-	0.00	-	-	-	0.00	-
a) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	0.00	-	-	-	0.00	-
b) Individuals  (i) Individual shareholders holding nominal share capital up to Rs. 1 lakh (ii) Individual shareholders holding	2	-	2	0	100	-	100	Negligible	Negligible



nominal share capital in excess of Rs 1 lakh									
c) Others (Specify)	-	-	-	0.00	-	-	-	0.00	-
Sub-total (B)(2)	2	-	2	0	100	-	100	Negligible	Negligible
Total Public Shareholding (B)=(B)(1)+(B)(2)	2	-	2	0	100	-	100	Negligible	Negligible
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	0.00	-
Grand Total (A+B+C)	37,49,99,999	1	37,50,00,000	100	38,50,00,000	-	38,50,00,000	100	Negligible

\* The Company is the wholly owned subsidiary of ART Business & Consumer Finance (India) Private Limited (ABCF) and hence ABCF had appointed the following shareholders as nominee shareholders vide Board Resolution dated September 10, 2018:

1. Raakhe Kapoor Tandon for 95 shares
2. Roshini Kapoor for 1 share
3. Rajesh Gandhi for 1 Share
4. Varun Kapur for 1 Share
5. Alkesh Tandon for 1 Share
6. Radha Kapoor Khanna for 1 Share

The Company is in the process of transferring the shares in the Demat accounts of Nominee shareholders whose beneficial interest will remain with ABCF



ii. *Shareholding of Promoters*

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	ART Business & Consumer Finance (India) Private Limited	37,49,99,900	100	-	38,49,99,900	100	-	
2.	Raakhe Kapoor Tandon	95	Negligible	-	0	-	-	-
3.	Radha Kapoor	1	Negligible	-	0	-	-	-
4.	Alkesh Tandon	1	Negligible	-	0	-	-	-
5.	Roshini Kapoor	1	Negligible	-	0	-	-	-
	<b>Total</b>	<b>37,49,99,998</b>	<b>100</b>	<b>-</b>	<b>38,49,99,900</b>	<b>100</b>	<b>-</b>	<b>-</b>

iii. *Change in Promoters' Shareholding (please specify, if there is no change)*

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
ART Business & Consumer Finance (India) Private Limited				
At the beginning of the year	37,49,99,900	100	37,49,99,900	100
Date wise Increase / Decrease in Shareholding during the year				
Allotment - 8 May 2018			1,00,00,000	2.60
Appointment of nominee shareholders - 10 September 2018				
Raakhe Kapoor Tandon			95*	Negligible
Roshini Kapoor			1*	Negligible



Rajesh Gandhi			1*	Negligible
Varun Kapur			1*	Negligible
Alkesh Tandon			1*	Negligible
Radha Kapoor Khanna			1*	Negligible
<b>Transfer of shares</b>				
Raakhe Kapoor Tandon			95	Negligible
Roshini Kapoor			1	Negligible
Rajesh Gandhi			1	Negligible
Varun Kapur			1	Negligible
Alkesh Tandon			1	Negligible
Radha Kapoor Khanna			1	Negligible
<b>At the End of the year</b>	<b>37,49,99,900</b>	<b>100</b>	<b>38,50,00,000</b>	<b>100</b>

\* The Company is the wholly owned subsidiary of ART Business & Consumer Finance (India) Private Limited (ABCF) and hence ABCF had appointed the following shareholders as nominee shareholders vide Board Resolution dated September 10, 2018; However, the following shareholders being nominees, their respective shareholding is not added at the end of the year:

1. Raakhe Kapoor Tandon for 95 shares
2. Roshini Kapoor for 1 share
3. Rajesh Gandhi for 1 Share
4. Varun Kapur for 1 Share
5. Alkesh Tandon for 1 Share
6. Radha Kapoor Khanna for 1 Share

The Company is in the process of transferring the shares in the Demat accounts of Nominee shareholders whose beneficial interest will remain with ABCF.

**iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>For Each of the Top 10 Shareholders</b>				
ART Business & Consumer Finance (India) Private Limited (ABCF)	At the beginning of the year	37,49,99,900	99.99	37,49,99,900	99.99
	At the End of the year (or on the date of separation, if separated during the year)	38,49,99,900	100	38,49,99,900	100
(Raakhe Kapoor Tandon)	At the beginning of the year	95	Negligible	95	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 95 shares]*	95	Negligible	95	Negligible



(Radha Kapoor)	At the beginning of the year	1	Negligible	1	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 1 share]*	1	Negligible	1	Negligible
(Roshini Kapoor)	At the beginning of the year	1	Negligible	1	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 1 share]*	1	Negligible	1	Negligible
(Alkesh Tandon)	At the beginning of the year	1	Negligible	1	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 1 share]*	1	Negligible	1	Negligible
(Varun Kapur)	At the beginning of the year	1	Negligible	1	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 1 share]*	1	Negligible	1	Negligible
(Rajesh Gandhi)	At the beginning of the year	1	Negligible	1	Negligible
	(At the End of the year or on the date of separation, if separated during the year) [appointed as nominee shareholder by ABCF for 1 share]*	1	Negligible	1	Negligible

\*pursuant to appointment as Nominee shareholders by ART Business & Consumer Finance (India) Private Limited (ABCF)

**(v) Shareholding of Directors and Key Managerial Personnel:**

(Raakhe Kapoor Tandon)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	95	0.00	95	0.00



Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	(95)	0.00	(95)*	0.00
At the End of the year	-	-	-	-

\*pursuant to appointment as Nominee shareholder by ART Business & Consumer Finance (India) Private Limited (ABCF)

## V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment: (Amount in Rs)

## VI. Remuneration of Directors and Key Managerial Personnel

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				559,901,504
i) Principal Amount	559,901,504	-	-	-
ii) Interest due but not paid	-			
iii) Interest accrued but not	263,918			263,918
<b>Total (i+ii+iii)</b>	<b>560,165,422</b>	<b>-</b>	<b>-</b>	<b>560,165,422</b>
Change in Indebtedness during the financial year				
- Addition	700,000,333	2,710,000,000	-	3,410,000,333
- Reduction	135,634,844	1,845,000,000		1,980,634,844
<b>Net Change</b>	<b>564,365,489</b>	<b>865,000,000</b>	<b>-</b>	<b>1,429,365,489</b>
Indebtedness at the end of the financial year	1,124,549,684	865,000,000		1,989,549,684
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>1,124,549,684</b>	<b>865,000,000</b>	<b>-</b>	<b>1,989,549,684</b>





***i. Remuneration to Managing Director, Whole-time Directors and/or Manager***

(Amount in Rs)

Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Arvind Roshan Hali Managing Director & CEO	
Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,49,66,148	1,49,66,148
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	33,852	33,852
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
Sweat Equity	-	-
Commission	-	-
- as % of profit	-	-
- others, specify...	-	-
Others, please specify	-	-
<b>Total (A)</b>	<b>1,50,00,000<sup>*1</sup></b>	<b>1,50,00,000</b>
Ceiling as per the Act	<b>2,40,00,000</b>	
Number of Stock Options	6,00,000 <sup>*2</sup>	6,00,000

\*1The Remuneration of MD &CEO has been revised vide shareholder's resolution dated May 06, 2019

\*2 Mr Arvind Roshan Hali was granted 5,00,000 equity shares under AHFL ESOP Scheme 2019



ii. Remuneration to Key Managerial Personnel other than Directors

(Amount in Rs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Ritika Sati, Company Secretary	Pankaj Jain, Chief Financial Officer	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,66,212	82,12,270	95,78,482
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	-	37,730	37,730
	(c) Profits in lieu of salary under section 17(3) Income-tax Act 1961	-	-	-
2.	Stock Option			
3.	Sweat Equity Commission	-	-	-
4.	- as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	<b>Total</b>	<b>13,66,212</b>	<b>82,50,000</b>	<b>96,16,212</b>
7.	Stock Option	40,000	1,50,000	1,90,000

\*Mr Pankaj Jain was granted 1,50,000 options under AHFL ESOP Scheme 2019

\*Ms Ritika Sati was granted 25,000 options under AHFL ESOP Scheme 2019

iii. Remuneration to Directors Other Than MD /Manager /WTD

(Amount in Rs)

Particulars of Remuneration				Total Amount
	Ms Anita Kapur (Appointed w.e.f September 05, 2018) (Independent Director)	Lt Gen (Retd) Dr Sukhraj Pal Kochhar (Independent Director)	Mr Brijesh Kumar Gupta (Independent Director)	



Independent Directors Fee for attending board and committee Meetings · Commission · Others, please specify	40,000	2,80,000	1,80,000	5,00,000
<b>Total (1)</b>	<b>40,000</b>	<b>2,80,000</b>	<b>1,80,000</b>	<b>5,00,000</b>
Non-Executive Directors · Fee for attending board committee meetings · Commission · Others, please specify (Conveyance Charges)				
<b>Total (2)</b>				
<b>Total (B)=(1+2)</b>				
<b>Overall Ceiling as per the Act</b>	Not exceeding Rupees One Lakh per Director per Meeting of Board or Committee thereof			

\*\* As per Sub-section (5) of the Section 197 of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### VII. Penalties / Punishment/ Compounding of Offences:

Type	Section of the Companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made. If any (give details)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

