

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- **30th September, 2019**

Composition of Board of Directors												
Title	Name of Director	DIN No. & PAN No	Category (Chairperson/Executive/ Non-Executive/ Independent / Nominee) &	Initial date of Appointment/	Date of Re-appointment/	Date of Cessation	Tenure	Date of Birth	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 Chairpers 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	Executive- Chairperson- CEO-MD	11.04.2014	11.04.2019***			25.11.1960	1	0	0	0
Shri	Rakesh Kumar Arora	02772248 AAAPA0648Q	Executive	01.10.2015				01.12.1959	1	0	1	0
Shri	Muniappa Nagaraj	05184848 ADFPM5440G	Executive	01.02.2019				23.07.1967	1	0	1	0
Shri	Amrit Abhijat	03022727 ABJPA4793L	Non- Executive Nominee	01.06.2018				21.06.1968	1	0	0	0
Smt.	Jhanja Tripathy	06859312 AACPT4687Q	Non- Executive Nominee	03.05.2014		08.08.2019		15.07.1960	0	0	0	0
Shri	Shyam Sunder Dubey	06601151 AAAPD2092B	Non- Executive Nominee	08.08.2019				27.08.1965	2	0	3	0
Shri	Amarishkumar Govindlal Patel	07591533 ABAPP8067H	Non- Executive Independent	16.08.2016		12.08.2019	36	24.05.1960	0	0	0	0
Dr.	Sudip Kumar Nanda	00315376 ACEPN3226D	Non- Executive Independent	18.04.2017			36	01.02.1956	1	1	1	1
Smt.	Pratima Dayal	06992866 AFHPD0974L	Non- Executive Independent	18.04.2017			36	11.06.1949	1	1	2	1
Whether Regular Chairperson appointed.										YES		
Whether Chairperson is related to Managing Director or CEO.										NO		

*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, GoI vide its Order dated 28th March, 2019, has accorded its approval for extension of tenure of Dr. M. Ravi Kanth, as Chairman & Managing Director (CMD), w.e.f. 11th April, 2019 for a period of 6 months.

Composition of Committees

Sr.	DIN Number	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
Audit Committee					
Whether Regular Chairperson appointed.				Yes	
1.	00315376	Dr. Sudip Kumar Nanda	Chairman - Non-Executive Independent	18.04.2017	
2.	06859312	Smt. Jhanja Tripathy	Member- Non-Executive-Nominee	03.05.2014	08.08.2019
3.	06992866	Smt. Pratima Dayal	Member- Non-Executive Independent	18.04.2017	
4.	06601151	Shri Shyam Sunder Dubey	Member- Non-Executive-Nominee	08.08.2019	
Stakeholder Relationship Committee					
Whether Regular Chairperson appointed.				Yes	
1.	06992866	Smt. Pratima Dayal	Chairperson- Non-Executive Independent	18.04.2017	
2.	06859312	Smt. Jhanja Tripathy	Member- Non-Executive Nominee	03.05.2014	08.08.2019
3.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	
4.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
5.	06601151	Shri Shyam Sunder Dubey	Member- Non-Executive-Nominee	08.08.2019	
Nomination & Remuneration Committee					
Whether Regular Chairperson appointed.				Yes	
1.	06992866	Smt. Pratima Dayal	Chairperson- Independent	18.04.2017	
2.	03022727	Shri Amrit Abhijat	Member- Non-Executive Nominee	01.06.2018	

3.	00315376	Dr. Sudip Kumar Nanda	Member- Non-Executive Independent	18.04.2017	
Risk Management Committee					
Whether Regular Chairperson appointed.				Yes	
1.	00315376	Dr. Sudip Kumar Nanda	Chairman - Non-Executive 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	
Corporate Social Responsibility Committee					
Whether Regular Chairperson appointed.				Yes	
1.	01612905	Dr. M Ravi Kanth	Chairman - Executive	11.04.2014	
2.	06992866	Smt. Pratima Dayal	Member- Non-Executive Independent	18.04.2017	
3.	00315376	Dr. Sudip Kumar Nanda	Member- Non-Executive Independent	18.04.2017	
4.	07591533	Shri Amarishkumar Govindlal Patel	Member- Non-Executive Independent	16.08.2016	12.08.2019

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)	Whether requirement of Quorum met (Y/N)	No. of Directors present	No. of Independent Directors attending the meeting
25.04.2019					
24.05.2019					
26.06.2019					

	05.07.2019	8	Yes	6	3
	02.08.2019	27	Yes	6	3
	30.08.2019	27	Yes	6	2
	25.09.2019	25	Yes	5	2

Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	No. of Directors present	No. of Independent Directors attending the meeting	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
05.07.2019	Yes	2	2	24.05.2019	41
02.08.2019	Yes	2	2	-	27
Stakeholder Relationship Committee					
02.08.2019	Yes	3	1	25.04.2019	98
Nomination & Remuneration Committee					
05.07.2019	Yes	2	2	24.05.2019	41
Risk Management Committee					
25.09.2019	Yes	3	1	25.06.2019	91
Corporate Social Responsibility Committee					
05.07.2019	Yes	3	2	25.04.2019	41

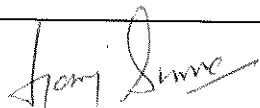
02.08.2019	Yes	3	2	24.05.2019	27
25.09.2019	Yes	3	2	-	53

Related Party Transactions

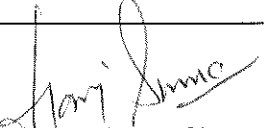
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	NA

Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **-NO.**
HUDCO being the Government Company, the Directors on the Board of the Company are appointed by President of India. During the period under report, as per the terms of his appointment Shri Amarishkumar G Patel has ceased to be Director on the Board of HUDCO w.e.f 12th August, 2019. The matter of appointment of Independent Directors has already been taken with the Administrative Ministry and the same is in process.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & Remuneration Committee - **Yes**
 - c. Stakeholders Relationship Committee - **Yes**
 - d. Risk Management Committee (applicable to the top 500 listed entities) - **Yes**
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-**Yes**
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-**Yes**
5. This report and/ or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**



Harish Kumar Sharma
(Company Secretary & Compliance Officer)

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
Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting.	20(3)	Yes
Whether Corporate Governance Report disclosed in the Annual Report.	34(3) read with para C of Schedule V	Yes
 Harish Kumar Sharma (Company Secretary & Compliance Officer)		