

Corporate Governance Report
(Annexure XI to the Listing Agreement)

Name of the Company: **Can Fin Homes Ltd.**

Quarter ended on : **31/12/14**

Sl. No.	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II	Board of Directors- 49(II)			
(A)	Composition of Board	49 (II A)	YES	--
(B)	Independent Directors	49 (II B)	YES	Performance Evaluation, separate meetings, familiarization programme are noted for compliance.
(C)	Non-Executive Directors' and compensation	49 (II C)	YES	Not applicable since Non-executive directors are not paid any remuneration other than sitting fee.
(D)	Other provisions as to Board and Committees	49 (II D)	YES	Resignation of Independent Directors and filling their vacancy are noted for compliance.
(E)	Code of Conduct	49 (II E)	YES	Declaration by CEO in the Annual Report is noted for compliance in the next Annual Report.
(F)	Whistle Blower Policy	49 (II F)	YES	Vigil mechanism to Directors with necessary safeguards are being incorporated in the Corporate Governance Policy of the Company.
III	Audit Committee-49 (III)			
(A)	Qualified & Independent Audit Committee	49 (III A)	YES	--
(B)	Meeting of Audit Committee	49 (III B)	YES	--
(C)	Powers of Audit Committee	49 (III C)	YES	--
(D)	Role of Audit Committee	49 (III D)	YES	--
(E)	Review of Information by Audit Committee	49 (III E)	YES	--
IV	Nomination and Remuneration Committee	49 (IV)	YES	The role of the Committee as required under 49(IVB) is incorporated in the Corporate Governance Policy of the Company.
V	Subsidiary Companies	49 (V)	N.A.	--

VI	Risk Management	49 (VI)	YES	--
VII	Related Party Transactions	49 (VII)	YES	Will be complied with as and when applicable. Clause 49(VII F) will be complied with at the next Annual General Meeting of the Company, if applicable.
VIII	Disclosures	49 (VIII)		
(A)	Related Party Transactions	49(VIII A)	YES	Policy on Related Party Transactions will be provided in the next Annual Report. Refer Annexure for quarterly disclosure.
(B)	Disclosure of accounting treatment – Treatment different from the prescribed Accounting standards	49(VIII B)	NO	Not applicable
(C)	Remuneration of Directors	49(VIII C)	YES	Directors are paid only the sitting fee for attending the meetings of the Board /Committees.
(D)	Management	49 (VIII D)	YES	Will be complied with in the next Annual Report.
(E)	Shareholders	49(VIII E)	YES	--
(F)	Proceeds from public issues, rights issues, preferential Issues etc.	49(VIII F)	N.A.	Not applicable for the quarter. Noted for compliance as and when applicable.
IX	CEO/CFO Certification	49 (IX)	YES	Will be complied with as on 31/03/15.
X	Report on Corporate Governance	49 (X)	YES	--
XI	Compliance – Certificate from Statutory Auditors/ Practicing Company Secretary regarding compliance of conditions of Corporate Governance	49 (IX)	YES	Will be complied in the next Annual Report.

N.A. = Not Applicable for the quarter.

For Can Fin Homes Ltd.

Place: Bangalore

Dated: 12/01/15

Sd/-
K S Sathyaprakash
AGM & Company Secretary