



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 THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Third 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 29, 2014 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2014, including Audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss Account for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Joy Broto Roy (DIN 00432043), who retires by rotation at this Annual General Meeting and is eligible for re-appointment.
3. To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s. Chaturvedi & Co., Chartered Accountants, (FRN: 302137E), retiring auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Third (23rd) Annual General Meeting until the conclusion of the Twenty Sixth (26th) Annual General Meeting of the Company with respect to the financial years 2014-15, 2015-16 and 2016-17, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, 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 service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

SPECIAL BUSINESS

4. **To appoint Shri Brijendra Sahay as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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, Shri Brijendra Sahay [DIN 00017600], who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has filed with the Company the required declaration as per Section 149 (7) of the Companies act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years from the conclusion of Company’s 23rd Annual General Meeting to the conclusion of Company’s 28th annual General Meeting with respect to the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.”



5. To appoint Shri Ranaj Dasgupta as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and 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, Shri Ranaj Dasgupta [DIN 00216165], who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has filed with the Company the required declaration as per Section 149 (7) of the Companies act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years from the conclusion of Company’s 23rd Annual General Meeting to the conclusion of Company’s 28th annual General Meeting with respect to the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.”

Registered Office: □

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

Dated: August 13, 2014 □

By Order of the Board

D.J.Bagchi
Company Secretary

NOTES:

A. General

1. □ A member entitled to attend the Meeting is entitled to appoint a proxy to attend instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy must be duly filled in all respect and should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. □

A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Member.
2. □ Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the 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 to be transacted at the Meeting is annexed hereto.
4. □ The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 22, 2014 to Monday, September 29, 2014 (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 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 Agent.
6. □ Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold □ shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.



7. In support of the green initiative of the Government, electronic copy of the Annual Report for Financial Year 2013-14 and notice of the Twenty Third Annual General Meeting of the Company inter alia indicating the process and manner of e-voting, Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2013-14 and the Notice of the Twenty-third 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.
8. We, however, request and encourage you to register your email-id for e-communication in the records of your Depository Participant (in case of electronic holding) / the Registrar and Share Transfer Agent (in case of physical shareholding) mentioning your demat account details / folio number.
9. Members may also note that the Notice of the Twenty Third Annual General Meeting and the Annual Report for financial year 2013-14 will also be available on the Company's website i.e. www.saharahousingfina.com
10. Even after registering for e-communication, members are entitled to receive such communication 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's email id: info.saharahousingfina@gmail.com
11. Appointment of Statutory Auditors of the Company – In terms of Section 139 (1) of the Companies Act, 2013, every Company shall, at the first AGM, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth Annual General Meeting and thereafter till the conclusion of every sixth meeting. The third proviso to sub-section (2) of Section 139 of the Companies Act, 2013 provides that every company required to comply with the provisions of the sub-section shall comply with the requirements of this sub-section within three years from the date of commencement of the Companies Act, 2013. Accordingly, the resolution to appoint statutory auditors for a period of three years, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting, as per the provisions of the Companies Act, 2013 has been put up for the approval of the members at item no. 3 of the notice.
12. As per requirements of Clause 49 (IV) (G)(i) of the Listing Agreement with the Stock Exchange, particulars relating to appointment and reappointment of Directors are annexed herewith.
13. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip alongwith their copy of Annual Report to the meeting.
14. In case, of joint holders attending the meeting, only such joint holders who is higher in order of names will be entitled to vote.
15. 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 www.saharahousingfina.com available under the "Investors Information."
16. 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 Agent, for consolidation into single folio.
17. All documents, transfers, dematerialization requests and other communication in relation thereto should be addressed directly to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited at the following address:

Shri S.P.Guha
Link Intime India Private Limited
59 C, Chowringhee Road, 3rd Floor, Kolkata- 700 020
Ph: 033-2289-0540 Tele fax: 033- 2289-0539
E-mail: kolkata@linkintime.co.in
18. Pursuant to Clause 47(f) of the Listing Agreement entered into with the Stock Exchange, the Company has created exclusive email IDs – info.saharahousingfina@gmail.com; dj.bagchi@saharahousingfina.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.



B. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed the e-voting services as provided by Central Depository Services (India) Limited (CDSL). The Company has appointed Mr. P.V.Subramanian (CP: 2077), Practising Company Secretary, Kolkata, as scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions for e-voting are detailed hereunder:

The instructions for members for voting electronically are as under:-

- i. Log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” tab to cast your votes.
- iii. Now, select the Electronic Voting Sequence Number - “140818010” along with “Sahara Housingfina Corporation Limited” from the drop down menu and click on “SUBMIT”.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on login.
- vi. If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

vii. 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)
	Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s after the folio number. For example: If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field.
	Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: If your name is Rahul Mishra and Demat A/c No. is 1205870000001234 then default value of PAN is ‘RA00001234.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 number of shares held by you as on August 22, 2014 (which is the cut-off date) in the Dividend Bank details field.



- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly to 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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. For the 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 EVSN for the relevant <Sahara Housingfina Corporation 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 Resolutions.
- 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 out of the Voting done by you by clicking on "click here to print" option on the Voting Page.
- xvi. If the demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on forgot Password and enter the details as prompted by the system.
- xvii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates; they should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com; after receiving the login details they have to create a user who would be able to link the account(s) 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; they should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the vote.
- xviii. In case of members receiving the physical copy please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- xix. The voting period begins at 10.00 a.m. on September 23, 2014 and ends at 6.00 p.m. on September 25, 2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- xx. 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.
- xxi. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period / unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Board of Directors of the Company.
- xxii. The Results shall be declared on or after the Annual General Meeting of the Company and shall be deemed to be passed on the date of Annual General Meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company www.saharahousingfina.com within 2 days of passing of the resolutions at the Annual General Meeting of the Company and shall be communicated to BSE Limited.



C. □ Voting by Ballot Papers

1. □ By virtue of Clause 35B of the Listing Agreement, the items of business stated under items 1 of 5 can also be transacted by voting on Ballot papers. The Ballot papers are attached with the Notice.
2. □ Members may choose to cast their vote(s) using the Ballot papers. The Ballot papers duly completed and signed should reach the Registrar & Transfer Agent of the Company at its Office at Link Intime India Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata – 700 020, on or before 6.00 p.m. on September 25, 2014.
3. □ Voting rights of the Members shall be in proportion to their shareholding(s) in the paid-up equity share capital of the Company as on the Record / Cut-off date subject to their name appearing in the Register of Members of the Company and in respect of 'Deemed Members', the names appearing in the statement of Beneficial Ownership to be furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as at the end of business hours on August 22, 2014.
4. □ Shri P. V. Subramanian, Company Secretary in Practice, (CP: 2077) shall act as the Scrutinizer for the Ballot voting process and he shall confirm that it is / has been conducted in a fair and transparent manner. The duly completed and signed Ballot paper may be sent in the enclosed postage pre-paid Business Reply Envelope bearing address of the Registrar & Transfer Agent of the company.
5. □ Postage of the Business Reply Envelope will be borne by the Company. However, envelopes containing Ballot, if sent by courier or by registered/speed post at the expense of the member will also be accepted. The Ballot(s) may also be deposited personally.
6. □ The Scrutinizer shall in the manner and within the period specified in Note B.(xxi) draw up the Scrutinizer's Report of the votes cast on Ballot in favour of and / or against the Resolutions, and submit the same to the Board of Directors of the Company forthwith. The Results of the Voting through Ballot papers shall be declared and published in the same manner as specified in Note B.(xxii).



ANNEXURE TO THE NOTICE

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

ITEM NO. 4 and 5

Shri Brijendra Sahay and Shri Ranaj Dasgupta are existing Independent Directors of the Company under Clause 49 of the Listing Agreement.

Upon implementation of the Companies Act, 2013 ('the Act'), the Board, at its Meeting held on August 13, 2014, has formed an opinion that each of them are persons of integrity and possess relevant expertise and experience for being appointed Independent Directors of the Company. In the opinion of the Board, each of these persons fulfills the conditions specified in the Act and the Rules made there under and that they are each independent of the Management. They have also filed declarations under Section 149(7) of the Act stating that they can function as Independent Directors within the meaning of Section 149(6) of the Act.

In view of the above position, approval of Members is sought, through Ordinary Resolutions, to formally appoint them Independent Directors as per Section 149(10) of the Act for a period of five years (5 years) from the conclusion of the Company's Twenty-third(23rd) Annual General Meeting to the conclusion of the Company's Twenty-eighth (28th) Annual General Meeting with respect to the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.

Brief particulars of Shri Brijendra Sahay and Shri Ranaj Dasgupta are annexed herewith and also reported in the Annual Report.

The Company and the Independent Directors shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein. Their appointment once made at the Meeting shall be formalized through a letter of appointment, setting out:

- (a) the term of appointment;
- (b) the expectation of the Board from the appointed Director; the Board-level committee(s) in which the Director is expected to serve and its tasks;
- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
- (d) provision for Directors and Officers (D & O) insurance, if any ;
- (e) the Code of Business Ethics that the Company expects its Directors and employees to follow;
- (f) a list of actions that a Director should not do while functioning as such in the Company; and
- (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Board and other Meetings and profit related commission, if any.

Formal letters of appointment shall be issued to each Independent Director upon appointment. The terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any Member during normal business hours, and shall also be posted on the Company's website.

The Board is of the opinion that it would be in the interest of the Company to appoint Shri Brijendra Sahay and Shri Ranaj Dasgupta as Independent Directors and Resolutions 4 and 5 have been proposed to this end. The Board commends the Resolutions to Members for acceptance. Shri Brijendra Sahay and Shri Ranaj Dasgupta were holding office as retiring Directors and, after their appointment as Independent Directors, they shall not be liable any further to retirement by rotation and shall hold office for the aforesaid fixed term of five years (5 Years) and could be eligible for appointment for one more consecutive term of five years.

Shri Brijendra Sahay and Shri Ranaj Dasgupta should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions.



**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	Shri Joy Broto Roy	Shri Brijendra Sahay	Shri Ranaj Dasgupta
Directors Identification Number (DIN)	00432043	00017600	00216165
Permanent Account Number (PAN)	ACQPR6786C	AABPS4912J	AAPPD4448N
Date of Birth	12.01.1961	26.07.1939	15.02.1939
Age	53 years	75 Years	75 Years
Date of Appointment	24.08.2002	24.08.2002	23.12.2004
Expertise in specific functional areas	Experience in Media, Infrastructure, real estate and other industries	Wide experience across various industries.	Wide experience across various industries
Qualifications	Degree in Commerce	B.A., M.A., LLB, (Retired IAS officer)	Masters Degree in Agricultural Science.
List of other directorships	1. Sahara India Power Corporation Limited 2. Sahara Prime City Limited 3. Sahara India Medical Institute Limited 4. Sahara Net Corp Limited 5. Sahara Hospitality Limited 6. Sahara Infrastructure and Housing Limited	1. Ginni International Limited 2. Sahara One Media and Entertainment Limited 3. Sahara India Life Insurance Company Limited.	1. Sahara India Commercial Corporation Limited 2. Sahara India Infrastructural Development Limited 3. Sahara India Tourism Development Corporation Limited 4. Sahara Infrastructure And Housing Limited
Membership/Chairmanship of Committees of other Companies	Membership in Audit Committee 1. Sahara Infrastructure and Housing Limited 2. Sahara India Power Corporation Limited 3. Sahara Hospitality Limited Membership in Stakeholders Relationship Committee/ Shareholders/Investors Grievance Committee 1. Sahara Infrastructure and Housing Limited	Membership in Audit Committee 1. Sahara India Life Insurance Company Limited 2. Sahara One Media and Entertainment Limited 3. Ginni International Limited. Membership in Stakeholders Relationship Committee/ Shareholders/Investors Grievance Committee 1. Sahara One Media and Entertainment Limited. 2. Ginni International Limited.	Membership in Audit Committee 1. Sahara India Tourism Development Corporation Limited Chairmanship in Audit Committee 1. Sahara Infrastructure and Housing Limited 2. Sahara India Commercial Corporation Limited Chairmanship in Stakeholders Relationship Committee / Shareholders / Investors Grievance Committee 1. Sahara Infrastructure and Housing Limited 2. Sahara India Commercial Corporation Limited
Relationship, if any, between Directors, inter se	No	No	No

Note : i. The Directorships held by Directors as mentioned above, do not include Directorships of foreign Companies, Section 25 Companies and Private Limited Companies.

ii. Details of Chairmanship/Membership of Committee pertains to Audit Committee and Stakeholders Relationship Committee/Shareholders/Investor's Grievance Committee.