



SAHARA HOUSINGFINA CORPORATION LIMITED

Corporate Identification Number (CIN): L18100WB1991PLC099782

Registered Office: Sahara India Sadan, 2A Shakespeare Sarani,

Kolkata - 700071, Tel: 91 33 2282 9067/9075/0811, Fax: +91 33 2282 9271

Corporate Office: 46 Dr. Sundari Mohan Avenue, Kolkata – 700 014, Tel: 91 33 2289 6708

Visit us at: www.saharahousingfina.com, Email: info.saharahousingfina@gmail.com/info.saharahousingfina@sahara.in

NOTICE FOR THE TWENTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the members of **SAHARA HOUSINGFINA CORPORATION LIMITED** will be held at Sahara India Sadan, 2A, Shakespeare Sarani, Kolkata - 700 071 on **Tuesday, September 26, 2017 at 11.00 A.M.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017, including Reports of the Board of Directors and the Statutory Auditors thereon.
2. To re-appoint a Director in place of Shri Seemanto Roy (DIN 00183666), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
3. To appoint Statutory Auditors of the Company

To pass the following resolution as an Ordinary Resolution;

“RESOLVED THAT pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company and in terms of the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendments(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Chaturvedi & Partners, Chartered Accountants [FRN: 307068E], be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Twenty Sixth (26th) Annual General Meeting until the conclusion of the Twenty Ninth (29th) Annual General Meeting of the Company with respect to the financial years 2017-18, 2018-19 and 2019-20 (subject to ratification by the Members at every intervening AGM) on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of GST and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

RESOLVED FURTHER THAT the Board (including its Audit Committee) of the Company be and is hereby authorized to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

SPECIAL BUSINESS

4. Appointment of Shri Joy Broto Roy (DIN 00432043), as Director, liable to retire by rotation at this Annual General Meeting.

To pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED** that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Shri Joy Broto Roy (DIN 00432043) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on February 13, 2017, be and is hereby appointed as a Director of the Company, liable to retire by rotation”.

Registered Office:

Sahara India Sadan,
2A, Shakespeare Sarani,
Kolkata- 700071

Dated: August 14, 2017

By Order of the Board

D.J. Bagchi
Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument appointing Proxy should be deposited at the Registered and Corporate office of the Company not later than FORTY-EIGHT HOURS before the commencement of the AGM.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, September 22, 2017 to Tuesday, September 26, 2017 (both days inclusive).
4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
5. In support of the Green Initiative announced by the Government of India and in terms of the Listing Agreement with the Stock Exchange(s), electronic copy of the Annual Report for the financial year 2016-17, along with the Notice of Twenty Sixth AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent to all the Members of the Company, whose e-mail-id is registered with Registrar and Share Transfer Agent or Depository Participant. For the Members who have not registered their e-mail-id, physical copies of Annual Report for the financial year 2016-17, along with the Notice of Twenty Sixth AGM, inter-alia, indicating the process and manner of e-voting, along with the attendance slip and proxy form are being sent by other permissible mode.
6. Members may also note that the Notice of the Twenty Sixth AGM and the Annual Report for financial year 2016-17 will also be available on the Company's website at www.saharahousingfina.com for download.
7. Even after registering for e-communication, members are entitled to receive such communication/ documents in physical form, upon making a request for the same, by post, free of cost. For any communication/ information, the members may also send requests to the Company at: info.saharahousingfina@gmail.com / info.saharahousingfina@sahara.in
8. All relevant documents referred in the Notice and the Explanatory Statement shall be open for inspection by the members at the Registered office of the Company during the normal business hours (11.00 A.M to 3.00 P.M) on all working days (except Saturdays) upto the date of AGM of the Company.
9. The relevant details of the Directors seeking appointment / re-appointment under ordinary business item number 2 & special business item number 4 of the accompanying Notice, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).
10. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members/Proxy are requested to bring their Annual Report along with attendance slips duly completed and signed, mentioning therein the details of their DP id and Client id or Folio Number to the AGM.
12. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website. Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participant.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.



15. Members who wish to seek any information on the financial statements of the Company or have any query(ies) relating thereto may write to the Company at info.saharahousingfina@gmail.com or to the Company Secretary at the Corporate Office of the Company, at an early date to enable the management to keep the information ready.
16. Pursuant of the Listing Agreement entered into with the Stock Exchange, the Company has created exclusive email ID – info.saharahousingfina@gmail.com/ info.saharahousingfina@sahara.in; which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said email address for its quick redressal.

17. VOTING PROCESS

(A) The instructions for shareholders voting electronically are as under:

- i. The voting period begins on September 23, 2017 at 9.00 a.m. and ends on September 25, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website of CDSL www.evotingindia.com.
- iv. Click on Shareholders.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders)•Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DoB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your DEMAT account or in the company records in order to login. If both 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 (v).

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN 170821089 for the relevant Sahara Housingfina Corporation Limited on which you choose to vote.



- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If DEMAT account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. 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.
- xx. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 19, 2017 may follow the same instructions as mentioned above for e-Voting or contact Link Intime India Pvt. Ltd. (RTA).
- xxi. 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

(B) Voting at the Annual General Meeting

- i. Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the AGM.
 - ii. The Members attending the AGM, who are entitled to vote, but have not cast their vote by remote e-voting shall be able to exercise their voting rights at the AGM through ballot paper. A member may attend the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the AGM.
 - iii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the Remote e-voting facility.
18. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Tuesday, September 19, 2017. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of Remote e-voting or voting at the AGM through ballot paper.
 19. Shri P V Subramanian (ACS No. 4585/C.P. No.: 2077), Practising Company Secretary, Kolkata, has been appointed as the Scrutinizer to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner.
 20. The Scrutinizer shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall (not later than September 28, 2017), submit a scrutinizer’s report of the total votes cast in favour or against, if any, to the Board or a person authorized by the Board in writing who shall countersign the same and declare the results of the voting forthwith.



21. The results as declared by the Board or a person authorized by it along with the Scrutinizer's Report shall be immediately placed on the website of the Company i.e. www.saharahousingfina.com and CDSL after the declaration of results. The results shall also be simultaneously communicated to BSE Limited.
22. The resolutions listed in the Notice of the Twenty Sixth AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favor of the respective resolutions.



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

Item No. 4

Appointment of Shri Joy Broto Roy as Director

The Board of Directors of the Company had appointed Shri Joy Broto Roy as an Additional Director of the Company with effect from February 13, 2017. Pursuant to Section 161(1) of the Companies Act 2013, Shri Joy Broto Roy holds his office till the date of this Annual General Meeting. Appropriate notice has been received from a member proposing appointment of Shri Joy Broto Roy as Director of the Company. The Company has received from Shri Joy Broto Roy (i) consent to act as director of the Company; and (ii) a declaration that he is not disqualified from being appointed as a director of the Company. As stipulated under Secretarial Standard-2, brief profile of Shri Joy Broto Roy, including names of companies in which he holds directorships and memberships/chairmanships of Board Committees, is provided below in Table A.

TABLE – A

Age	56 Years
Qualifications	Graduate
Experience	He joined the Sahara India Pariwar in 1982 and has more than 35 years of experience with the Group. He has played key roles in the creation of many group companies and brands including Sahara One Media and Entertainment, Air Sahara (now divested) and Sahara Infrastructure and Housing Limited. He played a key role in increasing the reach of the Hindi daily- Rashtriya Sahara in North India. He had also been the President of the West Bengal Hockey Federation.
Terms & Conditions of appointment	Non Executive & Non Independent
Details of Remuneration	Nil
Date of First Appointment	February 13, 2017
Shareholding in the Company	Nil
Relationship with other Director / Manager / KMPs	Yes, Shri Seemanto Roy and Shri Joy Broto Roy, Non-Independent Directors are related to each other.
Number of Meetings attended during the financial year 2016-17 and till the date of this AGM	1 (one)
Directorship on Other Boards	<ol style="list-style-type: none"> 1. Sahara Hospitality Limited 2. Sahara Net Corp Limited 3. Golden Line Studios Private Limited 4. Sahara India Power Corporation Limited 5. Sahara Welfare Foundation 6. Sahara India Medical Institute Limited
Membership/Chairmanship of Committees of other Board	NA

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

"Except Shri Joy Broto Roy and Shri Seemanto Roy (being related to Shri Joy Broto Roy) and their respective relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice."



ANNEXURE TO ITEM NO. 2 OF THE NOTICE
Details of the Director seeking re-appointment
(In pursuance of SEBI (LODR) Regulations, 2015)
(Directorship & Committee Membership other than Sahara Housingfina Corporation Limited)

Name of Director	Shri Seemanto Roy
Directors Identification Number (DIN)	00183666
Permanent Account Number (PAN)	AGBPR4346P
Date of Birth	30.01.1977
Age	40 Years
Date of Appointment	08.07.2011
Expertise in specific functional areas	Wide experience across various industries.
Qualifications	Graduate from Lucknow University
List of other directorships (excluding foreign companies)	<ol style="list-style-type: none"> 1. Green & Brown Agro Processing Private Limited 2. Sahara India Club Royale Corporation Limited 3. Sahara Agriculture And Organic Farming Limited 4. Sahara Agro Land Management Corporation Limited 5. Sahara Screen Production Enterprise Limited 6. Sahara Worldwide Limited 7. Sahara Hospitality Limited
Membership/Chairmanship of Committees of other Public Companies	-
Relationship, if any, between Directors, inter se	Yes, Shri Seemanto Roy and Shri Joy Broto Roy, Non Independent Directors are related to each others are related to each other.

ANNEXURE TO ITEM NO. 4 OF THE NOTICE
Details of the Director seeking appointment/re-appointment

Name of Director	Shri Joy Broto Roy
Directors Identification Number (DIN)	00432043
Permanent Account Number (PAN)	ACQPR6786C
Date of Birth	12-01-1961
Age	56 Years
Date of Appointment	13.02.2017
Expertise in specific functional areas	Wide experience across various industries.
Qualifications	Graduate
List of other directorships (excluding foreign companies)	<ol style="list-style-type: none"> 1. Sahara Hospitality Limited 2. Sahara Net Corp Limited 3. Golden Line Studios Private Limited 4. Sahara India Power Corporation Limited 5. Sahara Welfare Foundation 6. Sahara India Medical Institute Limited
Membership/Chairmanship of Committees of other Public Companies	-
Relationship, if any, between Directors, inter se	Yes, Shri Seemanto Roy and Shri Joy Broto Roy, Non Independent Directors are related to each others are related to each other.

