



Ref. No: SHCL/CO/DJB/F.1104(19)/25-26/273
Date: 30th May, 2025

Corporate Relations Department
Bombay Stock Exchange Limited
25th Floor, P J Towers,
Dalal Street,
Mumbai-400001

Scrip Code / Scrip ID: 511533

Re: Annual Secretarial Compliance Report for the Financial Year ended 31st March 2025

Sir,

Pursuant to SEBI Circular No.: CIR/CFD/CMDI/27/2019 dated 8th February 2019 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith copy of the Annual Secretarial Compliance Report for the year ended 31st March, 2025 certified by Shri P V Subramanian, Company Secretary in Whole-time Practice.

This is for your information and records

Yours faithfully,

for Sahara Housingfina Corporation Limited

DJ Bagchi
CEO, Company Secretary & Compliance Officer

Encl: as above



SAHARA HOUSINGFINA CORPORATION LIMITED

Registered & Corporate Office : 46, Dr. Sundari Mohan Avenue, Kolkata - 700 014, India, Tel.: +91 33 2289 0148 / 6708
CIN No. : L18100WB1991PLC099782, E-mail : info.saharahousingfina@gmail.com, Web : www.saharahousingfina.com

P. V. SUBRAMANIAN

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

"Aspirations Orchid"
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4, Naktala Road,
Kolkata-700 047.
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**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
SAHARA HOUSINGFINA CORPORATION LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025.**

I, P. V. Subramanian, Company Secretary in Whole-time Practice, have examined:

- (a) all the documents and records made available to me and explanations provided by Sahara Housingfina Corporation Limited (CIN: L18100WB1991PLC099782) having its Registered Office at 46, Dr. Sundari Mohan Avenue, Kolkata-700014 ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity, and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2025 ("review period") in respect of compliance with the provisions of :

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: – *(Not applicable as there was no reportable event during the review period);*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018:- *(Not applicable as there was no reportable event during the review period);*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:- *(Not applicable as there was no reportable event during the review period);*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021:- *(Not applicable as there was no reportable event during the review period);*
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:- *(Not applicable as there was no reportable event during the review period);*
- (i) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009:- *(Not applicable as there was no reportable event during the review period);*
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (k) Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder.

Based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
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1.	Sub-Clauses (a) & (b) of Regulation 17(1) of SEBI (LODR) 2015	Sub-Clauses (a) & (b) of Regulation 17(1) of SEBI (LODR) 2015	The Board of Directors of the Company was not constituted with proper balance of Executive Directors, Non-Executive Directors, Woman Director and sufficient number of Independent Directors.	-	-	The composition of the Board of Directors was not in conformity with Sub-Clauses (a) & (b) of Regulation 17(1) of SEBI (LODR) 2015, due to absence of adequate number of Independent Directors on the Board of the Company during the period 31 st July, 2024 to 22 nd August, 2024.	NIL	2 (two) Independent Directors ("IDs") ceased to be directors due to resignations on 31/07/2024 & 15/08/2024 respectively, resulting in a shortfall of 2 (two) Independent directors for maintaining the requisite numbers and ratio of IDs in the composition of the Board of Directors of the Company during the period from 31st July, 2024 till 22nd August, 2024.	Company had since identified, selected and appointed 3 (three) IDs, including a woman director, possessing requisite skill, expertise & competency in the context of the Company's business. All the 3 IDs were appointed on the same day, i.e. on 23/08/2024.	-
2.	Sub-Clauses (a) & (b) of Regulation 18(1) of SEBI (LODR) 2015	Sub-Clauses (a) & (b) of Regulation 18(1) of SEBI (LODR) 2015	Audit Committee of the Board was not properly constituted	-	-	Audit Committee of the Board was not properly constituted during the period 31st July, 2024 to	NIL	Composition of the Audit Committee was not in compliance with the provisions of sub-clauses (a) and (b) of Regulation 18(1) of SEBI	2 (two) Independent Directors ("IDs") ceased to be directors due to resignations on 31/07/2024 & 15/08/2024	-

						22nd August, 2024.		(LODR) 2015 during the period 31st July, 2024 to 22nd August, 2024.	respectively, resulting in a shortfall of 2 (two) Independent directors for maintaining the requisite numbers and ratio of IDs in the Audit Committee ("AC") during the period from 31st July, 2024 till 22nd August, 2024. The Board has since filled in the void by inducting 3 IDs into the AC on 23/08/2024.	
3.	Sub-clause (b) of Regulation 18(2) of SEBI (LODR) 2015	Sub-clause (b) of Regulation 18(2) of SEBI (LODR) 2015	Requisite quorum was not present in the Audit Committee Meeting held on 14/08/2024.	-	-	Requisite quorum pursuant to the provision of sub-clause (b) of Regulation 18(2) of SEBI (LODR) 2015 was not present in the Audit Committee Meeting held on 14/08/2024.	NIL	Requisite quorum was not present in the Audit Committee Meeting held on 14/08/2024.	Composition of the Audit Committee was not in compliance with the provisions of sub-clauses (a) and (b) of Regulation 18(1) of SEBI (LODR) 2015 during the period from 31st July, 2024 till 22nd August, 2024. Hence the absence of quorum in the said AC meeting..	-

4.	Clause (1) of Regulation 19 of SEBI (LODR) 2015	Clause (1) of Regulation 19 of SEBI (LODR) 2015	Nomination & Remuneration Committee ("NRC") of the Board was not properly constituted.	-	-	NRC of the Board was not properly constituted during the period 31st July, 2024 to 22nd August, 2024.	NIL	Composition of the NRC was not in compliance with the provisions of Regulation 19(1) of SEBI (LODR) 2015 during the period 31st July, 2024 to 22nd August, 2024.	2 (two) Independent Directors ("IDs") ceased to be directors due to resignations on 31/07/2024 & 15/08/2024 respectively, resulting in a shortfall of 2 (two) Independent directors for maintaining the requisite numbers and ratio of IDs in the NRC during the period from 31st July, 2024 till 22nd August, 2024. The Board has since filled in the void by inducting 3 IDs into the NRC on 23/08/2024.	-
5.	Clause (2A) of Regulation 20 of SEBI (LODR) 2015	Clause (2A) of Regulation 20 of SEBI (LODR) 2015	Stakeholders Relationship Committee ("SRC") of the Board was not properly constituted.	-	-	SRC of the Board was not properly constituted during the period 31st July, 2024 to 22nd August, 2024.	NIL	Composition of the SRC was not in compliance with the provisions of Regulation 19(2A) of SEBI (LODR) 2015 during the period 31st July, 2024 to 22nd August, 2024.	2 (two) Independent Directors ("IDs") ceased to be directors due to resignations on 31/07/2024 & 15/08/2024 respectively, resulting in a shortfall of	-

								2024.	2 (two) Independent directors for maintaining the requisite numbers and ratio of IDs in the SRC during the period from 31st July, 2024 till 22nd August, 2024. The Board has since filled in the void by inducting 3 IDs into the SRC on 23/08/2024.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	NIL	NIL	NIL	NIL	Does not arise	None

I hereby report that, during the review period, the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	YES	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	YES YES	None None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The listed entity is maintaining a functional website. Timely dissemination of the documents/ information under a separate section on the website. Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) section of the website. 	YES YES YES	None None None
4.	<u>Disqualification of Director:</u> None of the Directors of the listed entity is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity.	YES	None
5.	<u>Details related to subsidiaries of listed entities have been examined w.r.t:</u> <ul style="list-style-type: none"> (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries 	NA NA	The listed entity does not have any material or other subsidiary company.
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	YES	None
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	None

8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by Audit Committee.	YES NA	None Please refer to answer against item 8 (a) above.
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	YES	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	None
11.	<u>Actions taken by SEBI or Stock Exchanges, if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	YES	None
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/ or its material subsidiary(ies) has/ have complied with paragraphs 6.1 and 6.2 of section V-D of Chapter V of the Master Circular on compliance with the provisions of LODR Regulations by listed entities.	NA	None
13.	<u>Additional non-compliance observed:</u> No additional non-compliance observed for any of the SEBI regulations/ circular/ guidance notes, etc. except as reported above	YES	None

I further report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: - NA –

Assumptions & limitations of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. I have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Kolkata,

Date: May 29, 2025.

P.V
SUBRAMANIAN
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Digitally signed
by P.V
SUBRAMANIAN
Date: 2025.05.29
16:54:58 +04'00'

Signature:

Name of the PCS: P.V. SUBRAMANIAN

ACS No.: 4585

C P No.: 2077

Peer Review Certificate No.: 1613/2021

UDIN: A004585G000424565

Accepted
[Signature]
38/5