



SAHARA HOUSINGFINA CORPORATION LIMITED

Corporate Identification Number (CIN): L18100WB1991PLC099782

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

Kolkata - 700071, Tel: 91 33 22829067/9075/0811, Fax: +91 33 2282 9271

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

NOTICE FOR THE TWENTY FOURTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the members of SAHARA HOUSINGFINA CORPORATION LIMITED will be held at Sahara India Sadan, 2A, Shakespeare Sarani, Kolkata-700071 on Monday, September 28, 2015 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, 2015, including Reports of the Board of Directors and the Statutory Auditors thereon.
2. To appoint a Director in place of Mr. Seemanto Roy (DIN 00183666), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
3. To ratify the appointment of Statutory Auditors of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the resolution passed by the Members of the Company at the 23rd Annual General Meeting held on September 29 , 2014 and pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for ratification of the appointment of M/s. Chaturvedi & Co., Chartered Accountants, (FRN: 302137E), as the Statutory Auditor of the Company, to hold office from the conclusion of Twenty Fourth Annual General Meeting of the Company, until the conclusion of the Twenty Sixth (26th) Annual General Meeting with respect to the financial years 2015-16 and 2016-17, subject to ratification of the appointment by the Members of the Company at every subsequent Annual General Meeting, as per the provisions of Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditor, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

SPECIAL BUSINESS

4. **To appoint Ms. Anshu Roy (DIN: 05257404) as a Director of the Company and as an Independent Director**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT Ms. Anshu Roy (DIN: 05257404), who was appointed by the Board of Directors, as an Additional Director of the Company, with effect from February 13, 2015, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) , the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing along with the requisite deposit from a Member under Section 160 of the Act, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.



RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement with Stock Exchange(s) Ms. Anshu Roy, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from February 13, 2015.”

5. To re- appoint Mr. D. J. Bagchi, as Chief Executive Officer and Manager

To consider, and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, and subject to such other approval(s), permission(s), sanction(s), as may be required, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. D. J. Bagchi, as Chief Executive Officer and Manager of the Company for a further period of three (3) years from July 31, 2015, to June 30, 2018 on a remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee and as set out in the service agreement dated August 14, 2015, entered into between the Company and Mr. D.J. Bagchi, placed before this Annual General Meeting, which agreement is hereby specifically approved and sanctioned with authority to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of the said re-appointment and / or agreement (including authority, from time to time, to determine the amount of salary and commission as also the type and amount of perquisite and other benefits payable to Mr. D. J. Bagchi), in such manner as may be agreed to between the Board and Mr. D. J. Bagchi; provided they are within and in accordance with the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment thereto.

RESOLVED FURTHER THAT the said remuneration mentioned in the explanatory statement is to be treated as minimum remuneration payable to Mr. D.J.Bagchi in the case of no profits or inadequacy of profits in any financial year during his tenure as CEO & Manager and these are well within the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. D.J. Bagchi shall be treated as Chief Executive Officer / Principal Officer / Administrative Officer /Manager/Occupier/Key Managerial Personnel or any other terminology used for Principal Officer for Compliance of all the legislations applicable to the Company and shall be responsible for regularly reporting the activities of the Company to the Board of Directors and performing such other duties that may be delegated from time to time subject to the supervision of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors and /or the Company Secretary of the Company be and is hereby authorized generally to do and perform or caused to be done and performed all such acts and deeds necessary to give effect to the forgoing resolution.”

Registered Office: □
Sahara India Sadan, □
2A, Shakespeare Sarani, □
Kolkata- 700071 □

Dated: August 14, 2015

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 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. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business under items number 4 & 5 to be transacted at the AGM is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, September 22, 2015 to Monday, September 28, 2015 (both days inclusive).
5. 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.
6. In support of the Green Initiative announced by the Government of India and in terms of Clause 32 of the Listing Agreement with the Stock Exchange(s), electronic copy of the Annual Report for the financial year 2014-15, along with the Notice of Twenty Fourth 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 2014-15, along with the Notice of Twenty Fourth 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.
7. Members may also note that the Notice of the Twenty Fourth AGM and the Annual Report for financial year 2014-15 will also be available on the Company's website at www.saharahousingfina.com for download.
8. 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.
9. 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.
10. The relevant details of the Directors seeking appointment/re-appointment under items number 2 & 4 of the accompanying Notice, as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange(s) is annexed hereto. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/ reappointment.
11. 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.
12. Members/Proxy are requested to bring their Annual Report alongwith attendance slips duly completed and signed, mentioning therein the details of their DP id and Client id or Folio Number to the AGM.



13. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
14. 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.
15. 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.
16. 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 Registered & Corporate Office of the Company, at an early date to enable the management to keep the information ready.
17. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchange, the Company has created exclusive email ID – info.saharahousingfina@gmail.com; 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.

18. VOTING PROCESS

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

- (i) The voting period begins on September 25, 2015 at 9.00 a.m. and ends on September 27, 2015 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 21, 2015 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*	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 150819062** 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
 - 1 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.
 - 1 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 1 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.
 - 1 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.
 - 1 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 21, 2015 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.
19. 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, Monday, September 21, 2015. 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.
20. Mr. P.V.Subramanian (ACS No. 4585/CoP: 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.
21. The Scrutiniser 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. Scrutiniser shall (not later than September 30, 2015), submit a scrutiniser's report of the total votes cast in favour or against, if any, to the Board or a person authorised by the Board in writing who shall countersign the same and declare the results of the voting forthwith.
22. The results as declared by the Board or a person authorised by it along with the Scrutiniser'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.
23. The resolutions listed in the Notice of the Twenty Fourth 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.



ANNEXURE TO THE NOTICE

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

ITEM NO. 4

Appointment of Ms. Anshu Roy (DIN: 05257404) as a Director of the Company and as an Independent Director.

On the basis of the recommendation of Nomination & Remuneration Committee, the Board of Directors appointed Ms. Anshu Roy, as an Additional Director, with effect from February 13, 2015 under Section 161(1) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the Articles of Association of the Company in the category of Independent Director of the Company. Ms. Anshu Roy is a Member of Audit Committee, Nomination and Remuneration Committee, and Stakeholders' Relationship Committee of the Board.

Ms. Anshu Roy, Woman Director, is a graduate from Calcutta University. She possesses relevant industry experience.

A brief profile of Ms. Anshu Roy, the nature of her expertise, and the names of companies in which she holds Directorships along with the details of Membership / Chairmanship on committees of the Board of other companies, shareholding in the Company and relationship amongst the Directors, inter-se, is annexed to this Notice.

Ms. Anshu Roy continues to hold office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with the requisite deposit of Rupees One lakh, proposing the candidature of Ms. Anshu Roy for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Ms. Anshu Roy her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the members for the appointment of Ms. Anshu Roy as an Independent Director for a term of five consecutive years, with effect from February 13, 2015 and she shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Anshu Roy fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Copy of the letter of appointment of Ms. Anshu Roy as an Independent Director setting out the terms and conditions of her appointment alongwith the notice received under the provisions of Section 160 of the Companies Act, 2013, would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours i.e. between 11.00 a.m. to 3.00 p.m. on all working days, (except Saturday) upto the date of Annual General Meeting. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anshu Roy as an Independent Director.

Accordingly, the Board recommends the passing of ordinary resolution in relation to appointment of Ms. Anshu Roy as an Independent Director as set out at Item No. 4 of the Notice, for the approval of the members of the Company.

Except, Ms. Anshu Roy to whom the resolution relates, and her relatives, none of the other 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.

This explanatory statement along with the details of Director as annexed herewith may also be regarded as disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Item No.05

Re- appointment of Mr. D.J. Bagchi, as Chief Executive Officer and Manager

The Members of the Company had vide special resolution passed at the Twenty First (21st) Annual General Meeting ('AGM') held on September 29, 2012 re-appointed Mr. D.J. Bagchi as the Manager of the Company (designated as the Chief Executive Officer) for a period of three years with effect from July 31, 2012. As per the subject approval, the current tenure of Mr. D.J. Bagchi expired on July 30, 2015.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and having regard to the rich experience and past performance of Mr. D.J. Bagchi and keeping in view the performance of the Company, decided at its meeting held on August 14, 2015 to confirm the re-appointment of Mr. D.J. Bagchi, (designated as the Chief Executive Officer), as Manager



for a period of three years with effect from July 31, 2015 on a remuneration enumerated below which are in accordance with the limits prescribed under Section II of Part II of Schedule-V to the Companies Act, 2013 and on the terms and conditions as set out in the Service Agreement dated August 14, 2015, entered into between the Company and Mr. D.J. Bagchi, subject to the approval of the members of the Company with power to the Board to alter the terms and conditions of his appointment from time to time during his tenure of appointment in such manner as may be agreed to between the Board and Mr. D.J. Bagchi; provided such terms are within and in accordance with the limits prescribed under Section II of Part II of Schedule V to the Companies Act, 2013.

Mr. D.J. Bagchi, a resident Indian, aged about 52 years is a Fellow member of the Institute of Company Secretaries of India (ICSI) and a Bachelor of Law (LLB). He possesses more than 25 years' experience in the Mortgage Finance Industry, business expertise and professional knowledge in Secretarial & Legal Matters and has ultimate management responsibility as the Chief Executive Officer (CEO) of the Company. The present term of appointment of Mr. D.J. Bagchi as 'Manager' (designated as CEO) expired on July 30, 2015.

The said re-appointment is being made without the approval of the Central Government as it is in compliance with the conditions as regards to eligibility, remuneration stipulated under Part I and Part II of the Schedule V and other terms of appointment as stipulated under Part III of the said Schedule to the Companies Act, 2013.

Mr. D.J. Bagchi, has neither held in the past nor holds on the date of appointment, any interest, direct or indirect, in the share capital of the Company.

The Agreement entered into between the Company and Mr. D.J. Bagchi setting out the terms & conditions of his re-appointment and remuneration is available for inspection by the Members at the Registered Office of the Company during normal business hours (11.00 a.m. to 3.00 p.m.) on all working days (except Saturdays) upto the date of the Annual General Meeting.

Accordingly, the Board recommends the passing of a special resolution in relation to the re-appointment of Mr. D.J. Bagchi as Manager [designated as Chief Executive Officer] of the Company as set out at Item No.5 of the Notice, for the approval of the members of the Company.

Except, Mr. D.J. Bagchi to whom the resolution relates, and his 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 number 5.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 5 is given below:

I. General Information:

1. **Nature of Industry :** Mortgage Finance

2. **Date or expected date of commencement of commercial production:** Company is an existing company registered with the National Housing Bank as a Non-deposit taking Housing Finance Company. The Company commenced its lending business with effect from August 19, 1991.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.**

Not Applicable.

4. **Financial Performance based on given indicators:**

	Year Ended 31.03.2015	Year Ended 31.03.2014	Year Ended 31.03.2013
Total Revenue	1833.33	2110.85	2152.22
Profit/(Loss) Before Tax	325.75	354.84	264.55
Profit/(Loss) After Tax	219.02	264.09	200.51
Paid-up Share Capital	700	700	700
Earning Per Share	3.13	3.77	2.86



5. Foreign Investments or Collaborators, if any: None

II. Information about the Appointee:

1. Background details:

Mr. Dhruvajyoti Jnandas Bagchi (Mr. D.J. Bagchi), a resident Indian, aged about 52 years is a Fellow member of the Institute of Company Secretaries of India (FCS 3240) and a Bachelor of Law. He possesses more than 25 years experience in the Mortgage Finance Industry, business expertise and professional knowledge in Secretarial & Legal Matters and has ultimate management responsibility as the Chief Executive Officer (CEO) of the Company.

2. Past remuneration

For the year ended March 31, 2015, Mr. D.J. Bagchi's total remuneration was Rs. 42.14 lacs (inclusive of all perquisites valued as per applicable Income Tax Rules).

3. Recognition or awards: None

4. Job profile and suitability:

Mr. D.J. Bagchi devotes wholtime attention to the management of affairs of the Company and exercises powers subject to the superintendence, directions and control of the Board of Directors of the Company. He is responsible for the day to day management of the Company and carries out duties as entrusted to him from time to time by the Board of Directors.

5. Remuneration proposed (₹ per month)

Basic	67,828/-
H.R.A.	33,914/-
Uniform Maintenance Allowance	2,000/-
Production Incentive	23,129/-
Special. Allowance	2,34,565/-
Total (A)	3,61,436/-

The Annual Increments will be decided as per the Company's Policy.

PERQUISITES

- i. Use of fully maintained Company's car with Chauffer with fuel reimbursement of upto 400 Ltrs/ month.
- ii. Reimbursement of residential telephone bills subject to a maximum of Rs. 10,250/- per month.
- iii. Reimbursement of expenditure on Electricity subject to a maximum of Rs. 5,000/- per month.
- iv. Reimbursement of mobile bill subject to a maximum of Rs. 10,350/- per month.
- v. Leave Travel Concession for self and family as per Company's policy.
- vi. Contribution to Superannuation Fund or Annuity Fund as per the Company's rules and applicable provisions of the relevant statutes. Contribution to Provident Fund will not be included in the computation of perquisite to the extent it is not taxable under the Income Tax Act, 1961. Gratuity shall be calculated as per Company policy.
- vii. Leave: Casual Leave: 12 days in a calendar year, Medical Leave: 15 days in a calendar year, Earned Leave: 20 days in a calendar year, Special Leave: 6 days in a calendar year. Leave not availed cannot be encashed.
- viii. Valuation of perquisites shall be done as per the applicable Income Tax Rules, wherever applicable.

Termination/Resignation: The appointment shall be terminable by the company by giving to him a notice of one month of such termination or on payment of one month's salary in lieu thereof. Similarly, Mr. D.J. Bagchi may leave the services of the Company by giving one month's notice in writing or on payment or forfeit to the Company of one month's salary and other emoluments.



6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin):

The remuneration payable to Mr. D.J. Bagchi is reasonably in line with the remuneration in similar sized companies in the same segment of business.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.

Apart from receiving remuneration as stated above, Mr. D.J. Bagchi does not have any pecuniary relationship, directly or indirectly, with the Company and its managerial personnel.

III. OTHER INFORMATION:

1. Reasons of loss or Inadequate Profits

There is no loss, but as abundant caution compliance under Para (A) of Section II of Part II of Schedule- V to the Companies Act, 2013 has been resorted to and remuneration has been based on "Effective Capital" of the Company as per Explanation I to Part II of Schedule V to the Companies Act, 2013.

2. Steps taken or proposed to be taken for improvement

The Company is in a business that requires constant flow of funds. The Company is also stipulating various plans to mobilize funds and thus improvement in performance is expected in future years.

3. Expected increase in productivity and profits in measurable terms

The company is striving hard to maintain consistency in the level of growth of its business and profits.



ANNEXURE TO ITEM NOS. 2 and 4 OF THE NOTICE
Details of the Directors seeking appointment/ re-appointment
(In pursuance of Clause 49 of the Listing Agreement)

(Directorship & Committee Membership other than Sahara Housingfina Corporation Limited)

Name of Director	Mr. Seemanto Roy	Ms. Anshu Roy
Directors Identification Number (DIN)	00183666	05257404
Permanent Account Number (PAN)	AGBPR4346P	ASFPR4716B
Date of Birth	30.01.1977	01.01.1975
Age	38 Years	40 Years
Date of Appointment	08.07.2011	13.02.2015
Expertise in specific functional areas	Wide experience across various industries.	Possesses relevant industry experience
Qualifications	Graduate from Lucknow University	Graduate from Calcutta University
List of other directorships (excluding foreign companies)	1. Sahara India Club Royale Corporation Limited 2. Aamby Valley Limited 3. Sahara Adventure Sports Limited 4. Sahara Prime City Limited 5. Sahara Agro Land Management Corporation Limited 6. Sahara Agriculture and Organic Farming Limited 7. Sahara Screen Production Enterprise Limited 8. Baghauli Sugar and Distillery Limited 9. Sahara Worldwide Limited	None
Membership/Chairmanship of Committees of other Public Companies	Membership in Audit Committee - Aamby Valley Limited Membership in Stakeholders' Relationship Committee - None	Membership in Audit Committee - None Membership in Stakeholders' Relationship Committee - None
Relationship, if any, between Directors, inter se	No	No

