

ARIHANT FOUNDATIONS & HOUSING LIMITED*(Incorporated under the Companies Act, 1956)***CIN L70101TN1992PLC022299****CORPORATE STRUCTURE**

BOARD OF DIRECTORS		BOARD COMMITTEES
Mr. Kamal Lunawath	Chairman and Managing Director	Audit Committee
Mr. Vimal Lunawath	CFO and Whole time Director	Mr. Ravikant Choudhry- Chairman Mr. A. Damodaran*- Member Mr. Karan Bhasin – Member ** Mr. Kamal Lunawath- Member
Mr. Bharat M Jain	Whole time Director	Stakeholder Relationship Committee
Mr. A Damodaran *	Director	Mr. Karan Basin – Chairman** Mr. Ravikant Choudhry- Member Mr. Vimal Lunawath- Member
Mr. Ravikant Choudhry	Director	Mr. A .Damodaran – Chairman* Mrs. Ann Gonzalvez – Member ^
		Nomination & Remuneration Committee
Mr. Karan Bhasin	Director	Mr. Ravikant Choudhry- chairman Mr.Karan Bhasin – Member**
Mrs. Ann Gonsalvez	Director	Mr. A. Damodaran – Chairman * Mrs. Ann Gonsalvez- Member
Company Secretary		Auditors
Mr. Sharon Josh		M/s. S. Ramachandra Rao & Associates Chartered Accountants No.11, Porur Gardens Phase-1, Vanagaram, Chennai - 600 095.
Bankers		Legal Advisor
HDFC Limited Kotak Mahindra Bank Vijaya Bank	ICICI Bank Ltd Standard Chartered Bank	K Venkatasubramanian 141, Luz Church Road, Mylapore, Chennai- 600005
Registered Office & Administrative Office		
No.3, Ganapathy Colony, Off. Cenotaph Road, Teynampet, Chennai- 600018		
Registrar and Share Transfer Agents		
M/s. Cameo Corporate Services Limited V Floor, Subramanian Building, No.1, Club House Road, Anna Salai, Chennai- 600002		
Internal Auditors		
Mr. Arun Rajan		

*- Mr. A .Damodaran Resigned as independent director of the company wef 01.04.2019. Hence the committees were reconstituted

** Mr. Karan Bhasin has been introduced in the committees

^ Mrs.Ann Gonsalvez doesn't continue in reconstituted SRC pursuant to resignation of Mr. A. Damodaran.

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NOTICE OF 26TH ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of Arihant Foundations and Housing Limited will be held on Monday the 30th day of September, 2019 at “Arihant Tiara”, Plot No. 2B, TCNS Gardens, Nandambakkam, Chennai - 34 at 9.30 A.M. to transact, with or without modifications as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the period ended 31.03.2019 together with the Directors' Report and the Auditors' Report and the consolidated financial statements for the period ended 31.03.2019 together with the Auditors' Report.
2. To appoint a Director in place of Mr. Vimal Lunawath (DIN: 00586269), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. **TO CONSIDER AND APPROVE MRS. ANN GONZALVES TO CONTINUE AS INDEPENDENT DIRECTOR FOR THE CURRENT TERM AS A SPECIAL RESOLUTION:**

“**RESOLVED** that pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, consent of Members be and is hereby accorded to Mrs. Ann Gonsalvez (DIN: 07136630), Director of the Company, to continue to hold office of Independent Director of the Company till her current tenure of appointment which ends on March 24, 2020

notwithstanding that Mrs. Ann Gonsalvez crosses 75 years of age as on 25th November 2019.”

4. **APPOINTMENT OF MR. RAVIKANTH CHOUDHRY AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, pass with or without modification, the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. RAVIKANT CHOUDHRY (DIN: 00831721), who was appointed as an Independent Director of the Company for a term of five years up to June 29, 2020, by the members at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from June 30, 2020 up to June 29, 2025, not liable to retire by rotation.”

5. **APPOINTMENT OF MR. KARAN BHASIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, pass with or without modification, the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies

(Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. KARAN BHASIN (DIN: 02168581), who was appointed as an Independent Director of the Company for a term of five years up to June 29, 2020, by the members at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from June 30.2020 up to June 29, 2025, not liable to retire by rotation.”

6. APPOINTMENT OF MRS. ANN GONSALVEZ AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, pass with or without modification, the following resolution as an Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mrs. ANN GONSALVEZ (DIN: 07136630), who was appointed as an Independent Director of the Company for a term of five years up to June 15, 2020, by the members at the 20th Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from 25th March 2020 to 24th March 2025, not liable to

retire by rotation.”

By Order of the Board
For Arihant Foundations & Housing Limited
Sd/-
(Sharon Josh)
Company Secretary

Place: Chennai

Date: 30.05.2019

I. Notes:

1. The explanatory statements pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item Nos. 3, 4, 5 & 6 as set out above are annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxy to be valid should be deposited with the company not later than forty eight hours before the time for holding the meeting. No Person can act as a Proxy on behalf of a member not exceeding fifty and holding in the aggregate not more than the 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 be act as a proxy for any other person or shareholder.
4. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2019 to 30.09.2019(Both days inclusive).

6. Members holding shares in physical form are requested to intimate immediately, changes, if any, in their registered addresses, Bank Mandate and Status, quoting their Folio Numbers, to the Share Transfer Agents of the Company M/s Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai – 600 002.
7. Details under Reg. 36(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained and The Register of Contracts or Arrangements in which Directors are interested maintained will be available for inspection of the members at the Annual General Meeting.
9. Members are requested to bring their copies of Annual Report to the meeting. The Attendance slips duly completed should be handed over at the entrance of the meeting hall.
10. Electronic copy of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.arihantfoundations.com for their download.
11. Members desiring any clarification on Accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.
12. Pursuant to the provisions of sections 107 and 108, read with Companies (Management and Administration) Rules 2014, and in accordance with the requirements of listing agreement the company is pleased to offer e –voting facility to all the members of the company. The company has entered into an agreement with Central Depository services Limited(CDSL) for facilitating e –voting. The Board of Directors has appointed Mrs. G. Subhasree, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the e-voting process for the Twenty Sixth Annual General Meeting in a fair and transparent manner
 - The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
 - The voting period begins on 27th September, 2019 at 9 AM and ends on 29th September, 2019 at 5 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

13. The Procedure and instructions for members for voting through electronic means are as under:

- i) The shareholders should log on to the e-voting website www.evotingindia.com.
- ii) Click on Shareholders.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the **EVSIN: 190903073** for the relevant ARIHANT FOUNDATIONS AND HOUSING LIMITED on which you choose to vote.

- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile
- xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xix) The Scrutinizer shall after the conclusion of voting at the AGM, 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 Forty Eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xx) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.arihantfoundations.com and on the website of CSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3, & 6

Mrs. Ann Gonsalvez, Independent Director, was appointed on the Board of the Company on March 25, 2015 in terms of Companies Act, 1956. During her continuation as Director, upon implementation of Section 149 of the Companies Act, 2013, her appointment as Independent Director of the Company for a fixed term of 5 years from the date of his appointment, i.e., 25/03/2015, was made at the Annual General Meeting held on September 04, 2014. Her current term in the office of Independent Director is up to 24th March 2020. The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018 which requires continuance of any Non-Executive Director who has attained the age of 75 years to be approved by the shareholders by way of a Special Resolution in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. Though Mrs. Ann Gonsalvez can hold office under the erstwhile resolution, she would be crossing 75 years of age during the term of her first appointment. Hence this Special Resolution is placed before the shareholders in order to comply with the aforesaid circular. The approval of shareholders by way of special resolution for appointment of said director for a second term of five consecutive years is required and same is provided.

ITEM NO.4 & 5

Accordingly, in compliance with the provisions of section 149, 152 and other applicable provisions if any, and the requirements of Listing agreement, of the Act, Mr. Ravikanth Choudhry (DIN: 00831721) & Mr. Karan Bhasin (DIN: 02168581), are proposed to be appointed as Independent Directors (Non – Executive) of the Company for a term of five consecutive years from June 30, 2020 and shall not be liable to retirement by rotation.

All the independent directors have given declaration under Section 149 (7) of the Companies Act, 2013 that they fulfill the conditions specified in sec 149(6) of the Act read with the rules made there under for his appointment as an Independent Director of the company and is independent of the management. Accordingly, your directors recommend the resolution, of appointment of the above mentioned directors as Independent Directors for approval of shareholders of the company by way of Special Resolution.

None of the other Directors or Key Managerial Personnel or the relatives of the proposed appointees is interested/ concerned in this resolution, other than the proposed appointees.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE TWENTY SECOND ANNUAL GENERAL MEETING

(Pursuant to Clause 49 (VIII) (E) of the Listing Agreement)

Profile of the Independent Directors

Mrs. ANN GONSALVEZ

Mrs. Ann Gonsalvez, BA, CAIIB is a retired Senior Manager Bank of Baroda.

Her career spanned 40 years in Banking of which 25 years was a Branch Manager in 8 branches of the

city of Chennai, followed by Chief of Credit Cards operations, South India, for the Bank. She is involved as President/ Treasurer of several social services organisations in the city for 3 decades.

Ann Gonsalvez's current interest and focus is mentoring organizations in the areas of financial development, business intuitive consulting and corporate social responsibility. It is proposed to appoint Mrs. Ann Gonsalvez as Independent Director under Section 149 of the Companies Act 2013 and Clause 49 of the listing agreement to hold office for 5 (five) consecutive years for a term up to 24th March 2025.

Mrs. Ann Gonsalvez is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given her consent to act as Director.

The Company has received declaration from Mrs. Ann Gonsalvez that the criteria of independence as prescribed both under section 149 (6) of the Companies Act 2013 and Clause 49 of the Listing Agreement has been met

She is a member of Nomination and Remuneration Committee of the Company.

She holds Nil shares in the Company.

Details of her other directorship and membership/chairmanship of the committees are given below:

S.No.	Name of the Company	Position	Committee Membership/ Chairmanship
Nil			

Mr. RAVIKANT CHOUDHRY

Mr. Ravikant Choudhry, Bsc, Mathematics is a leading stock broker is an Independent Director and has held the position as such for more than 10 years.

He is involved in stock broking activities with 25 years of rich experience in Stock Broking. He is the Managing Director of ASL CAPITAL HOLDINGS PRIVATE LIMITED and ARIHANT'S STOCK BROKERS PRIVATE LIMITED for the last three decades. It is proposed to appoint Mr. Ravikant Choudhry as Independent Director under Section 149 of the Companies Act 2013 and Clause 49 of the listing agreement to hold office for 5 (five) consecutive years for a term up to June 29,2025.

Mr. Ravikant Choudhry is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as Director.

The Company has received declaration from Mr. Ravikant Choudhry that the criteria of independence as prescribed both under section 149 (6) of the Companies Act 2013 and Clause 49 of the Listing Agreement has been met.

He is the Chairman of the Audit Committee and Nomination and Remuneration Committee and member of Stakeholder Grievance Committee.

He holds 5111 shares in the Company.

Details of his other directorship and membership/chairmanship of the committees are given below:

S. No.	Name of the Company	Position	Committee Membership/ Chairmanship
1.	ARIHANT'S SECURITIES LIMITED	Director	Nil
2.	ARIHANT'S STOCK BROKERS PRIVATE LIMITED	Managing Director	Chairman
3.	ASL CAPITAL HOLDINGS PRIVATE LIMITED	Managing Director	Nil
4.	DMRR COMMODITIES PRIVATE LIMITED	Director	Nil
5	AR TRAVEL LIMITED	Director	Nil
6	SOUTHERN INDIA RAJASTHANI CHAMBER OF COMMERCE & INDUSTRY	Director	

MR. KARAN BHASIN

Mr. Karan Bhasin, BCOM, aged about 39 years is an Independent Director and has held the position as such for more than 10 years.

He is a Businessman with rich experience of 15 years in the field of Management of a Company. It is proposed to appoint Mr. Karan Bhasin as Independent Director under Section 149 of the Companies Act 2013 and Clause 49 of the listing agreement to hold office for 5 (five) consecutive years for a term up to June 29, 2025.

Mr. Karan Bhasin is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act 2013 and has given his consent to act as Director.

The Company has received declaration from Mr. Karan Bhasin that the criteria of independence as prescribed both under section 149 (6) of the Companies Act 2013 and Clause 49 of the Listing Agreement has been met.

He holds Nil shares in the Company.

Details of other Directorships/Committee memberships held by him

S.No.	Name of the Company	Position	Committee Membership/ Chairmanship
1.	EAGLE MEDICAL SYSTEMS PRIVATE LIMITED	Director	Nil

**By Order of the Board
For Arihant Foundations & Housing Limited**

**Sd/-
(Sharon Josh)
Company Secretary**

Place: Chennai
Date: 30.05.2019