



SAHARA HOUSINGFINA CORPORATION LIMITED

Corporate Identification Number (CIN): L18100WB1991PLC099782

Registered & Corporate Office: 46 Dr. Sundari Mohan Avenue, Kolkata – 700 014, Tel: 91 33 2289 0148

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

NOTICE OF THE TWENTY EIGHT ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eight 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 30, 2019 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, 2019, including Reports of the Board of Directors and the Statutory Auditors thereon.
2. To re-appoint Shri Joy Broto Roy, Director (DIN 00432043), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.

Special Business

3. To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 149 & 152 of the Companies Act, 2013 (“Act”), read with Schedule IV to the Act, any other applicable provisions of the Act and Regulation 17(1A) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the current term of office of Shri Brijendra Sahay (DIN: 00017600) as an Independent Director of the Company expiring at conclusion of this Annual General Meeting, the consent and approval of the shareholders of the Company be and is hereby accorded to his re-appointment as an Independent Director of the Company for a second consecutive term of five years with effect from the conclusion of the 28th Annual General Meeting of the company till the conclusion of the 33rd Annual General Meeting, he having duly consented to such re-appointment and having filed with the Company the requisite declaration as per Section 149(7) of the Act, and whose period of office shall not be liable to be determined by retirement of Directors by rotation.”

By Order of the Board

Registered Office:
46, Dr. Sundari Mohan Avenue
Kolkata- 700014

Dated: August 14, 2019

D J Bagchi
Company Secretary
FCS - 3240



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 & 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 Tuesday, September 24, 2019 to Monday, September 30, 2019 (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 2018-19, along with the Notice of the Twenty Eight 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 2018-19, along with the Notice of Twenty Eight 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 Eight AGM and the Annual Report for financial year 2018-19 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 Director seeking appointment / re-appointment under item number 2 and 3 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) are provided as an Annexure to this notice.
10. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
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 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.
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 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 / info.saharahousingfina@sahara.in 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 Friday, September 27, 2019 at 9.00 a.m. and ends on Sunday, September 29, 2019 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 Monday, September 23, 2019 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 190823016 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. Monday, September 23, 2019 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, Monday, September 23, 2019. 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. Mr. P V Subramanian (ACS No. 4585/CoP No.: 2077), Practicing 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 October 2, 2019), 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 Eight AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.
23. Route-map for the venue of the meeting is enclosed for the conveyance of the members.

ANNEXURE TO ITEM NOS. 2 and 3 OF THE NOTICE
Details of the Director seeking appointment/re-appointment
(In pursuance of SEBI (LODR) Regulations, 2015)
(Directorship & Committee Membership other than Sahara Housingfina Corporation Limited)

Name of Director	Shri Joy Broto Roy	Shri Brijendra Sahay
Directors Identification Number (DIN)	00432043	00017600
Permanent Account Number (PAN)	ACQPR6786C	AABPS4912J
Date of Birth	12.01.1961	26.07.1939
Age	58 Years	81 Years
Date of Appointment	13.02.2017	24.08.2002
Expertise in specific functional areas	Wide experience across various industries.	Wide experience across various industries.
Qualifications	Graduate	B.A, M.A, LLB (Retired IAS Officer)
No. of meetings of the board attended during the year	5	5
List of other directorships (excluding foreign companies)	1. Sahara Welfare Foundation 2. Sahara India Medical Institute Ltd. 3. Sahara Global Vision Private Ltd. 4. Sahara India Power Corporation Ltd. 5. Sahara Net Corp Ltd. 6. Sahara Hospitality Ltd. 7. Golden Line Studios Private Ltd.	1. Sahara India Life Insurance Company Limited 2. Sahara One Media & Entertainment Limited
Membership / Chairmanship of Committees of other Public Companies	—	2
Relationship, if any, between Directors, interse	No	No
No. of Equity Shares held in the Company	Nil	Nil



ANNEXURE TO THE NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

The Members at the 23rd Annual General Meeting of the company held on September 29, 2014 approved the appointment of Shri Brijendra Sahay (DIN: 00017600) as an Independent Director of the Company for a period of five years till the conclusion of 28th Annual General Meeting of the Company. Accordingly Shri Brijendra Sahay will complete his present term on September 30, 2019.

The Board of Directors of the Company ('the Board') at its meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Shri Brijendra Sahay as an Independent Director of the Company for a second consecutive term of five years with effect from the conclusion of the ensuing Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the company in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof. The Board is of the view that the continued association of Shri Brijendra Sahay would benefit the Company, given the knowledge, experience and performance of Shri Brijendra Sahay, and contribution to Board processes by him. Declaration has been received from Shri Brijendra Sahay that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Shri Brijendra Sahay fulfils the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company. He is entitled for sitting fees for attending the meetings of the Board and its Committees.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Shri Brijendra Sahay has been received by the Company, and consent has been filed by Shri Brijendra Sahay pursuant to Section 152 of the Act.

Additional information in respect of Shri Brijendra Sahay, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under 'Report on Corporate Governance'. Shri Brijendra Sahay does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

DIRECTION TO THE VENUE OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING

