



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 THIRTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting of the Members of Sahara Housingfina Corporation Limited will be held on Friday, September 27, 2024, at 11.30 a.m. (IST), through Video Conferencing (“VC”)/Other Audio Visual Means (“OVAM”) to transact the following business;

Ordinary Business

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

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of Auditors & the Board of Directors thereon.

RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024, the Report of the Board of Directors along with relevant Annexures and the Report of the Statutory Auditors there on be and are hereby received, considered and adopted.

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

To appoint a Director in place of Shri Awdhesh Kumar Srivastava (DIN 02323304), who retires by rotation, and is eligible for reappointment.

RESOLVED THAT Shri Awdhesh Kumar Srivastava (DIN 02323304), who retires by rotation at this meeting and, being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company.

Special Business

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

Re- appointment Shri DJ Bagchi, as Chief Executive Officer and Manager

“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 May 29, 2024, 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, 2024 to July 30, 2027 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 May 29, 2024, 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/Compliance 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.”

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

Appointment of Ms. Sudha Sarowgi (DIN: 10747395) as Independent Woman Director

“**RESOLVED THAT** Ms. Sudha Sarowgi (DIN: 10747395), who was appointed as an Additional Director (Category: Independent Woman Director Non Executive) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (as amended) (the “Act”) w.e.f. August 23, 2024, be and is hereby appointed as a Director (Category: Independent Director Non Executive) of the Company

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable, if any, of the Act and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Ms. Sudha Sarowgi (DIN: 10747395), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from her date of appointment, i.e., August 23, 2024 upto August 22, 2029.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution

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

Appointment of Shri Sadhan Sarkar (DIN: 10519231) as Independent Director

“**RESOLVED THAT** Shri Sadhan Sarkar (DIN: 10519231), who was appointed as an Additional Director (Category: Independent Director Non Executive) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (as amended) (the “Act”) w.e.f. August 23, 2024, be and is hereby appointed as a Director (Category: Independent Director Non Executive) of the Company

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable, if any, of the Act and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Shri Sadhan Sarkar (DIN: 10519231), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from his date of appointment, i.e., August 23, 2024 upto August 22, 2029.



RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution

6. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**;

Appointment of Shri Madhukar (DIN: 00558818), as an Independent Director

“RESOLVED THAT Shri Madhukar (DIN: 00558818), who was appointed as an Additional Director (Category: Independent Director) on the Board of Directors of the Company, in terms of Section 161 of the Companies Act, 2013 (as amended) (the “Act”) w.e.f. August 23, 2024, be and is hereby appointed as a Director (Category: Independent Director Non Executive) of the Company

RESOLVED FURTHER THAT pursuant to the provisions of the Sections 149, 152 and other applicable, if any, of the Act and Schedule IV thereto and the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, and the Articles of Association of the Company, Shri Madhukar (DIN: 00558818), be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (five) consecutive years commencing from his date of appointment, i.e., August 23, 2024 upto August 22, 2029.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder and other applicable provisions, if any, the approval of the Members be and is hereby accorded, for appointment of the directorship of Shri Madhukar (DIN: 00558818) having age above seventy five (75) years, as an Independent Director of the Company, till August 22, 2029, subject to other necessary approvals

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and / or the Company Secretary of the Company, be and is / are hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to the foregoing resolution.

By Order of the Board

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

Dated: August 28, 2024

D J Bagchi
Company Secretary & Compliance Officer
FCS - 3240



NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its circular dated 28th Dec’ 22 read with circular dated 5th May ’20, 13th Jan’21, 8th Dec’21, 14th Dec’21, 5th May’ 22 and 25th Sep’ 23 (collectively referred to as “MCA Circulars”) had permitted holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (“SEBI”) vide its Circular dated 5th Jan’ 23 had also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the company shall be deemed to be the venue for the AGM.
2. Since this AGM is being held pursuant to MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Act
3. 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.14 below.
4. 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.
5. 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.
6. 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**, voter’s identity 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.

7. The relevant details of the Directors seeking appointment /re-appointment under item numbers 2, 4, 5 & 6 of the accompanying Notice, as required under Regulations 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.
8. Any member desirous of receiving any information on 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.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive).
10. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, the Company had stopped accepting any fresh transfer requests for securities held in physical form. Members holding shares of the Company in physical form are requested to kindly get their shares converted into demat/ electronic form to get inherent benefits of dematerialisation.



11. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <http://www.saharahousingfina.com/misc.html> and on the website of the Company's RTA at <http://www.linkintime.co.in>. It may be noted that any service request can be processed only after the folio is KYC compliant.
12. 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 at 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.
13. 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; and
 - 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.

14. 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 33rd 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. Friday, September 20, 2024, 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 Tuesday, September 24, 2024 and ends at 5:00 p.m. (IST) on Thursday, September 26, 2024. 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:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service



provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)



D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

* Shareholders holding shares in **NSDL form**, shall provide 'D' above

● Set the password of your choice (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).

● Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.

2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

4. After selecting the desired option i.e. Favour / Against, 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.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

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

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- o It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- o For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- o During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

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"

Note: 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 **Wednesday, September 25, 2024** (11.00 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.

Note: 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.

15. 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.
16. 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.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website



www.saharahousingfina.com and on the website of LIPL immediately after the result is declared by the Chairman; and results shall also be communicated to the Stock Exchanges.

18. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested, relevant documents, if any, referred to in the accompanying Notice and 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.
19. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 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 Thirtieth (30th) Annual General Meeting ('AGM') held on September 29, 2021 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, 2021 As per the subject approval, the current tenure of Shri D J Bagchi expired on July 30, 2024.

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 May 29, 2024, 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, 2024 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 May 29 2024, 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 61 years is a Fellow member of the Institute of Company Secretaries of India (ICSI) and a Bachelor of Law (LLB). He possesses more than 33 years' experience in the Mortgage Finance Industry, business expertise and professional knowledge in Secretarial & Legal Matters and has ultimate management responsibility as the Chief Executive Officer (CEO) of the Company. The present term of appointment of Shri D J Bagchi as 'Manager' (designated as CEO) expired on July 30, 2024.

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 3.00 p.m.) on all working days (Monday-Friday) 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 August 19, 1991.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. Not Applicable.
4. Financial Performance based on given indicators: (₹ in Lakhs)

	Year Ended 31.03.2024	Year Ended 31.03.2023	Year Ended 31.03.2022
Total Revenue	1062.65	1120.26	1267.00
Profit/(Loss) Before Tax	184.95	208.70	218.02
Profit/(Loss) After Tax	140.45	141.60	178.49
Paid-up Share Capital	700.00	700.00	700.00
Earnings Per Share	2.01	2.03	2.55

5. Foreign Investments or Collaborators, if any: None

II. Information about the Appointee

1. Background Details

Shri Dhruvajyoti Bagchi (Shri D J Bagchi), a resident Indian, aged about 61 years is a Fellow member of the Institute of Company Secretaries of India (FCS 3240) and a Bachelor of Law. He possesses more than 33 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), CS & Compliance Officer of the Company.

2. Past Remuneration

For the year ended March 31, 2024, Shri D J Bagchi's total remuneration was ₹ 54.85 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	₹ 1,21,772
H.R.A.	₹ 60,886
Uniform Maintenance Allowance	₹ 4,000
Production Incentive	₹ 21,129
Special. Allowance	₹ 2,36,347
Total (A)	₹ 4,44,134



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.

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

ITEM NO: 4

The Members of the Company, at their Board Meeting held on August 23, 2024 had appointed Ms. Sudha Sarowgi [DIN: 10747395] as an "Independent Woman Director Non- Executive" of the Company for a period of 5 years from August 23, 2024 pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder, read with Schedule IV to the Act.

The term of Ms. Sudha Sarowgi as an "Independent Director" shall, thus, expire on August 22, 2029.

Ms. Sudha Sarowgi holds a Bachelor's degree from Calcutta University. She has more than 10 years' experience in the tax and general administration. She has experience in financial interpretation and analysis of accounts of various businesses.

Ms. Sudha Sarowgi satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The Members are, therefore, requested to grant their approval by way of an Ordinary Resolution for the appointment of Ms. Sudha Sarowgi as an “Independent Woman Director Non-Executive” of the Company to hold office for a term of 5 (five) years, from August 23, 2024 upto August 22, 2029, not liable to retire by rotation.

Except Ms. Sudha Sarowgi, 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.

ITEM NO: 5

The Members of the Company, at their Board Meeting held on August 23, 2024 had appointed Shri Sadhan Sarkar [DIN: 10519231] as an “Independent Director Non- Executive” of the Company for a period of 5 years from August 23, 2024 pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder, read with Schedule IV to the Act.

The term of Shri Sadhan Sarkar as an “Independent Director” shall, thus, expire on August 22, 2029.

Shri Sadhan Sarkar holds a Bachelor’s degree in Commerce from Calcutta University and MBA in Finance from IMM Pune. He has more than 25 years of experience in the Finance Industry and Service Sector and have a deep knowledge in managing cash flow & working capital, budgetary control, risk management and handle various litigation& liaison.

Shri Sadhan Sarkar satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Members are, therefore, requested to grant their approval by way of an Ordinary Resolution for the appointment of Shri Sadhan Sarkar as an “Independent Director Non Executive” of the Company to hold office for a term of 5 (five) years, from August 23, 2024 upto August 22, 2029, not liable to retire by rotation.

Except Shri Sadhan Sarkar, 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.

ITEM NO: 6

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 May 9, 2018 and effective from April 1, 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 Board Meeting held on August 23, 2024, the Board of Directors of the Company considered and approved the appointment of Shri Madhukar (DIN: 00558818) as Additional Director.

Shri Madhukar (DIN: 00558818) is now 80 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 his directorship as a Non-Executive Independent Director of the Company till August 22, 2029.

Shri Madhukar holds degrees in Law and Economics and has a distinguished career in banking and finance. He served as the Chairman and Managing Director of United Bank of India from 2001 to 2004, followed by his tenure as a Whole Time Member of SEBI from 2004 to 2006. He also held key roles as an Independent Director at BHEL and Rajasthan Infrastructure Development Company.

In addition to leading several SEBI and RBI appointed committees, including the Madhukar Committee on the Tea Industry, he has shared his expertise as a Visiting Faculty at IIT Kharagpur, Amity University, and Delhi University. Shri Madhukar has extensive experience in securities markets, banking, and tax law interpretation, including company account investigations and tax litigation.

Considering the rich experience and expertise of Shri Madhukar, the Board recommends the passing of the special resolution for the directorship of Shri Madhukar till August 22, 2029 being the date of expiry.

Except Shri Madhukar, 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.



ANNEXURE TO ITEM NO 2, 4, 5 & 6 OF THE NOTICE
Details of the Director seeking appointment
(In pursuance of SEBI (LODR) Regulation, 2015)
(Directorship & Committee Membership other than Sahara Housingfina Corporation Ltd.)

Name of Director	Shri Awdhesh Kumar Srivastava	Ms. Sudha Sarowgi	Shri Sadhan Sarkar	Shri Madhukar
Directors Identification Number (DIN)	02323304	10747395	10519231	00558818
Permanent Account Number (PAN)	AHFPS8661K	AKVPS6854P	ASJPS8232K	AARPM1018K
Date of Birth	29-07-1949	03-07-1970	01-11-1963	10-02-1944
Age	75 years	54 years	61 years	80+ years
Date of Appointment	14-11-2019	23-08-2024	23-08-2024	23-08-2024
Expertise in specific functional areas	Wide experience across various industries.	Experience in Finance, Investment & Financial planning	Experience in the Finance Industry and Service Sector	He served as the Chairman and Managing Director of United Bank of India from 2001 to 2004, followed by his tenure as a Whole Time Member of SEBI from 2004 to 2006.
Qualifications	MA, LLB	BA	B.Com, MBA	MA, LLB
No. of meetings of the board attended during the year	5	—	—	—
List of other directorships (excluding foreign companies)	1. Sahara One Media and Entertainment Limited	—	—	1. Sahara One and Media and Entertainment Limited
Membership / Chairmanship of Committees of other Public Companies	3	—	—	—
Relationship, if any, between Directors, inter se	No	No	No	No
No. of Equity Shares held in the Company	Nil	Nil	Nil	Nil