

NOTICE OF 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting of ART Housing Finance (India) Limited is scheduled to be held on Tuesday, May 07, 2024 at 3:30 PM through electronic mode at a *shorter notice* to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Annual Audited Standalone Ind AS Financial Statements for the financial year ended March 31, 2024, annexed as **annexure 1** the Directors' Report annexed as **annexure 2** and Auditors' Report annexed as **annexure 3** thereon and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT the Annual Audited Standalone Ind AS Financial Statements of the Company i.e. Balance Sheet as on March 31, 2024 along with the Statement of Profit & Loss and Statement of Changes in Equity and Statement of Cash Flows for the financial year ended on that date and Notes annexed to and forming integral part of financial statements along with the Director's Report and Auditor's Report be and are hereby approved and adopted."

2. To appoint a director in place of Mr. Vipin Jain (DIN 03456031), Managing Director & CEO, who retires by rotation and being eligible, offers himself for reappointment and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded for the reappointment of Mr. Vipin Jain (DIN 03456031), as a director, to the extent that he is required to retire by rotation."

3. To declare dividend of Rs 0.216 per equity share, for the year ended March 31, 2024, the following Resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to declare dividend of Rs 0.216 per equity share, for the year ended March 31, 2024."

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Draft Dividend workings for FY 2023-24

	Rs crores
Total PAT for FY 2023-24	22.52
Amount for transfer to Special Reserve u/s 36(1)(viii) for regulatory/ tax benefit purposes	4.51
One time gain on Direct Assignment (as per IND AS) - net of tax	2.69
Net Profit available for distribution	15.32
Max dividend allowed @ 50% as per RBI Guidelines	7.66
Proposed Rs 0.216 per share	7.66
TDS Deduction @ 10%	0.77
Net payment to ABCF	6.89

Tax implication if any to be checked at ABCF end

Process

- Board Approval	02-May-24
- Shareholders Approval (Only through AGM)	07-May-24
- Report submission to RBI	14-May-24
- Payment deadlines	05-Jun-24

4. M/s S.M.M.P & Company, Chartered Accountants were appointed as Statutory Auditors of the Company by passing an Ordinary Resolution in AGM dated July 27, 2020 for a term of 5 years, i.e. till the conclusion of 12th Annual General Meeting of the Company.

To confirm the appointment and remuneration of Statutory Auditors for the Financial Year 2023-24 the following resolution is required to be passed as **Ordinary Resolution**.

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“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of M/s S M M P & Associates, Chartered Accountants (FRN 120438W) in seventh Annual General Meeting till conclusion of twelfth Annual General Meeting of the Company be and is hereby taken as confirmed.

RESOLVED FURHTER THAT pursuant to Section 142 and other applicable provisions of the Companies Act, 2013 and rules made there under, the Board of Directors of the Company be and is hereby authorized to determine the amount of remuneration payable to the Statutory Auditors under Section 139(5) of the Companies Act, 2013, including reimbursement of out of pocket expenses, if any incurred by the said Auditors in connection with the Audit of Accounts of the Company for the Financial year 2024-25”.

For ART Housing Finance (India) Limited

Sd/-

Rahul Kumar Pandey
Chairperson
DIN: 00250437

Date:05/07/2024
Place: Gurugram

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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. HOWEVER, THE MEETING IS BEING CONDUCTED BY ELECTRONIC MODE, AND ACCORDINGLY THE APPLICABILITY OF SUCH SECTIONS WITH RESPECT TO APPOINTMENT OF PROXY ARE NOT APPLICABLE FOR THE SAID MEETING.**
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain Special business to be transacted at the 11th AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to ritika.sati@arthfc.com/ secretarial@arthfc.com.
3. Members who are body corporate intending to appoint their authorised representative(s) to attend the Annual General Meeting are requested to send to the Company on ritika.sati@arthfc.com/ secretarial@arthfc.com, a certified copy of the resolution of its Board of Directors / other governing body authorizing their representative(s) to attend and vote on their behalf at the AGM, pursuant to Section 113 of the Act.
4. Members are requested to notify the change in the Registered Address, if any, along with the Pin code number immediately to the Company.
5. Members are requested to note that the resolutions set out in the Notice will be decided through show of hands or by conducting poll, in case demanded by the Members.
6. In case of any query, the members are requested to contact on ritika.sati@arthfc.com/ secretarial@arthfc.com.
7. The process of participation in the Meeting through electronic mode is as follows:
 - Microsoft Teams Link will be shared by a separate E-mail.
 - You need to click on the link and join the Meeting

Network Connectivity Check:

- **Wi-fi:** If using Wi fi, make sure your signal is strong, and stay as close as possible to the Wifi access point. Wired/ethernet cable is preferable, when possible, as it offers a more stable connection.

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- **Hotspot:** In the absence of Wifi you can connect on mobile. If you wish to connect on Laptop using mobile data, turn on Hotspot under “Network and Internet” settings on mobile. And switch on wi fi on laptop (The name of “wi-fi” would be your mobile model if no prior set-up is done) and follow the standard procedure.
- **Laptop Battery:** For laptops, make sure your computer isn’t in a low battery state. Plug in the power cord and if using windows, change your power settings to “high performance”.
- **Limit Household Bandwidth in Use:** Try to avoid having other activities competing for Internet use at the same time during the meeting. For instance, if you have quality issues, ask others in the household to refrain from watching streaming videos, downloading files, or playing online games during your meetings.

Tips for seamless meeting:

- **Use a Headset:** Internal microphone can sometimes pick up background noise hence headphones with inbuilt boom mic can help while providing better audio quality.
- **Lighting:** Light can play a major role in how others are seeing you. Make sure the light source is not behind you and your room is well lit.
- **Background:** When joining from home, background is important as others could see what is happening. Choose a spot with neutral background which doesn’t distract your participants.
- **Quiet Location:** Try to avoid noisy common areas. Instead, join from a quiet location whenever possible.
- **Poor Connection Tips:** In a case of a poor connection try disabling your video to conserve bandwidth.
- **Camera Angle:** By using self-view, you can test the angle of your camera and position yourself. Look into the camera lens while talking to make eye contact with your audience.
- **Mute:** Keep your mic muted whenever you are not speaking.
- **Sharing the content:** Moderator would be sharing the content throughout the meeting.

IT Help Desk:

Escalation 1:

Pankaj Kumar, Contact No: 9818925291

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Escalation 2:

Dominic Vijay, Contact No : 9711809793

Note:

As everyone is aware of the present load on digital communication systems few technical glitches may as mentioned below may arise.

1. Jittering of images
2. Buffering
3. Delay in voice transmission
4. Delay in body moments
5. Delay in PPT change over

These technical issues when encountered, users are advised to disconnect and re-login to join the call. Technical issues may arise as we will be working on open and shared internet bandwidth.

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ROUTE MAP FOR AGM VENUE AND ATTENDANCE SLIP

Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 10/ 2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 has permitted conducting of Annual General Meeting through electronic mode for the Financial Year ending March 31, 2024, exempting physical presence of members at the venue of AGM. In persistence, the meeting is being convened through electronic mode, without any physical presence of members and the proceedings of the AGM conducted shall be deemed in compliance with the Secretarial Standards on General Meeting (SS-2).

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