

SAHARA HOUSINGFINA CORPORATION LIMITED

PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SAHARA HOUSINGFINA CORPORATION LIMITED HELD ON MONDAY, 28 SEPTEMBER, 2015 AT 11.00 A.M. AT SAHARA INDIA SADAN, 2A SHAKESPEARE SARANI, KOLKATA 700 071

As per the Notice dated 14 August, 2015, the Twenty Fourth Annual General Meeting (AGM) of the Company was held on Monday, 28 September, 2015 at 11:00 a.m. at Sahara India Sadan, 2A Shakespeare Sarani, Kolkata 700071.

MEMBERS PRESENT:

1. 1072 Members holding 15, 385 equity shares of Rs. 10 each.
2. 272 Proxy-holders holding 2, 233 equity shares of Rs. 10 each.
3. 3 Corporate Representatives holding 49, 94, 587 equity shares of Rs. 10 each.

DIRECTORS PRESENT:

1. Mr. Brijendra Sahay (Chairman of the Audit Committee, and Chairman at AGM).
2. Ms. Anshu Roy

STATUTORY AUDITOR:

Ms. Nilima Joshi – (representative of Chaturvedi & Co., Statutory Auditor)

SCRUTINIZER FOR E-VOTING & BALLOT PROCESS:

Mr. P.V.Subramanian, Practicing Company Secretary

BY INVITATION:

Shri S.P.Guha, Representative, Link Intime India Private Limited (Registrar & Share Transfer Agents).

IN ATTENDANCE:

Shri D.J.Bagchi : CEO & Company Secretary.
Shri Vivek Kapoor : Chief Financial Officer.
Shri Vinay Kr. Mishra : Manager - Secretarial

On the Board's behalf, Shri D.J.Bagchi, CEO & Company Secretary, welcomed the members to the 24th Annual General Meeting of the Company and introduced the members of the Board present at the meeting to the shareholders /members. The Secretary confirmed that the quorum being present, the Meeting was duly convened.

Shri Brijendra Sahay was elected to the Chair by the Directors present, who then took the Chair and presided over the proceedings.

The Chairman welcomed the Members to the twenty-fourth Annual General Meeting of the Company. After ascertaining that the requisite number of members forming the quorum for the meeting as per the provisions of the Companies Act, 2013 was present, the Chairman called the meeting to order.



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The Chairman informed the Members that the Register of Directors and Key Managerial Personnel (KMPs) and their Shareholdings maintained pursuant to the provisions of the Companies Act, 2013 were available for inspection by the Members during the meeting.

With the consent of the Members present, the Notice convening the twenty-fourth (24th) Annual General Meeting and the Report of Directors of the Company were taken as read.

The Chairman informed the Members that there were no adverse remarks / observations / comments on financial transactions or matters by the Auditor in his Report which required to be read out in terms of Section 145 of the Companies Act, 2013. Thereafter, with the consent of the Members present, the Auditor's Report on Audited Accounts for the financial year ended March 31, 2015, was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook.

The Chairman then informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and Listing Agreement with the Stock Exchange, the Company had extended the remote e-voting facility through CDSL to enable the Members of the company to cast /exercise their vote(s) electronically on the agenda items specified in the notice of the 24th AGM. The remote e-voting period had commenced on September 25, 2015 at 9.00 a.m. and ended on September 27, 2015 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their votes through remote e-voting.

The Chairman further informed that the Board of Directors had appointed Mr. P. V. Subramanian, Practicing Company Secretary, Kolkata, as the scrutinizer for the purpose of scrutinizing the voting process (both remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the notice of the 24th AGM.

The Chairman then invited participation of the Members of the company for discussing the financial statements for the financial year ended March 31, 2015 along with Auditor's and Directors' Report thereon.

Thereafter, several Members of the company addressed the meeting, gave their suggestions and asked certain queries on the financial statements and operations of the company. The Chairman responded to all the queries to the satisfaction of the Members.

The Chairman proposed item no.1, to be passed as an ordinary resolution, relating to consideration and adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Directors and Statutory Auditor thereon.

The resolution was proposed and seconded respectively by Mr. Mahesh Kumar Bubna and Mr. S.L.Rathi, Members present at the AGM.

24th Annual General Meeting, 28th September, 2015, Time: 11:00 A.M.



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Then, the Chairman proposed item no.2, to be passed as an ordinary resolution, relating to appointment of a Director in place of Mr. Seemanto Roy (DIN 00183666), who retires by rotation at the AGM and being eligible, offers himself for re-appointment.

The resolution was proposed and seconded respectively by Mr. K.L.Mullick and Mr. Krishnendu Das, Members present at the AGM.

Then, the Chairman proposed item no.3, to be passed as an ordinary resolution, relating to ratification for appointment of Statutory Auditor of the Company.

The resolution was proposed and seconded respectively by Mr. S.L.Rathi and Mr. Alok Kumar Pal, Members present at the AGM.

Then, the Chairman proposed item no. 4, to be passed as an ordinary resolution, relating to appointment of Ms Anshu Roy(DIN 05257404), as a Director of the Company and as an Independent Director of the Company.

The resolution was proposed and seconded respectively by Mr. K.L.Mullick and Mr. P. Pal, Members present at the AGM.

Then, the Chairman proposed item no. 5, to be passed as a special resolution, relating to re-appointment of Mr. D.J.Bagchi, as the Chief Executive Officer and Manager of the Company for a period of three years w.e.f 31st July, 2015.

The resolution was proposed and seconded respectively by Mr. Mahesh Kumar Bubna and Mr. Krishnendu Das, Members present at the AGM.

The Chairman, then ordered for the polls on all the agenda items as stated in the Notice of the 24th AGM and requested the Members to cast their votes on each of the agenda items by putting a tick mark in the column of "assent" or "Dissent" as the case may be, sign the ballot papers and to drop it in the ballot box as kept in the auditorium.

He, then, requested Mr. P. V. Subramanian, scrutinizer, for an orderly conduct of the voting. The scrutinizer demonstrated the empty ballot boxes to the Members and locked and sealed it in the presence of the Members of the Company.

The Chairman announced that the results of voting, i.e. remote e-voting results and results of the voting done at the AGM along with the consolidated scrutinizer's report shall be announced on September 30, 2015 at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would also be intimated to BSE Limited and would be available at the registered office of the Company.

The Chairman thanked all the Members for their presence and support and after the casting of the votes by all the Members present at the 24th AGM stood closed.



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Based on the scrutinizer's consolidated report on voting, all the resolutions contained in the notice of the 24th AGM were approved by the requisite majority of the Members and accordingly, all the resolutions were declared to be passed on the date of AGM date, i.e. September 28, 2015.

The consolidated scrutinizer's report was uploaded on the website of the Company. Further, the results in the format prescribed under Clause 35A of the Listing Agreement were notified to the BSE.

Place: Noida

Sd/-

Date: October 15, 2015

(Brijendra Sahay)
CHAIRMAN

**Certified to be true copy,
For Sahara Housingfina Corporation Limited,**



D.J. Bagchi
CEO & Company Secretary

