

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, ( भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली-110 003  
 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-110 003  
 Telephone : 011-24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : L74899DL1970GOI005276 GST : 07AAACH0632A1ZF

आई. एस. ओ. 9001:2008 प्रमाणित कम्पनी

AN ISO 9001 : 2008 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 & half year ending- **30<sup>th</sup> September, 2018**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PA Ns & DIN	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term / cessation	Term	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
<b>Annexure-A</b>								

II. Composition of Committees			
	Name of Committee	Name of Committee members	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)
1.	Audit Committee	Dr. Sudip Kumar Nanda Smt. Jhanja Tripathy Prof. Chetan Vamanrao Vaidya Shri Amarishkumar Govindlal Patel Smt. Pratima Dayal Shri Mukesh Maganbhai Arya	Chairperson - Independent Member-Non-Executive- Nominee Member- Independent Member- Independent Member- Independent Member- Independent
2.	Nomination & Remuneration Committee	Smt. Pratima Dayal Shri Mukesh Maganbhai Arya Prof. Chetan Vamanrao Vaidya Shri Amarishkumar Govindlal Patel	Chairperson- Independent Member- Independent Member- Independent Member- Independent
3.	Risk Management Committee *	Dr. Ravi Kanth Medithi Shri Nand Lal Manjoka Shri Rakesh Kumar Arora Dr. Sudip Kumar Nanda	Chairperson - Executive Member- Executive Member- Executive Member- Independent
4.	Stakeholders Relationship Committee	Smt. Pratima Dayal Smt. Jhanja Tripathy Shri Nand Lal Manjoka Shri Rakesh Kumar Arora	Chairperson- Independent Member- Non-Executive- Nominee Member-Executive Member-Executive



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



5.	Corporate Social Responsibility Committee	Dr. Ravi Kanth Medithi Shri Mukesh Maganbhai Arya Prof. Chetan Vamanrao Vaidya Shri Amarishkumar Govindlal Patel Dr. Sudip Kumar Nanda	Chairperson - Executive Member- Independent Member- Independent Member- Independent Member- Independent
----	---	--	---

\* Pursuant to Regulation of SEBI(LODR) Regulations, 2015, only top 100 listed entities have to formulate Risk Management Committee. The Company has voluntarily formulated Risk Management Committee.

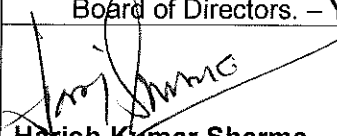

III. Meeting of Board of Directors		
Date of meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutives (in number of days)
19-04-2018	06-08-2018	52 days
30-05-2018	05-09-2018	
14-06-2018	26-09-2018	

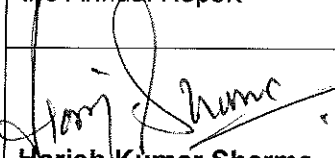

IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
06-08-2018	Yes	30-05-2018	67
05-09-2018	Yes	-	
<b>Stakeholder Relationship Committee</b>			
06-08-2018	Yes	30-05-2018	67
<b>Nomination &amp; Remuneration Committee</b>			
-	Yes	14-06-2018	
<b>Risk Management Committee</b>			
06-08-2018	Yes	-	50
26-09-2018	Yes		
<b>Corporate Social Responsibility Committee</b>			
26-09-2018	Yes	19-04-2018	110
-	Yes	25-05-2018	
-	Yes	07-06-2018	

V. 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
---	----

<b>VI. Affirmations</b>	
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.-<b>Yes.</b></li> <li>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 <ol style="list-style-type: none"> <li>a. Audit Committee - <b>Yes</b></li> <li>b. Nomination &amp; Remuneration Committee - <b>Yes</b></li> <li>c. Stakeholders Relationship Committee- <b>Yes</b></li> <li>d. Risk Management Committee (applicable to the top 100 listed entities)-<b>Yes</b> (The Company has voluntarily formulated Risk Management Committee)</li> </ol> </li> <li>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></li> <li>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></li> <li>5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b></li> </ol>	
 <b>Harish Kumar Sharma</b> <b>(Company Secretary &amp; Compliance Officer)</b>	

Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes, representative of the Committee was present.
Whether Corporate Governance Report disclosed in the Annual Report	34(3) read with para C of Schedule V	Yes
 <b>Harish Kumar Sharma</b> <b>(Company Secretary &amp; Compliance Officer)</b>		



## 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/ Cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(S) including this listed *	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity*
Shri/ Smt.							(Refer Regulation 25(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	April 11,2014		1	0	0
Shri	Nand Lal Manjoka	06560566	AFSPM6691Q	Executive	April 11,2013		1	1	0
Shri	Rakesh Kumar Arora	02772248	AAAPA0648Q	Executive	October 1, 2015		1	1	0
Smt.	Jhanja Tripathy	06859312	AACPT4687Q	Non-Executive Nominee	May 3,2014		2	8	0
Shri	Amrit Abhijat	03022727	ABJPA4793L	Non-Executive Nominee	June 1, 2018		1	0	0
Shri	Mukesh Maganbhai Arya	02753885	AAKPA0596P	Independent	June 17,2016	36 months w.e.f from June 17,2016 (i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	1	1	0
Prof.	Chetan Vamanrao Vaidya	07550281	AAUPV7690P	Independent	June 22,2016	36 months w.e.f from June 17, 2016 (i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	1	1	0
Shri	Amarishkumar Govindlal Patel	07591533	ABAPP8067H	Independent	August16,2016	36 months w.e.f from August 12, 2016(i.e. date of issue of order) or	1	1	0



						until further orders in this respect, whichever event occurs earlier.			
Dr.	Sudip Kumar Nanda	00315376	ACEPN3226D	Independent	April 18, 2017	36 months w.e.f from April 18, 2017 (i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	1	1	1
Smt.	Pratima Dayal	06992866	AFHPD0974L	Independent	April 18, 2017	36 months w.e.f from April 18, 2017 (i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	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.

