

P. V. Subramanian
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

81/8, Regent Estate,
Kolkata-700 092, India.
Mobile: 98300 26425
Email: pvsm17@rediffmail.com

Scrutinizer's Report

To,

The Chairman
23rd Annual General Meeting of the Members
Of **SAHARA HOUSINGFINA CORPORATION LIMITED** to be held on 29th
September, 2014 at 11.00 a.m. at Sahara India Sadan, 2A, Shakespeare Sarani, Kolkata –
700 071.

Dear Sir,

Sub: Report on the process of polling conducted through both E-voting and physical ballot forms.

I, P. V. Subramanian, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **Sahara Housingfina Corporation Limited** vide resolution dated 13th August, 2014 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the entire process of polling conducted through electronic voting and also through the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the 23rd Annual General Meeting of the Company to be held on Monday, the 29th day of September, 2014.

The Notice dated August 13, 2014 convening the Annual General Meeting ("AGM") of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 29th September, 2014.

The Company has availed the e-voting facility offered by Central Depository Services (India) Ltd. ("CDSL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 5 in the Notice of the 23rd AGM of Sahara Housingfina Corporation Limited.

The voting period for e-voting commenced on Tuesday, 23rd September, 2014 at 10.00 a.m. and ended on Thursday, 25th September, 2014 at 6.00 p.m. and the CDSL e-voting was disabled thereafter. The votes cast under e-voting facility were then unblocked by me in the presence of two witnesses who were not in the employment of the Company.

Votes cast through Physical ballot forms received upto 25th September, 2014 were also considered.

I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Ltd. ("CDSL") e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:

Adoption of Financial Statements of the Company for the year ended March 31, 2014, including Audited Balance Sheet as at March 31, 2014 and Statement of Profit & Loss for the year ended on that date and Reports of the Board of Directors and the Auditors thereon.

“RESOLVED that the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss Account and Cash Flow Statement for the financial year ended on March 31, 2014 together with other documents attached thereto and forming part thereof along with the Reports of Directors and Auditors thereon, be and are hereby received, considered and adopted.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	13	4994773	
Physical	23	7136	
Total	36	5001909	99.9998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	10	
Physical	1	2	
Total	2	12	0.0002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	1	10
Total	1	10

Item No.2 – Ordinary Resolution:

Re-appointment of Shri Joy Broto Roy as a Director

“**RESOLVED** that Shri Joy Broto Roy – Director (DIN:00432043), who retires by rotation at this Annual General Meeting pursuant to Section 152 of the Companies Act, 2013 and is eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	13	4994773	
Physical	23	7136	
Total	36	5001909	99.9998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	10	
Physical	1	2	
Total	2	12	0.0002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	1	10
Total	1	10

Item No.3 – Ordinary Resolution:

Re-appointment of M/s. Chaturvedi & Co., Chartered Accountants, as Statutory Auditors of the Company and fixation of remuneration thereof.

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, M/s. Chaturvedi & Co., Chartered Accountants, (FRN: 302137E), retiring auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Third (23rd) Annual General Meeting until the conclusion of the Twenty Sixth (26th) Annual General Meeting of the Company with respect to the financial years 2014-15, 2015-16 and 2016-17, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof and the Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	13	4994773	
Physical	23	7136	
Total	36	5001909	99.9998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	10	
Physical	1	2	
Total	2	12	0.0002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	1	10
Total	1	10

SPECIAL BUSINESS:

Item No.4 – Ordinary Resolution:

Appointment of Shri Brijendra Sahay as an Independent Director for a period of 5 years.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Brijendra Sahay [DIN 00017600], who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has filed with the Company the required declaration as per Section 149 (7) of the Companies act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years from the conclusion of Company’s 23rd Annual General Meeting to the conclusion of Company’s 28th annual General Meeting with respect to the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	13	4994773	
Physical	23	7136	
Total	36	5001909	99.9998

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	1	10	
Physical	1	2	
Total	2	12	0.0002

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	1	10
Total	1	10

Item No.5 – Ordinary Resolution:

Appointment of Shri Ranoj Dasgupta as an Independent Director for a period of 5 years.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Ranoj Dasgupta [DIN 00216165], who was appointed as a director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, and who has filed with the Company the required declaration as per Section 149 (7) of the Companies act, 2013 be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years from the conclusion of Company’s 23rd Annual General Meeting to the conclusion of Company’s 28th annual General Meeting with respect to the financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19.”

(i) Voted in favour of the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	12	4994772	
Physical	23	7136	
Total	35	5001908	99.9997

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of valid votes cast (shares)	% of total number of valid votes cast
E-voting	2	11	
Physical	1	2	
Total	3	13	0.0003

(iii) Invalid votes:

	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	1	10
Total	1	10

Accordingly, all the resolutions stand passed with requisite majority.



The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata

Dated: 27th September, 2014.

P. V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

ACS:4585/C.P.No.: 2077