



SAHARA HOUSINGFINA CORPORATION LIMITED

FIT & PROPER POLICY FOR DIRECTOR

1. Preamble

The Board of Directors (the "Board") of Sahara Housingfina Corporation Limited (the "Company" or "SHCL"), has adopted the following policy with regard to ascertaining the Fit and Proper criteria of Directors at the time of their appointment and on continuing basis as defined below;

This Policy will be applicable Directors of the Company and is formulated to ensure that the Directors of the Company who are responsible for steering the affairs of the Company are fit and proper, besides having the necessary qualifications.

2. Purpose

This Policy has been framed as required under National Housing Bank ("NHB") vide notification no. NHB.HFC.CG-DIR.1/MD&CEO/2016 dated 9th February, 2017, ("NHB Circular"). This Policy intends to establish a system / process in place for undertaking due diligence of persons before appointing them on the Board and on continuing basis by ascertaining their suitability for the post on basis their qualifications, technical expertise, track record, integrity etc.

3. Definition

"Nomination and Remuneration Committee" means the Nomination and Remuneration Committee of the Board of Directors of the Company constituted under provisions of Companies Act, 2013 and the Listing agreement.

"Directors" mean individual Director or Directors on the Board of the Company.

"Board" means Board of Directors of the Company.

"Policy" means Director's Fit and Proper Policy.

"Company" means the Sahara Housingfina Corporation Limited.

4. Policy

4.1. The Company, while appointing directors, shall ensure that the procedures mentioned below are followed;

- a. The Company shall undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria as per "Annex - 1".
- b. The Company to obtain, a declaration and undertaking from the directors giving additional information on themselves. The declaration and undertaking shall be on the line of the format given in "Annex - 2";
- c. The Company to obtain a Deed of Covenant signed by the directors, which shall be in the format as given in "Annex - 3";
- d. The Company to furnish to the National Housing Bank a quarterly statement on change of directors, and a certificate from the Managing Director of the HFC that fit and proper



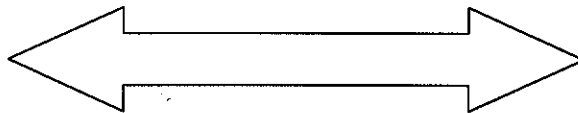
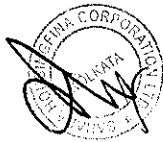


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criteria in selection of the directors has been followed. The statement must reach National Housing Bank, New Delhi within 15 days of the close of the respective quarter. The statement submitted by HFCs for the quarter ending March 31, should be certified by the auditors.

Provided that the National Housing Bank, if it deems fit and in public interest, reserves the right to examine the fit and proper criteria of directors of any HFC irrespective of the asset size of such HFCs.

This policy is approved and adopted by the Board of Directors in its meeting held on 26th September 2017 with immediate effect.





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Annexure - 1

'Fit and Proper' Criteria for Directors of Housing Finance Companies'

The importance of due diligence of Directors to ascertain suitability for the post by way of qualifications, technical expertise, track record, integrity, etc. needs no emphasis for any financial institution. It is proposed to follow the same guidelines mutatis mutandis in case of Housing Finance Companies also. While the National Housing Bank carries out due diligence on Directors before issuing Certificate of Registration to HFC, it is necessary that HFCs put in place an internal supervisory process on a continuing basis. Further, in order to streamline and bring in uniformity in the process of due diligence, while appointing Directors, HFCs are advised to ensure that the procedures mentioned below are followed and minimum criteria fulfilled by the persons before they are appointed on the Boards;

- a) HFCs should undertake a process of due diligence to determine the suitability of the person for appointment / continuing to hold appointment as a Director on the Board, based upon qualification, expertise, track record, integrity and other 'fit and proper' criteria. HFCs should obtain necessary information and declaration from the proposed / existing Directors for the purpose in the format given at Annex-2.
- b) The process of due diligence should be undertaken by the HFCs at the time of appointment / renewal of appointment.
- c) The Boards of the HFCs should constitute Nomination Committees to scrutinize the declarations.
- d) Based on the information provided in the signed declaration, Nomination Committees should decide on the acceptance or otherwise of the Directors, where considered necessary.
- e) HFCs should obtain annually as on 31st March a simple declaration from the Directors that the information already provided has not undergone change and where there is any change, requisite details are furnished by them forthwith.
- f) The Board of HFCs must ensure in public interest that the nominated/ elected Directors execute the deeds of covenants in the format given in Annex-3.





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Annexure - 2
(Format)

Name of HFC:

Declaration and Undertaking by Director (with enclosures as appropriate as on <<DATE>>)

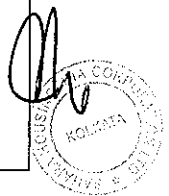
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|-----|--|--|
| I. | Personal Details of Director | |
| a. | Full Name | |
| b. | Date of Birth | |
| c. | Education Qualifications | |
| d. | Relevant Background & Experience | |
| e. | Permanent Address | |
| f. | Present Address | |
| g. | Email Address / Telephone Number | |
| h. | Director Identification Number | |
| i. | Permanent Account Number under the Income Tax Act and name and address of Income Tax Circle | |
| j. | Relevant Knowledge and Experience | |
| k. | Any other information relevant to Directorship of the HFC | |
| II. | Relevant Relationship of Director | |
| a. | List of Relatives if any who are connected with the HFC (Refer Section 6 and Schedule 1A of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013) | |
| b. | List of entities if any in which he / she is considered as being interested (Refer Section 299(3)(a) and Section 300 of the Companies Act, 1956 and corresponding provisions of New Companies Act, 2013) | |
| c. | List of entities in which he/she is considered as holding substantial interest within the meaning of HFC (NHB) Directions, 2010 | |
| d. | Name of HFC in which he/she is or has been a member of the board (giving details of period during which such office was held) | |





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| e. | Fund and non-fund facilities, if any, presently availed of by him/her and / or by entities listed in II (b) and (c) above from the HFC | |
| f. | Cases, if any, where the director or entities listed in II (b) and (c) above are in default or have been in default in the past in respect of credit facilities obtained from the HFC or any other HFC / bank. | |
| III. | Records of professional achievements | |
| a. | Relevant professional achievements | |
| IV. | Proceedings, if any, against the Director | |
| a. | If the director is a member of a professional association/body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past against him/her or whether he / she has been banned from entry into any profession/ occupation at any time. | |
| b. | Details of prosecution, if any, pending or commenced or resulting in conviction in the past against the director and / or against any of the entities listed in II (b) and (c) above for violation of economic laws and regulations. | |
| c. | Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the last five years against the director | |
| d. | Whether the director attracts any of the disqualifications envisaged under Section 274 of the Companies Act 1956 and corresponding provisions of New Companies Act, 2013? | |
| e. | Has the director or any of the entities at II (b) and (c) above been subject to any investigation at the instance of Government department or agency? | |
| f. | Has the director at any time been found guilty of violation of rules/regulations / legislative requirements by customs / excise /income tax/foreign exchange / other revenue authorities, if so give particulars | |





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| g. | Whether the director has at any time come to the adverse notice of a regulator such as SEBI, IRDA, MCA, RBI, etc. | |
| <p>(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by the regulators which have been later on reversed/set aside in toto, it would be necessary to take a mention of the same, in case the reversal / setting aside is on technical reasons like limitation or lack of jurisdiction, etc. and not on merit, If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned.)</p> | | |
| V. | Any other explanation / information in regard to items I to III and other information considered relevant for judging fit and proper | |

Undertaking

I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the HFC fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above.

I also undertake to execute the deed of covenant required to be executed by all Directors of the HFC.

Signature

Place:
Date:

| | | |
|-----|---|--|
| VI. | Remarks of Chairman of Nomination Committee / Board of Directors of HFC | |
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Signature

Place:
Date:





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**Annexure - 3
(Format)**

Form of Deed of Covenants with a Director

THIS DEED OF COVENANTS is made this day of Two Thousand.....BETWEEN..... having its registered office at (hereinafter called the "HFC") of the one part and Mr. / Ms. of (hereinafter called the "Director") of the other part.

WHEREAS

- A. The director has been appointed as a director on the Board of Directors of the HFC (hereinafter called "the Board") and is required as a term of his / her appointment to enter into a Deed of Covenants with the HFC.
- B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS;

- 1. The director acknowledges that his / her appointment as director on the Board of the HFC is subject to applicable laws and regulations including the Memorandum and Articles of Association of the HFC and the provisions of this Deed of Covenants.
- 2. The director covenants with the HFC that;
 - i. The director shall disclose to the Board the nature of his / her interest, direct or indirect, if he / she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the HFC and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he / she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.
 - ii. The director shall disclose by general notice to the Board his / her other directorships, his / her memberships of bodies corporate, his / her interest in other entities and his / her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.
 - iii. The director shall provide to the HFC a list of his / her relatives as defined in the Companies Act, 1956 or 2013 and to the extent the director is aware of directorships and interests of such relatives in other bodies' corporate, firms and other entities.
 - iv. The director shall in carrying on his / her duties as director of the HFC;





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- a) use such degree of skill as may be reasonable to expect from a person with his / her knowledge or experience;
 - b) in the performance of his / her duties take such care as he / she might be reasonably expected to take on his / her own behalf and exercise any power vested in him / her in good faith and in the interests of the HFC;
 - c) shall keep himself / herself informed about the business, activities and financial status of the HFC to the extent disclosed to him / her;
 - d) attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as "Board") with fair regularity and conscientiously fulfil his / her obligations as director of the HFC;
 - e) shall not seek to influence any decision of the Board for any consideration other than in the interests of the HFC;
 - f) shall bring independent judgment to bear on all matters affecting the HFC brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;
 - g) shall in exercise of his / her judgement in matters brought before the Board or entrusted to him / her by the Board be free from any business or other relationship which could materially interfere with the exercise of his / her independent judgement; and
 - h) shall express his / her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his / her independent judgement;
- v. The director shall have;
- a) fiduciary duty to act in good faith and in the interests of the HFC and not for any collateral purpose;
 - b) duty to act only within the powers as laid down by the HFC's Memorandum and Articles of Association and by applicable laws and regulations; and
 - c) duty to acquire proper understanding of the business of the HFC.
- vi. The director shall;
- a) not evade responsibility in regard to matters entrusted to him / her by the Board;
 - b) not interfere in the performance of their duties by the whole-time Directors and other officers of the HFC and wherever the director has reasons to believe otherwise, he / she shall forthwith disclose his / her concerns to the Board; and
 - c) not make improper use of information disclosed to him / her as a member of the Board for his / her or someone else's advantage or benefit and shall use the information disclosed to him / her by the HFC in his / her capacity as director of the HFC only for the purposes of performance of his / her duties as a director and not for any other purpose.
 - d) make declaration to the effect that;
 - i. he/she has not been associated with any unincorporated body that is accepting deposits;
 - ii. he/she has not been associated with any company, the application for Certificate of Registration (CoR) of which has been rejected by the National Housing Bank;
 - iii. there is no criminal case, including for offence under section 138 of the Negotiable Instruments Act, against him/her.
3. The HFC covenants with the director that;





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- i. the HFC shall apprise the director about:
 - a) Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;
 - b) Control systems and procedures;
 - c) Voting rights at Board meetings including matters in which Director should not participate because of his / her interest, direct or indirect therein;
 - d) Qualification requirements and provide copies of Memorandum and Articles of Association;
 - e) Corporate policies and procedures;
 - f) Insider dealing restrictions;
 - g) Constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;
 - h) Appointments of Senior Executives and their authority;
 - i) Remuneration Policy;
 - j) Deliberations of committees of the Board, and
 - k) Communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the HFC, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.
 - ii. The HFC shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a director of the HFC and to take informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof.
 - iii. The disclosures to be made by the HFC to the Directors shall include but not be limited to the following:
 - a) all relevant information for taking informed decisions in respect of matters brought before the Board;
 - b) HFC's strategic and business plans and forecasts;
 - c) Organisational structure of the HFC and delegation of authority;
 - d) Corporate and management controls and systems including procedures;
 - e) Economic features and marketing environment;
 - f) Information and updates as appropriate on HFC's products;
 - g) Information and updates on major expenditure;
 - h) Periodic reviews of performance of the HFC; and
 - i) Report periodically about implementation of strategic initiatives and plans.
 - iv. The HFC shall communicate outcome of Board deliberations to Directors and concerned personnel and prepare and circulate minutes of the meeting of Board to Directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and
 - v. Advise the director about the levels of authority delegated in matters placed before the Board.
4. The HFC shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.





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- 5. The HFC shall appoint a compliance officer who shall be a senior executive reporting to the Board and be responsible for setting forth policies and procedures and shall monitor adherence to the applicable laws and regulations and policies and procedures including but not limited to directions of National Housing Bank and other concerned statutory and governmental authorities.
- 6. The director shall not assign, transfer, sublet or encumber his / her office and his / her rights and obligations as director of the HFC to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the HFC.
- 7. The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.
- 8. Any and all amendments and / or supplements and / or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorised representative of the HFC.
- 9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR FIRST ABOVE WRITTEN

For HFC

Director

By

Name:

Name:

In the presence of;

1.

2.

