

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 फ़ैक्स : 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)

ANNEXURE I

1. Name of Listed Entity- **Housing and Urban Development Corporation Limited**
2. Quarter & Year ending- **31st March, 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 (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								

Composition of Committees					
Sr.	DIN Number	Name of Committee members	Category of directors	Date of Appointment	Date of Cessation
Audit Committee Details					
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	
Stakeholder Relationship Committee					
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	
Nomination & Remuneration Committee					
1.	06992866	Smt. Pratima Dayal	Chairperson-Independent	18.04.2017	
2.	03022727	Shri Amrit Abhijat	Member- Non-Executive	01.06.2018	
3.	02753885	Shri Mukesh Maganbhai Arya	Member-Independent	17.06.2016	
4.	07550281	Prof. Chetan Vamanrao Vaidya	Member-Independent	22.06.2016	
Risk Management Committee*					
1.	02753885	Shri Mukesh Maganbhai Arya	Chairman - Independent	17.06.2016	
2.	00315376	Dr. Sudip Kumar Nanda	Member-Independent	18.04.2017	
3.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	
4.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
Corporate Social Responsibility Committee					
1.	01612905	Dr. M Ravi Kanth	Chairman - Executive	11.04.2014	
2.	02753885	Shri Mukesh Maganbhai Arya	Member-Independent	17.06.2016	
3.	07550281	Prof. Chetan Vamanrao Vaidya	Member-Independent	22.06.2016	
4.	00315376	Dr. Sudip Kumar Nanda	Member-Independent	18.04.2017	
5.	07591533	Shri Amarishkumar Govindlal Patel	Member-Independent	16.08.2016	

* 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.

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)
09.10.2018	14.01.2019	44
26.11.2018	21.01.2019	
30.11.2018	20.02.2019	
	06.03.2019	
	12.03.2019	
	28.03.2019	

Meeting of Committees				
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee				
21.01.2019	Yes		26.11.2018	23
-	-	-	30.11.2018	
-	-	-	28.12.2018	
Stakeholder Relationship Committee				
20.02.2019	Yes		26.11.2018	85
Nomination & Remuneration Committee				
-		-	-	
Risk Management Committee				
20.02.2019	Yes		28.12.2018	53
Corporate Social Responsibility Committee				
21.01.2019	Yes		-	-
* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional				

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.-**Yes**.
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 100 listed entities)-**Yes**
(The Company has voluntarily formulated Risk Management Committee)
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

Annexure-A

Composition of Board of Directors

Title	Name of Director	DIN No.	PAN No	Category (Chairperson/ Executive/No n-Executive/ Independent/ Nominee) &	Date of Appointment in the current term/ Cessation	Tenure	No of Directorshi p in listed entities including this listed entity	Number of members hips in Audit/ Stakehold er Committe e(S) including this listed *	No of post of Chairpers on in Audit/ Stakehold er Committe e held in listed entities including this listed entity*
Shri/ Smt.							(Refer Regulation 25(1) of Listing Regulation s)	(Refer Regulati on 26(1) of Listing Regulati ons)	(Refer Regulatio n 26(1) of Listing Regulatio ns)
Dr.	Ravi Kanth Medithi	01612905	AFDPM9230L	Chairperson/ Executive	April 11,2014		1	0	0
Shri	Rakesh Kumar Arora	02772248	AAAPA0648Q	Executive	October 1, 2015		1	1	0
Shri	M Nagaraj	05184848	ADFPM5440G	Executive	February 01,2019		1	1	0
Smt.	Jhanja Tripathy	06859312	AACPT4687Q	Non- Executive Nominee	May 3,2014		2	9	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	0	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 until further orders in	1	0	0

						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.

I. Disclosure on website in terms of Listing Regulations				
Sr.	Item	Compliance status	If status is "No" details of non-compliance	Web address
1.	Details of business	Yes		https://www.hudco.org/
2.	Terms and conditions of appointment of independent directors	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
3.	Composition of various committees of board of directors	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
4.	Code of conduct of board of directors and senior management personnel	Yes		https://www.hudco.org/writereaddata/codeofconduct.pdf
5.	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://hudco.org/writereaddata/vigil%20mechanism.pdf
6.	Criteria of making payments to non-executive directors	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
7.	Policy on dealing with related party transactions	Yes		https://www.hudco.org/writereaddata/Policy%20on%20Materiality%20of%20Related%20Party%20Transactions%20and%20Dealing%20withRelated%20Party%20Transactions%20.pdf
8.	Policy for determining 'material' subsidiaries	Yes		https://www.hudco.org/writereaddata/Policy%20for%20determining%20Material%20Subsidiaries.pdf
9.	Details of familiarization programmes imparted to independent directors	Yes		https://hudco.org/writereaddata/Stat-Ind.Dir.Prog.pdf
10.	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
11.	email address for grievance redressal and other relevant details	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
12.	Financial results	Yes		https://www.hudco.org/Site/FormTemplate/frmTemp1PLargeTC1C.aspx?MnId=408&ParentID=391
13.	Shareholding pattern	Yes		https://www.hudco.org/Site/FormTemplate/frmT

				emp1PLargeTC1C.aspx?MnId=422&ParentID=391
14.	Details of agreements entered into with the media companies and/or their associates	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
15.	New name and the old name of the listed entity	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf

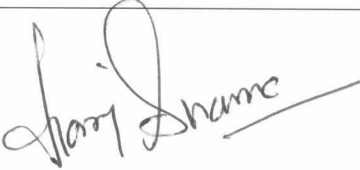
II. Annual Affirmations

Sr.	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance
1.	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA	
2.	Board composition	17(1)	Yes	
3.	Meeting of Board of directors	17(2)	Yes	
4.	Review of Compliance Reports	17(3)	Yes	
5.	Plans for orderly succession for appointments	17(4)	NA	
6.	Code of Conduct	17(5)	Yes	
7.	Fees/compensation	17(6)	Yes	
8.	Minimum Information	17(7)	Yes	
9.	Compliance Certificate	17(8)	Yes	
10.	Risk Assessment & Management	17(9)	Yes	
11.	Performance Evaluation of Independent Directors	17(10)	Yes	
12.	Composition of Audit Committee	18(1)	Yes	
13.	Meeting of Audit Committee	18(2)	Yes	
14.	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15.	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16.	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17.	Vigil Mechanism	22	Yes	
18.	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20.	Approval for material related party transactions	23(4)	NA	
21.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23.	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24.	Meeting of independent directors	25(3) & (4)	Yes	
25.	Familiarization of independent directors	25(7)	Yes	
26.	Memberships in Committees	26(1)	Yes	
27.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	

28.	Disclosure of Shareholding by Non-executive Directors	26(4)	NA	
29.	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

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

III. Affirmations:	
Particulars	Compliance status (Yes/No/NA)
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	NA


Harish Kumar Sharma
Company Secretary & Compliance Officer