



## SAHARA HOUSINGFINA CORPORATION LIMITED

Corporate Identification Number (CIN): L18100WB1991PLC099782

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

Tel: 91 33 22890148 /2289 6708, Visit us at: [www.saharahousingfina.com](http://www.saharahousingfina.com), Email: [info.saharahousingfina@gmail.com](mailto:info.saharahousingfina@gmail.com)

### POSTAL BALLOT NOTICE

#### Notice issued to the Members pursuant to Section 110 of the Companies Act, 2013

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, Regulation 44 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to such other applicable laws and regulations, the Company is seeking approval of the Members for the proposed special resolution as set out herein below, by way of Postal Ballot.

The draft special resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement pursuant to Section 102 of the Act, setting out all material facts and reasons for the proposal are annexed hereto for consideration of the Members. The Postal Ballot Form for exercising the vote is annexed to this Notice.

#### SPECIAL BUSINESS

#### Continuation of directorship of Shri Brijendra Sahay (DIN: 00017600), as an Independent Director, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018

To consider and, if thought fit, to give assent to the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and the applicable Rules made thereunder (including any amendment, modification(s), variation or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to Shri Brijendra Sahay (DIN: 00017600), Independent Director, who has attained the age of seventy-five years, to continue as an Independent Director of the Company up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, being the date of expiry of his current term of office on the existing terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Shri D J Bagchi, CEO & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary, desirable and expedient to give effect to this Resolution."

By Order of the Board  
For Sahara Housingfina Corporation Limited

Place: Kolkata  
Date: 29<sup>th</sup> May, 2019

Sd/-  
D J Bagchi  
CEO & Company Secretary  
(FCS-3240)

#### Notes and Instructions:

1. Explanatory Statement for the proposed Resolution, pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts and reasons is appended to the Notice;
2. The Notice is being sent to all the Members whose names appear on the register of members/ list of beneficial owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") as on June 7<sup>th</sup>, 2019. A person who is not a member as on the aforesaid date should treat this postal ballot notice for information purposes only;
3. The Company has appointed Shri P V Subramanian (ACS 4585/CP 2077), Company Secretary in Whole-time Practice, to act as the scrutinizer for conducting the postal ballot process and e-Voting in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding;
4. The Company is pleased to provide all the Members, the facility to exercise their right to vote by electronic means as an alternative, which would enable them to cast their votes electronically, instead of physical mode. Those Members, who have registered their e-mail ID with the Depositories/Company, shall receive this Notice along with Explanatory Statement through e-mail. The Members who have received the notice by email and who wish to vote by Postal Ballot Form can download the Postal Ballot Form the Company's website: [www.saharahousingfina.com](http://www.saharahousingfina.com) & the website of <https://instavote.linkintime.co.in>.
5. The Company has availed electronic voting platform of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) to provide remote e-voting facility to its Members;

6. The Company is also enclosing a physical Postal Ballot Form and self-addressed postage pre-paid envelope along with this Notice, for those Members who have not registered their email IDs with the depositories/Company. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the same, duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so that it reaches the Scrutinizer on or before the close of working hours 5.00 p.m. (IST) on **Tuesday, 16<sup>th</sup> July, 2019**. The Members may please note that any incomplete, unsigned or incorrect Postal Ballot Forms will be rejected;
7. Voting will commence on **Monday, 17<sup>th</sup>, June, 2019 at 9.00 a.m.** (IST) and end on **Tuesday, 16<sup>th</sup> July, 2019 at 5.00 p.m.** (IST). Kindly note that the Members can opt for only one mode of voting, i.e. either by Physical Ballot or e-Voting. In case members cast their vote by physical Postal Ballot and e-voting, then voting done through e-Voting shall prevail and voting done by physical Postal Ballot will be treated as invalid;
8. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, June 7<sup>th</sup>, 2019**.
9. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last day specified by the Company for receipt of Postal Ballot Forms or e-Voting i.e. **Tuesday, 16<sup>th</sup> July, 2019**.
10. A Member cannot exercise his / her vote through proxy.
11. The instructions for the Members for e-Voting and Postal Ballot are as under:
  - a. The e-voting period will commence from 9:00 a.m. (IST) on **Monday, 17<sup>th</sup>, June, 2019** and end at 5:00 p.m. (IST) on **Tuesday, 16<sup>th</sup> July, 2019**. Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, **Friday, 7<sup>th</sup> June, 2019** may cast their votes electronically.
  - b. Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on **Tuesday, 16<sup>th</sup> July, 2019**. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
12. The Scrutinizer shall within forty eight hours of conclusion of Postal Ballot process i.e. within **Thursday, 18<sup>th</sup> July, 2019**, submit the Scrutinizer's Report to the CEO and Company Secretary of the Company or, in his absence, to any one of the Company's authorized representative of the Board.
13. Based on the Scrutinizer's Report, the results of the voting by Postal Ballot along with requisite details shall be announced forthwith at the Registered Office of the Company at 46 Dr. Sundari Mohan Avenue, Kolkata - 700014 and the same would be available on the website of the Company [www.saharahousingfina.com](http://www.saharahousingfina.com) and that of LI IPL: [instavote.linkintime.co.in](http://instavote.linkintime.co.in) and the same will also be intimated to BSE Ltd.
14. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the applicable rules;
15. For any grievances connected to the Postal Ballot including voting by electronic means, members may please contact Shri D J Bagchi, Compliance Officer, at 46 Dr. Sundari Mohan Avenue, Kolkata – 700014.

**Instructions for shareholders to vote electronically:**

❖ **Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)**

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
  - a. **Shareholders holding shares in DEMAT account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
  - b. **Shareholders holding shares in DEMAT account with CDSL:** Your User ID is 16 Digit Beneficiary ID
  - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:  
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

<b>For Shareholders holding shares in DEMAT Form or Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both DEMAT shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.</li> </ul>
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said DEMAT account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your DEMAT account or in the company records for the said DEMAT account or folio number. <ul style="list-style-type: none"> <li>Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).</li> </ul>

If you are holding shares in DEMAT form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

**If Shareholders holding shares in DEMAT Form or Physical Form have forgotten password:**

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

**NOTE:** The password is to be used by DEMAT shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ **Cast your vote electronically**

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No: **190069**” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for Shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorized representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/DEMAT account shall choose the voting process separately for each of the folios/DEMAT account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or Call us :- Tel : 022 - 49186000.

**ANNEXURE TO THE NOTICE**

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

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended vide SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018 dated 9<sup>th</sup> May 2018 and effective from 1<sup>st</sup> April, 2019, no listed entity shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement to the Notice for such appointment.

At the 23<sup>rd</sup> Annual General Meeting of the Company held on 29<sup>th</sup> September, 2014, the Members had approved the appointment of Shri Brijendra Sahay (DIN: 00017600) as an Independent Director of the Company for five consecutive years effective from conclusion of the said 23<sup>rd</sup> Annual General Meeting to the conclusion of the Company's 28<sup>th</sup> Annual General Meeting. Shri Brijendra Sahay is now 81 years of age and, therefore, consent of the Members by way of a Special Resolution is being sought in terms of above Regulation 17(1A) for continuation of his directorship as a Non-Executive Independent Director of the Company till conclusion of the upcoming 28<sup>th</sup> Annual General Meeting of the Company, being the date of expiry of his current term of office.

Shri Brijendra Sahay is a retired IAS Officer and has served as the Chief Secretary, Government of U.P. (two times). He holds a Master's Degree in Economics and a Bachelor's Degree in Law. He has a total experience of over 36 years in Finance, Administration, Industrial and Urban Development. He has been the Chairman of U.P. State Textile Corporation, New Okhla Industrial Development Authority (NOIDA). He has also worked as the Cement Controller of India and later as Joint Secretary in the Ministry of Industry, as Deputy Secretary in the Ministry of Commerce, Govt. of India. He is the recipient of National Citizen's award, Lok Shree Award and National Amity Award. He is on the Board of various companies since his superannuation and has substantial experience in finance, policy, administration and view point on the working governance of institutions both with government and the private sector.

Considering the rich experience and expertise of Shri Brijendra Sahay and his valuable contribution towards the Company, the Board recommends the passing of the special resolution as set out in the Postal Ballot Notice for continuation of directorship of Shri Sahay till upcoming 28<sup>th</sup> Annual General Meeting of the Company, being the date of expiry of his current term of office.

Except Shri Brijendra Sahay, none of the Directors or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested whether financially or otherwise, in the proposed Resolution.

By Order of the Board  
For **Sahara Housingfina Corporation Limited**

**Sd/-**  
**D J Bagchi**  
CEO & Company Secretary  
(FCS-3240)

Place: Kolkata  
Date: 29<sup>th</sup> May, 2019



**SAHARA HOUSINGFINA CORPORATION LIMITED**

Corporate Identification Number (CIN): L18100WB1991PLC099782  
Registered & Corporate Office: 46 Dr. Sundari Mohan Avenue, Kolkata - 700014,  
Tel: 91 33 22890148 /2289 6708, Visit us at: [www.saharahousingfina.com](http://www.saharahousingfina.com), Email: [info.saharahousingfina@gmail.com](mailto:info.saharahousingfina@gmail.com)

**POSTAL BALLOT FORM**

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

**Postal Ballot No.:**

Name and Registered Address of the Sole / First Named Member	:	
Name(s) of the Joint Holder(s), if any	:	
Ledger Folio / DPD / Client ID No. * (*Applicable to investors holding shares in dematerialized form)	:	
Number of Share(s) held	:	
I / We exercise my your votes in respect of the following Resolutions to be passed through Postal Ballot in respect of the business stated in the Postal Ballot Notice date of Wednesday, 29 <sup>th</sup> May 2019 by sending my/our assent or dissent to the following resolution by placing (√) mark in the appropriate box below (tick in both the boxes will render the ballot invalid);		

Brief particulars of the Resolution proposed	Types of Resolutions	No. of Shares	Please (√) in the appropriate box below		
			I / We assent to the resolution ("FOR")	I / We dissent to the resolution ("AGAINST")	I / We "ABSTAIN" to the resolution
Continuation of directorship of Shri Brijendra Sahay, (DIN: 00017600) Independent Director pursuant to SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2018.	Special				

Place:

\_\_\_\_\_  
Signature of the Member or the Authorized Representative  
(as per instructions overleaf)

Date:

EVENT (E-voting Event Number)	User ID	Password / PIN
<b>190069</b>		

**Note:**

- (i) If the voting rights are exercised electronically, there is no need to use this form.
- (ii) Please read the notes / instructions printed on the Postal Ballot Notice / Form carefully before exercising your vote.

## **GENERAL INFORMATION**

1. There will be one Postal Ballot Form/e-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
2. Member(s) can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case, if you opt for e-voting, then do not vote by physical ballot and vice versa. However, in case Member(s) cast their vote both by physical ballot and e-voting, then e-voting shall prevail and voting done by physical ballot will be treated as invalid.
3. Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

## **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTTING BY POSTAL BALLOT**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if deposited in person or sent by courier or by Registered Post at the expenses of the registered Member, will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and address of the Scrutinizer appointed by the Board of the Directors of the Company which has been authorized in this regard.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants. The Postal Ballot Form shall be rejected, if the signature in the Postal Ballot Form does not match with the signatures registered with Company / Depository Participants. In case of joint holding, this Form should be completed signed by the first-named Member and in his/her absence, by the next-named Member.
4. An unsigned, incomplete, incorrectly completed, incorrectly ticked or wrongly signed Postal Ballot Forms will be treated as invalid.
5. The voting period ends on **Tuesday, 16<sup>th</sup> July, 2019** at 05:00 PM. IST. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than close of business hours at 5:00 P.M on **Tuesday, 16<sup>th</sup> July, 2019**. All Postal Ballot Forms received after this date and time will be treated as if reply from such Member has not been received.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Point No. 5 above.
7. In case of Members other than individuals, the Form shall be signed by an authorized representative of the Body Corporate, Trust, Societies or any other entity provided a certified true copy of the Board Resolution or a specific authorization, duly attested, of such other entity as the case may be, giving requisite authority to such Authorized Representative to sign the Postal Ballot Form is attached to the Postal Ballot Form.
8. In case the Form is signed for or on behalf of the Government, the nomination of the concerned government in favour of such signatory should be enclosed with the Form.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Members as on the cut-off date i.e. **Friday, 7<sup>th</sup> June 2019** and any recipients of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
10. The consent must be accorded by recording the assent in the Column 'FOR', dissent in the Column 'AGAINST' AND "ABSTAIN" by placing a tick mark (✓) in the appropriate column. Postal Ballot form bearing (✓) in both the columns will render the form invalid.
11. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-address envelope, except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No.7 above) in the enclosed self-addressed postage pre-paid envelope since such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. If at all two postal ballot forms are received from the same Member, the form received first shall only be considered for the purpose of determining majority.
13. For any query connected with the Resolution proposed to be passed by means of Postal Ballot contact the Company Secretary of the Company by sending email at [info.saharahousingfina@gmail.com](mailto:info.saharahousingfina@gmail.com) or call at +91 33 2289 0148.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
15. The results of the voting by Postal Ballot will be declared at the Registered Office of the Company on **Thursday, 18<sup>th</sup> July 2019** and the same will also be placed on the Company's website [www.saharahousingfina.com](http://www.saharahousingfina.com). The result of the postal ballot shall be communicated to BSE Ltd where the equity shares of the Company are listed and shall also be published in the Newspaper(s).

By Order of the Board  
For Sahara Housingfina Corporation Limited

### **Registered Office**

46 Dr. Sundari Mohan Avenue  
Kolkata – 700014  
29<sup>th</sup> May 2019

Sd/-  
D J Bagchi  
CEO & Company Secretary  
(FCS-3240)