

Annexure – A

Form No. MGT-9**Annual Return as on the Financial Year ended on March 31, 2020**

[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	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	38,50,00,000*	-	38,50,00,000	100	38,50,00,000	-	38,50,00,000	100	-
e) Banks/ FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Subtotal(A) (1):-	38,50,00,000	-	38,50,00,000	100	38,50,00,000	-	38,50,00,000	100	-
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	-

Sub-total (A)(2):-	-	-	-	-	-	-	-	0.00	-
Total Promoter Shareholding (A)=(A)(1)+(A)(2)	38,50,00,000	-	38,50,00,000	100	38,50,00,000	-	38,50,00,000	100	-
B. Public Shareholding									
1. Institutions	-	-	-	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	-
Sub-total (B)(1)	-	-	-	0.00	-	-	-	0.00	-
2. Non Institutions	-	-	-	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 nominal share capital in excess of Rs 1 lakh	-	-	-	0.00	-	-	-	0.00	-
c) Others (Specify)	-	-	-	0.00	-	-	-	0.00	-






Sub-total (B)(2)	-	-	-	0	-	-	-	0	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	0	-	-	-	0	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	0.00	-
Grand Total (A+B+C)	38,50,00,000	1	38,50,00,000	100	38,50,00,000	-	38,50,00,000	100	-

* The Company is the wholly owned subsidiary of ART Business & Consumer Finance (India) Private Limited (ABCF) and out of the total shareholding of 38,50,00,000 held by ABCF, the following shares are represented by the following Nominees on behalf of ABCF:

1. Kaakhe Kapoor Tandon representing 95 shares on behalf of ABCF
2. Roshini Kapoor representing 1 share on behalf of ABCF
3. Rajesh Gandhi representing 1 share on behalf of ABCF
4. Varun Kapur representing 1 share on behalf of ABCF
5. Alkesh Tandon representing 1 share on behalf of ABCF
6. Radha Kapoor Khanna representing 1 share on behalf of 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 (ABCF)	38,50,00,000	100	-	38,50,00,000	100	-	
2.	Raakhe Kapoor Tandon (Nominee Shareholder representing 95 Shares on behalf of ABCF)	0	-	-	0	-	-	-
3.	Radha Kapoor (Nominee Shareholder representing 1 share on behalf of ABCF)	0	-	-	0	-	-	-
4.	Alkesh Tandon (Nominee Shareholder representing 1 share on behalf of ABCF)	0	-	-	0	-	-	-
5.	Roshini Kapoor (Nominee Shareholder representing 1 share on behalf of ABCF)	0	-	-	0	-	-	-

6.	Varun Kapoor (Nominee Shareholder representing 1 share on behalf of ABCF)	0	-	-	0	-	-	-
7.	Rajesh Gandhi (Nominee Shareholder representing 1 share on behalf of ABCF)	0	-	-	0	-	-	-
	Total	38,50,00,000	100	-	38,50,00,000	100	-	-

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

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
ART Business & Consumer Finance (India) Private Limited	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	38,50,00,000*	100	38,50,00,000	100
Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
At the End of the year	38,50,00,000	100	38,50,00,000	100

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4. Varun Kapur representing 1 share on behalf of ABCF
5. Alkesh Tandon representing 1 share on behalf of ABCF
6. Radha Kapoor Khanna representing 1 share on behalf of 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	
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-	-	-	-	-	-




(v) Shareholding of Directors and Key Managerial Personnel:

For Each of the Directors and KMP	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	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
At the End of the year	-	-	-	-

V. Indebtedness

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	11,215.65	8,650.00	-	19,865.65
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	11,215.65	8,650.00	-	19,865.65
Change in Indebtedness during the financial year				
- Addition	14,550.00	-	-	14550.00
- Reduction	6,965.48	8,650.00	-	15615.48

Net Change	7,584.52	-8,650.00	-	-1,065.48
Indebtedness at the end of the financial year				
i) Principal Amount	18,800.17	-	-	18,800.17
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	18,800.17	-	-	18,800.17

VI. Remuneration of Directors and Key Managerial Personnel

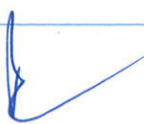
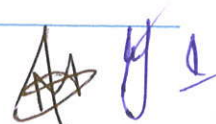
i. Remuneration to Managing Director, Whole-time Directors and/or Manager

(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	2,03,24,352	2,03,24,352
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	39,600	39,600
(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	-	-
Total (A)	2,03,63,952	2,03,63,952
Ceiling as per the Act	2,40,00,000	
Number of Stock Options	5,00,000*2	5,00,000

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

*2Mr Arvind Roshan Hali was having 11,00,000 ESOPs under ESOP Scheme 2017 and 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
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	15,30,840	93,87,282	109,18,122
1.	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	39,186	39,186
	(c) Profits in lieu of salary under section 17(3) Income-tax Act 1961	-	-	-
2.	Stock Option			
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify...			
5.	Others, please specify	-	-	-
6.	Total	15,30,840	94,26,468	109,57,308
7.	Stock Option	25,000	1,50,000	1,75,000

Mr Pankaj Jain was having 1,50,000 ESOPs under ESOP Scheme 2017 and was granted 1,50,000 options under AHFL ESOP Scheme 2019

*Ms Ritika Sati was having 65,000 ESOPs under ESOP Scheme 2017 and 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 (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	1,40,000	1,90,000	1,80,000	5,10,000
· Commission	-	-	-	-
· Others, please specify	-	-	-	-
Total (1)	1,40,000	1,90,000	1,80,000	5,10,000
Non-Executive Directors				
· Fee for attending board committee meetings	-	-	-	-
· Commission	-	-	-	-
· Others, please specify (Conveyance Charges)	-	-	-	-
Total (2)	-	-	-	-
Total (B)=(1+2)	1,40,000	1,90,000	1,80,000	5,10,000
Overall Ceiling as per the Act	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)
A. Company					
Penalty*	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

*Subsequent to the year under review, National Housing Bank (NHB) imposed penalty on the Company on account of non-compliance. The details are as below:

Date of Letter	Amount of Penalty	Non-compliance
April 21, 2020	Rs. 1,55,000/- (One Lakh Fifty-Five Thousand Only) plus applicable GST @ 18%	Para 2(1) (zc) of the HFC (NHB) Directions 2010 and Policy Circular 55
April 21, 2020	Rs. 5000/- (Five Thousand Only) plus applicable GST @ 18%	Policy Circular 83
May 26, 2020	Rs. 1,000/- (One Thousand Only) plus applicable GST @ 18%	Paragraph 44(2)(ii) of the Housing Finance Companies (NHB) Directions, 2010

[Handwritten signatures and initials]

