

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली-110003  
दूरभाष : 011-24648160 फैक्स : 011-24625308 Visit us at : www.hudco.org सीआईएन : L74899DL1970GOI005276 जी.एस.टी : 07AAACH0632A1ZF  
Housing & Urban Development Corporation Ltd., (A Govt. of India Enterprise), Core-7A, HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110003  
Telephone : 011-24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : L74899DL1970GOI005276 GST : 07AAACH0632A1ZF

आई. एस. ओ. 9001:2015 प्रमाणित कम्पनी

AN ISO 9001 : 2015 CERTIFIED COMPANY

## CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation- 27(2)(a) of SEBI (LODR) Regulations, 2015)

Name of Listed Entity- **Housing and Urban Development Corporation Limited**  
Quarter ending- **30<sup>th</sup> June, 2019**

### Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ in dependent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listing entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Annexure-A									

### Composition of Committees

Sr.	DIN Number	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
<b>Audit Committee Details</b>					
1.	00315376	Dr. Sudip Kumar Nanda	Chairman Independent	18.04.2017	
2.	06859312	Smt. Jhanja Tripathy	Member- Non-Executive	03.05.2014	
3.	06992866	Smt. Pratima Dayal	Member- Independent	18.04.2017	
4.	02753885	Shri Mukesh Maganbhai Arya	Member- Independent	17.06.2016	17.06.2019
<b>Stakeholder Relationship Committee</b>					
1.	06992866	Smt. Pratima Dayal	Chairperson- Independent	18.04.2017	
2.	06859312	Smt. Jhanja Tripathy	Member- Non-Executive	03.05.2014	
3.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	
4.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	



हडको - 1970 से सुदृढ़ भारत का निर्माण।  
HUDCO - Strengthening India Since 1970.



<b>Nomination &amp; Remuneration Committee</b>					
1.	06992866	Smt. Pratima Dayal	Chairperson-Independent	18.04.2017	
2.	03022727	Shri Amrit Abhijat	Member- Non-Executive	01.06.2018	
3.	00315376	Dr. Sudip Kumar Nanda	Member-Independent	18.04.2017	
4.	02753885	Shri Mukesh Maganbhai Arya	Member-Independent	17.06.2016	17.06.2019
5.	07550281	Prof. Chetan Vamanrao Vaidya	Member-Independent	22.06.2016	17.06.2019
<b>Risk Management Committee</b>					
1.	00315376	Dr. Sudip Kumar Nanda	Chairman - Independent	18.04.2017	
2.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	
3.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
4.	02753885	Shri Mukesh Maganbhai Arya	Member-Independent	17.06.2016	17.06.2019
<b>Corporate Social Responsibility Committee</b>					
1.	01612905	Dr. M Ravi Kanth	Chairman - Executive	11.04.2014	
2.	02753885	Shri Mukesh Maganbhai Arya	Member-Independent	17.06.2016	17.06.2019
3.	07550281	Prof. Chetan Vamanrao Vaidya	Member-Independent	22.06.2016	17.06.2019
4.	00315376	Dr. Sudip Kumar Nanda	Member-Independent	18.04.2017	
5.	07591533	Shri Amarishkumar Govindlal Patel	Member-Independent	16.08.2016	

<b>Meeting of Board of Directors</b>					
Date of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Y/N)	No. of Directors present	No. of Independent Directors attending the meeting
14.01.2019					
21.01.2019		6			
20.02.2019		29			




06.03.2019		13			
12.03.2019		5			
28.03.2019		15			
	25.04.2019	27	Y	8	5
	24.05.2019	28	Y	6	3
	26.06.2019	32	Y	6	3

<b>Meeting of Committees</b>				
<b>Date(s) of meeting of the committee (Previous quarter and current quarter in chronological order)</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>	<b>No. of Directors present</b>	<b>No. of Independent Directors attending the meeting</b>
<b>Audit Committee</b>				
21.01.2019	-	-	-	-
24.05.2019	Yes	122	3	3
<b>Stakeholder Relationship Committee</b>				
20.02.2019	-	-	-	-
25-04-2019	Yes	63	3	1
<b>Nomination &amp; Remuneration Committee</b>				
-	-	-	-	-
<b>Risk Management Committee</b>				
20.02.2019	-	-	-	-
28-03-2019	35	-	-	-
25-06-2019	88	Yes	3	1
<b>Corporate Social Responsibility Committee</b>				
21.01.2019	-	-	-	-
06-03-2019	43	-	-	-
25-04-2019	49	Yes	5	4
24-05-2019	28	Yes	4	3



Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	NA

Affirmations
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.-<b>NO</b>.</p> <p><i>HUDCO being the Government Company, the Directors on the Board of the Company are appointed by President of India. As per the terms of their appointment Shri Mukesh Arya and Prof. Chetan V. Vaidya have ceased to be Directors on the Board of HUDCO w.e.f 17th June, 2019. The matter of appointment of Independent Directors has already been taken with the Administrative Ministry and the same is in process.</i></p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015</p> <p>a. Audit Committee - <b>Yes</b></p> <p>b. Nomination &amp; Remuneration Committee - <b>Yes</b></p> <p>c. Stakeholders Relationship Committee- <b>Yes</b></p> <p>d. Risk Management Committee (applicable to the top 500 listed entities)-<b>Yes</b></p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-<b>Yes</b></p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015-<b>Yes</b></p> <p>5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></p>
<p></p> <p><b>Harish Kumar Sharma</b> Company Secretary &amp; Compliance Officer</p>



## Annexure-A

Composition of Board of Directors										
Title	Name of Director	DIN No.	PAN No	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the current term/ re-appointment/ Cessation	Tenure	No of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(S) including this listed *	No of post of Chairpersons on in Audit/ Stakeholder Committee held in listed entities including this listed entity**
Shri/ Smt.							(Refer Regulation 17A of Listing Regulations)	(Refer Regulation 17A (1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Dr.	Ravi Kanth Medithi	01612905	AFDPM9230L	Chairperson/ Executive	11.04.2014 11.04.2019***	6	1	0	0	0
Shri	Rakesh Kumar Arora	02772248	AAAPA0648Q	Executive	01.10. 2015		2	0	1	0
Shri	M Nagaraj	05184848	ADFPM5440G	Executive	01.02.2019		1	0	1	0
Smt.	Jhanja Tripathy	06859312	AACPT4687Q	Non-Executive Nominee	03.05.2014		2	0	9	0
Shri	Amrit Abhijat	03022727	ABJPA4793L	Non-Executive Nominee	01.06.2018		1	0	0	0
Shri	Mukesh Maganbhai Arya	02753885	AAKPA0596P	Independent	17.06.2016 To 17.06.2019	-	0	0	0	0
Prof.	Chetan Vamanrao Vaidya	07550281	AAUPV7690P	Independent	22.06.2016 To 17.06.2019	-	0	0	0	0
Shri	Amarishkumar Govindlal Patel	07591533	ABAPP8067H	Independent	16.08.2016	36	1	1	0	0
Dr.	Sudip Kumar Nanda	00315376	ACEPN3226D	Independent	18.04.2017	36	1	1	1	1
Smt.	Pratima Dayal	06992866	AFHPD0974L	Independent	18.04.2017	36	1	1	2	1

\*The membership of only Audit Committee and Stakeholder Relationship Committee are given which also includes, the position of Chairperson.

\*\*And Chairmanship of Audit Committee and Stakeholder Relationship Committee are taken only of listed entities.

\*\*\*Ministry of Housing and Urban Affairs, Gol vide its Order dated 28<sup>th</sup> March, 2019, has accorded its approval for extension of tenure of Dr. M. Ravi Kanth, as Chairman & Managing Director (CMD), w.e.f. 11<sup>th</sup> April, 2019 for a period of 6 months.

