



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 THIRTIETH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of Sahara Housingfina Corporation Limited will be held on **Wednesday, September 29, 2021**, at 11:30 p.m. (IST) through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following businesses;

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, including Reports of the Board of Directors and the Statutory Auditors thereon.
2. To re-appoint a Director in place of **Shri Awdhesh Kumar Srivastava (DIN 02323304)**, who retires by rotation at the Annual General Meeting and is eligible for re-appointment.

Special Business

3. To re- appoint Shri 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 to 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, and pursuant to the recommendations / approvals of Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on August 13, 2021, the consent of the members of the Company be and is hereby accorded to the re-appointment of and payment of remuneration to Shri D J Bagchi, as Chief Executive Officer and Manager of the Company for a further period of three (3) years from July 31, 2021 to July 30, 2024 on a remuneration and other terms and conditions as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company as set out in the service agreement dated August 13, 2021, entered into between the Company and Shri 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 condition 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 Shri D J Bagchi, in such manner as may be agreed to between the Board and Shri 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 Shri 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 Shri D J Bagchi shall be treated as Chief Executive Officer / Principal Officer / Administrative Officer / Manager / Occupier / Key Managerial Personal 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 severally 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:

46, Dr. Sundari Mohan Avenue
Kolkata- 700014

Dated: August 13, 2021

By Order of the Board

D J Bagchi
Company Secretary
FCS - 3240



Notes :

1. In view of the continuing wave of Covid-19 pandemic when social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") vide its Circular Nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, read with Circular Nos.20/2020 dated May 05, 2020 and 02/2021 dated January 13, 2021 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/29 dated May 12, 2020 and SEBI/HO/CFD/CMD1/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as 'SEBI Circulars')/have permitted the holding of Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue.
2. In accordance with the MCA Circulars and SEBI Circulars, the 30th AGM of the Company is being held through VC /OAVM on Wednesday, September 29, 2021 at 11.30 a.m. (IST). The deemed venue for the 30th AGM shall be the Registered & Corporate Office of the Company situated at 46 Dr. Sundari Mohan Avenue, Kolkata – 700 014, Tel: 91 33 2289 0148
3. Notice of 30th AGM and financial statements (including Board's report, Auditor's report or other documents required to be attached therewith) for FY 2020-21, are being sent only through email to all members as on September 06, 2021 to their registered email id with the Company and no physical copy of the same would be dispatched. 30th Integrated Annual Report containing Notice, financial statements and other documents are available on the website of BSE Limited (www.bseindia.com) where the Company's shares are listed and is also available on the website of the Company (www.saharahousingfina.com).
4. The Company has engaged the services of Link Intime India Private Limited ("LI IPL") for providing facility for voting through remote e-voting, participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 18 below.
5. Recorded transcript of the meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of meeting for the purpose of recording of the minutes of the proceedings of this AGM.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
8. **Procedure for Registration of email ids and Bank Account details:**

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions are to be followed:

(i) For shares held in physical mode:

- a) Advise any change in their address or bank mandates to the Company/Company's Registrar and Transfer Agent, Link Intime India Private Limited. The notification of change of address should be accompanied by the address proof, i.e., aadhaar card, electric/telephone bill, driving licence or a copy of the passport or bank statement of the member. OR
- b) Log into the website of our RTA, Link Intime India Private Ltd., at www.linkintime.co.in under Investor Services > Email/Bank detail Registration. Fill in the details and upload the required documents and submit.

(ii) For Shares held in DEMAT mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to Special Business to be transacted at Annual General Meeting is annexed hereto.
10. The relevant details of the Director seeking re-appointment under ordinary business item number 2 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.



11. Any member desirous of receiving any information of Financial Statements or operations of the Company is requested to forward his/her queries to the Share Department of the Company at the Registered Office at least 10 working days prior to AGM, so that required information can be made available at the AGM.
12. The Register of Members and the Share Transfer Books of the Company will remain closed from September 23, 2021 to September 29, 2021 (both days inclusive).
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Pvt. Limited for assistance in this regard.
14. Members holding shares in dematerialized form should intimate to the concerned Depository Participant(s), the necessary bank account details. Members holding shares in physical form may intimate the Registrar and Share Transfer Agents, the necessary bank details for ECS credit directly to their bank accounts wherever ECS facility is available or for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants. In case of any change in the bank particulars, the change should be intimated to the Depository Participant(s), (in case of dematerialized shares) and the Registrar and Share Transfer Agents (in case of physical shares), immediately so that the changed particulars may be used for dividend payment.
15. To support the 'Green Initiative', the Members are requested to register their email addresses with the Company or Registrar and Share Transfer Agents of the Company to info.saharahousingfina@gmail.com or kolkata@linkintime.co.in or with the Depositories for receiving all communication, including Annual Report, Notices and Documents through e-mail instead of physical copy.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Limited for the same.
17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Limited, immediately of:
 - a) Change of their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with Complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. Instructions for remote e-voting and joining the Annual General Meeting are as follows:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("Listing Regulations") and any other applicable provisions, the Company is pleased to provide members the facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote e-Voting Services provided by Link Intime India Private Limited (LI IPL).

A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulation read with the MCA circulars.

During the remote e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Wednesday, September 22, 2021, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. As per Explanation (ii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, cut-off date means a date not earlier than 7 days before the date of general meeting.

The remote e-voting period commences at 9:00 a.m. (IST) on Saturday, September 25, 2021 and ends at 5:00 p.m. (IST) on Tuesday, September 28, 2021. The e-voting module shall be disabled by LI IPL for voting thereafter.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting, through electronic voting system, shall also be made available during the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



A. PROCEDURE FOR REMOTE E-VOTING:

Instructions for members for remote e-voting are as under:

Log-in to the 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](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 the Event No + Folio Number registered with the Company

For Shareholders 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) <ul style="list-style-type: none">• Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number in the PAN Field.
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 (last four digits) as recorded in your demat account or in the company <ul style="list-style-type: none">• 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 4, a-c.

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: [https:// instavote.linkintime.co.in](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 the password:

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

In case a shareholder is having a valid email address, the Password will be sent to the shareholder’s registered e-mail address. Else, the 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 LI IPL.

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

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: [https:// instavote.linkintime.co.in](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).

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

6. 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” of the company, you choose to vote.
7. 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’.
8. If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.
9. 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 authorised 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 to 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 or Call us :- Tel : 022 - 49186000.

B. PROCEDURE FOR JOINING AGM THROUGH VC / OAVM AND E-VOTING DURING THE AGM:

Instructions for Shareholders/Members to Attend the Annual General Meeting through InstaMeet:

Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

Shareholders/Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis

Shareholders/Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting.

Shareholders/Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs,

Chair Persons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc., may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the meeting and the window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1000 members only.

Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

1. Open the internet browser and launch the URL for InstaMeet<<<https://instameet.linkintime.co.in>>> and register with your following details:
2. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company



3. PAN: Enter your 10 digit Permanent Account Number (PAN)
4. Mobile No.
5. Email ID
6. Click "Go to Meeting"

Notes:

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, they can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. 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'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and having decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present at the Annual General Meeting through InstaMeet facility and who have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the shareholders/members have any queries or issues regarding e-voting, they may write an email to instameet@linkintime.co.in or Call us: Tel : (022-49186175)

C. PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUALREPORT:

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

Shareholders/ Members who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at info.saharahousingfina@gmail.com last date of registration September 27, 2021 (10.00 a.m. IST) and after that no registration will be accepted.

The Speakers will only be allowed to express their views/ ask questions during the meeting on first come basis.

Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info.saharahousingfina@gmail.com. The same will be replied by the company suitably.



Notes:

Those shareholders/members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

Shareholders/ Members are allowed to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

19. The Board has appointed Shri P V Subramanian (ACS No. 4585/CoP No.: 2077), Practicing Company Secretary, Kolkata as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
20. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.info.saharahousingfina.com and on the website of LI IPL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchange.
22. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
23. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

ANNEXURE TO THE NOTICE

**ANNEXURE TO ITEM NO 2 OF THE NOTICE
Details of the Director seeking re-appointment
(In pursuance of SEBI (LODR) Regulation, 2015)**

(Directorship & Committee Membership other than Sahara Housingfina Corporation Ltd.)

Name of Director	Shri Awdhesh Kumar Srivastava
Directors Identification Number (DIN)	02323304
Permanent Account Number (PAN)	AHFPS8661K
Date of Birth	29-07-1949
Age	72 years
Date of Appointment	14-11-2019
Expertise in specific functional areas	Wide experience across various industries.
Qualifications	MA and LLB
No. of meetings of the board attended during the year	3
List of other directorships (excluding foreign companies)	1. Sahara One Media and Entertainment Limited
Membership / Chairmanship of Committees of other Public Companies	4
Relationship, if any, between Directors, inter se	No
No. of Equity Shares held in the Company	Nil



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

Item No.: 3

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

The Members of the Company had vide special resolution passed at the Twenty Seventh (27th) Annual General Meeting ('AGM') held on September 27, 2018 re-appointed Shri 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, 2018. As per the subject approval, the current tenure of Shri D J Bagchi expired on July 30, 2021.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and having regard to the rich experience and past performance of Shri D J Bagchi and keeping in view the performance of the Company, decided at its meeting held on August 13, 2021 to confirm the re-appointment of Shri D J Bagchi, (designated as the Chief Executive Officer), as Manager for a period of three years with effect from July 31, 2021 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 13, 2021, entered into between the Company and Shri 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 Shri 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.

Shri D J Bagchi, a resident Indian, aged about 58 years is a Fellow member of the Institute of Company Secretaries of India (ICSI) and a Bachelor of Law (LLB). He possesses more than 31 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 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.

Shri 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 Shri 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 1.00 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 Shri D J Bagchi as Manager [designated as Chief Executive Officer] of the Company as set out at Item No. 3 of the Notice, for the approval of the members of the Company.

Except Shri D J Bagchi, whom the resolution relates to, 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 3.

The information as required under Section II of Part II of Schedule V of the Companies Act, 2013 for Item No. 3 is given below;

I. General Information:

1. **Nature of Industry: Mortgage Finance** : Mortgage
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 19th August, 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:

(₹ in Lakhs)

	Year Ended 31.03.2021	Year Ended 31.03.2020	Year Ended 31.03.2019
Total Revenue	1341.91	1455.88	1635.17
Profit/(Loss) Before Tax	257.59	278.52	339.06
Profit/(Loss) After Tax	209.25	207.70	260.88
Paid-up Share Capital	700.00	700.00	700.00
Earnings Per Share	2.99	2.97	3.73

5. Foreign Investments or Collaborators, if any: None

II. Information about the Appointee

1. Background Details

Shri Dhrubajyoti Bagchi (Shri D J Bagchi), a resident Indian, aged about 58 years is a Fellow member of the Institute of Company Secretaries of India (FCS 3240) and a Bachelor of Law. He possesses more than 31 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, 2021, Shri D J Bagchi's total remuneration was ₹44.22 lacs (inclusive of all perquisites valued as per applicable Income Tax Rules.

3. Recognition or awards

None

4. Job Profile and Suitability

Shri D J Bagchi devotes whole time 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.

Remuneration Proposed (Per Month)	
Basic	₹ 87,592
H.R.A.	₹ 43,796
Uniform Maintenance Allowance	₹ 4,000
Production Incentive	₹ 21,129
Special. Allowance	₹ 1,98,565
Total (A)	₹ 3,55,082

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

6. Perquisites

- i. Fuel reimbursement of upto 200 Litres / Month.
- ii. Reimbursement of Communication Expenses subject to a maximum of ₹ 7,800/- per month.
- iii. Leave Travel Concession for self and family as per Company's policy.
- iv. 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.



- v. 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. Leave not availed cannot be encashed.
- vi. Valuation of perquisites shall be done as per the applicable Income Tax Rules, wherever applicable.
- vii. 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, Shri 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.
- viii. 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 Shri D J Bagchi is reasonably in line with the remuneration in similar sized companies in the same segment of business.
- ix. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:- Apart from receiving remuneration as stated above, Shri 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.

By Order of the Board

Registered Office:

46, Dr. Sundari Mohan Avenue
Kolkata- 700014

Dated: August 13, 2021

D J Bagchi
Company Secretary
FCS - 3240