

**SAHARA HOUSINGFINA CORPORATION LIMITED**

<b>Quarterly Compliance Report on Corporate Governance</b>			
<b>(In terms of Clause 49 VI (ii) of the Listing Agreement)</b>			
<b>Name of the Company: Sahara Housingfina Corporation Limited</b>			
<b>Quarter Ending on: 31<sup>st</sup> December, 2013</b>			
<b>Particulars</b>	<b>Clause of Listing agreement</b>	<b>Compliance Status Yes/No/N.A.</b>	<b>Remarks</b>
<b>I. Board of Directors</b>	49 I		
(A) Composition of Board	49 I (A)	Yes	Annexure -1
(B) Non-executive Directors' compensation & disclosures	49 I (B)	Yes	Directors are paid Sitting fees within the limit prescribed under the Companies Act, 1956; hence no approval of the shareholders is required.
(C) Other provisions as to Board and Committees	49 I (C)	Yes	Annexure -1
(D) Code of Conduct	49 I (D)	Yes	CEO Declaration will be complied with in the next Annual Report.
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 II (A)	Yes	Annexure-2
(B) Meeting of Audit Committee	49 II (B)	Yes	Annexure-2
(C) Powers of Audit Committee	49 II (C)	Yes	
(D) Role of Audit Committee	49 II (D)	Yes	
(E) Review of Information by Audit Committee	49 II (E)	Yes	
<b>III. Subsidiary Companies</b>	49 III	N.A.	The Company does not have any Subsidiary company.
<b>IV. Disclosures</b>	49 IV		
(A) Basis of related party transactions	49 IV (A) (i) (ii) & (iii)	Yes	
(B) Disclosure of Accounting Treatment	49 IV (B)	Yes	Financial statements are prepared in accordance with the Accounting Standards prescribed by The Institute of Chartered Accountants of India, from time to time.
(C) Board Disclosures – Risk Management	49 IV (C)	Yes	

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(D) Proceeds from public issues, rights issues, preferential issues etc.	49 IV (D)	N.A.	The Company has not raised any money through an issue of securities in the manner as specified in this Clause.
(E) Remuneration of Directors	49 IV (E)	N.A.	Will be complied with in the next Annual Report.
(F) Management	49 IV (F)	Yes	Will be complied with in the next Annual Report.
(G) Shareholders	49 IV (G)	Yes	Will be complied with in the next Annual Report.
<b>V.CEO/CFO Certification</b>	49 (V)	Yes	The CEO & CFO certificate was tabled at the meeting of the Board of Directors of the Company held on May 29, 2013, for its noting.
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	Will be complied with in the next Annual Report
<b>VII. Compliance</b>	49 (VII)		
<b>Auditors Certificate regarding compliance of conditions of Corporate Governance</b>	49 (VII) (i)	Yes	Certificate confirming compliance with the mandatory requirements under Clause 49 of the Listing Agreement relating to Corporate Governance, has been obtained from M/s Chaturvedi & Company, the Statutory Auditors of the Company and is annexed to the Directors' Report on Corporate Governance which forms part of the Annual Report 2012-13.
<b>Mandatory &amp; Non-mandatory requirements</b>	49 (VII) (ii)	Yes	Disclosures regarding compliance with the mandatory requirements and adoption/non-adoption of non-mandatory requirements under Clause 49 of the Listing Agreement relating to Corporate Governance have been made in the report on Corporate Governance, forming part of the Annual Report 2012-13.

For SAHARA HOUSINGFINA CORPORATION LTD,

D.J.Bagchi  
CEO & Company Secretary

Place: Kolkata  
Date: January 6, 2014

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**Annexure-1**

**List of Directors and their Status**

SL.NO.	Name of Directors	Status	Executive / non-executive
1	Shri Om Prakash Srivastava	Promoter Director	Non-Executive
2	Shri Joy Broto Roy	Promoter Director	Non-Executive
3	Shri Seemanto Roy	Promoter Director	Non-Executive
4	Shri Brijendra Sahay	Independent Director	Non-Executive
5	Shri Sakti Prasad Ghosh	Independent Director	Non-Executive
6	Shri Ranoj Dasgupta	Independent Director	Non-Executive

**Board of Directors Meeting during the quarter ended 31.12.2013**

Date	Attendance
13.11.2013	Shri Om Prakash Srivastava
	Shri Joy Broto Roy
	Shri Brijendra Sahay
	Shri Sakti Prasad Ghosh
	Shri Ranoj Dasgupta

**Annexure-2**

**Composition of the Audit Committee**

Name of Director	Status	Executive/Non-executive Director
Shri Om Prakash Srivastava	Promoter Director	Non-Executive
Shri Brijendra Sahay	Independent Director	Non-Executive
Shri Sakti Prasad Ghosh	Independent Director	Non-Executive
Shri Ranoj Dasgupta	Independent Director	Non- Executive

**Audit Committee Meeting held during the quarter ended 31.12.2013**

Date of Audit Committee	Attendance	Status
13.11.2013	Shri Sakti Prasad Ghosh	<i>Chairman</i>
	Shri Om Prakash Srivastava	Member
	Shri Brijendra Sahay	Member
	Shri Ranoj Dasgupta	Member

**Annexure – 3**

**Shareholders/ Investors Grievance Committee\***

Name of Director/Member	Status	Executive / Non Executive
Shri Sakti Prasad Ghosh	Independent Director	Non-Executive
Shri Ranoj Dasgupta	Independent Director	Non-Executive
Shri Dhrubajyoti Jnandas Bagchi	Company Secretary	N.A.

**Date of Shareholders/ Investors Grievance Committee**

Date of Meeting	Attendance
(1) 15.11.2013 & (2) 31.12.2013	Shri Sakti Prasad Ghosh, Director Shri Ranoj Dasgupta, Director Shri Dhrubajyoti Jnandas Bagchi, Company Secretary

\* *Shri D J Bagchi, Company Secretary, acts as a Secretary to the meetings of the Board and all its committees.*