

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

### ANNEXURE I

#### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity- **Housing and Urban Development Corporation Limited**
2. Quarter ending- **31<sup>st</sup> March, 2018**

I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PANs &DIN	Category (Chairperson/ Executive/ Non-Executive/ in dependent/ Nominee) &	Date of Appoint ment in the current term / cessation	Te nure	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)
Annexure-A								
SPAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen								
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.								

II. Composition of Committees			
	Name of Committee	Name of Committee members	Category (Chairperson /Executive/ Non-Executive/ lindependent/ Nominee)
1.	Audit Committee	Shri Mukesh Maganbhai Arya Shri Rajiv Ranjan Mishra Prof. Chetan Vamanrao Vaidya Shri Amarishkumar Govindlal Patel Smt. Pratima Dayal	Chairperson - Independent Member- Non-Executive Member- Independent Member- Independent Member- Independent
2.	Nomination & Remuneration Committee	Smt. Pratima Dayal Shri Mukesh Maganbhai Arya Prof. Chetan Vamanrao Vaidya	Chairperson - Independent Member- Independent Member- Independent Member- Independent




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		Shri Amarishkumar Govindlal Patel	
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 Member-Executive Member-Executive
<p>§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>			

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 consecutive (in number of days)
13.10.2017 06.11.2017 06.12.2017 21.12.2017	05-02-2018 28-02-2018 20-03-2018	45 days

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>			
05-02-2018	Yes	13.10.2017	90
05-03-2018	Yes	06.11.2017	
<b>Stakeholder Relationship Committee</b>			
05-02-2018	Yes	06.12.2017	60
<b>Nomination &amp; Remuneration Committee</b>			
-	-	06.12.2017	
-	-	21.12.2017	
<b>Risk Management Committee</b>			
20-03-2018	Yes	13.10.2017	157
* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional			



<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Whether prior approval of audit committee obtained	<b>NA</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	<b>NA</b>
<b>Note</b>	
<p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<b>VI. Affirmations</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-<b>Yes</b>.</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul 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></li> <li>e.</li> </ul> <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>Any comments/observations/advice of Board of Directors may be mentioned here:</p>	
 <b>Harish Kumar Sharma</b> <b>(Company Secretary &amp; Compliance Officer)</b>	

## Annexure-A

## Composition of Board of Directors

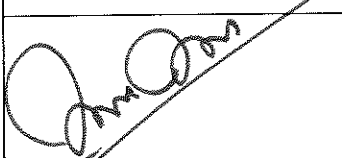
Title	Name of Director	DIN No.	PAN No	Category (Chairperson/ Executive/Non-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ Cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(S) including 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	May 3,2014		2	6	0
Shri	Rajiv Ranjan Mishra	06480792	AGBPM1895L	Non- Executive	March 10,2015		1	2	0
Shri	Mukesh Maganbhai Arya	02753885	AAKPA0596P	Independent	June 17,2016	Three years with effect from June 17,2016 (i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	1	1	1
Prof	Chetan Vamanrao Vaidya	07550281	AAUPV7690P	Independent	June 22,2016	Three years with effect 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	Three years with effect from August 12, 2016(i.e. date of issue of order) or until further orders in this respect, whichever event occurs earlier.	1	1	0
Dr.	Sudip Kumar Nanda	00315376	ACEPN3226D	Independent	April 18, 2017	Three years with effect from April 18, 2017(i.e. date of issue of order), or until further orders in this respect, whichever event occurs earlier.	1	0	0
Smt	Pratima Dayal	06992866	AFHPD0974L	Independent	April 18, 2017	Three years with effect 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.

## Annexure II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	Yes	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA

Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Nonexecutive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<p><b>Note</b></p> <p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - <b>NA</b></p>		
 <p><b>Name:- Harish Kumar Sharma</b> <b>Designation:- Company Secretary &amp; Compliance Officer</b></p>		

\* Power to appoint Directors on the Board of the Company is vested with the President of India exercised through Administrative Ministry.