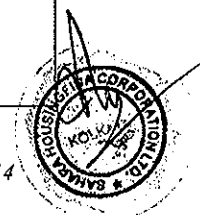


SAHARA HOUSINGFINA CORPORATION LIMITED

| Quarterly Compliance Report on Corporate Governance | | | |
|--|------------------------------------|--------------------------------------|---|
| (In terms of Clause 49 VI (ii) of the Listing Agreement) | | | |
| Name of the Company: Sahara Housingfina Corporation Limited | | | |
| Quarter Ending on: 31st March, 2014 | | | |
| Particulars | Clause of Listing agreement | Compliance Status Yes/No/N.A. | Remarks |
| I. Board of Directors | 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. |
| II. Audit Committee | 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 | |
| III. Subsidiary Companies | 49 III | N.A. | The Company does not have any Subsidiary company. |
| IV. Disclosures | 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 | |



SAHARA HOUSINGFINA CORPORATION LIMITED

| | | | |
|--|---------------|------|--|
| (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. |
| V.CEO/CFO Certification | 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. |
| VI. Report on Corporate Governance | 49 (VI) | Yes | Will be complied with in the next Annual Report |
| VII. Compliance | 49 (VII) | | |
| Auditors Certificate regarding compliance of conditions of Corporate Governance | 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. |
| Mandatory & Non-mandatory requirements | 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: April 7, 2014.



SAHARA HOUSINGFINA CORPORATION LIMITED

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 31.03.2014

| Date | Attendance |
|------------|----------------------------|
| 11.02.2014 | Shri Om Prakash Srivastava |
| | Shri Joy Broto Roy |
| | Shri Seemanto 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 31.03.2014

| Date of Audit Committee | Attendance | Status |
|-------------------------|----------------------------|-----------------|
| 11.02.2014 | 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 Dhruvajyoti Jnandas Bagchi | Company Secretary | N.A. |

Date of Shareholders/ Investors Grievance Committee

| Date of Meeting | Attendance |
|-----------------|--|
| (1) 14.02.2014 | Shri Sakti Prasad Ghosh, Director |
| & | Shri Ranoj Dasgupta, Director |
| (2) 31.03.2014 | Shri Dhruvajyoti Jnandas Bagchi, Company Secretary |

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

