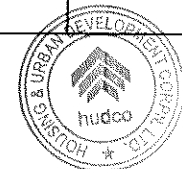


CORPORATE GOVERNANCE REPORT

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

Name of Listed Entity-**Housing and Urban Development Corporation Limited**
 Quarter ending- **31st March, 2020**

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 Chairpersons 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)
Shri	Muniappa Nagaraj@	05184848 ADFPM5440G	Executive-Chairperson-CEO-MD	01.02.2019				23.07.1967	1	0	1	0
Shri	D Guhan	06757569 AAFPG9804P	Executive	31.12.2019				19.05.1964	1	0	1	0



Annexure - B

Shri	Amrit Abhijat	03022727 ABJPA4793L	Non-Executive Nominee	01.06.2018				21.06.1968	1	0	0	0
Shri	Shyam Sunder Dubey	06601151 AAAPD2092B	Non-Executive Nominee	08.08.2019				27.08.1965	2	0	3	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.

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

@ In terms of MoHUA, order no. M-12/56/2019-AA-UD/E-9080394 dated 7th January, 2020, the Additional charge of Chairman & Managing Director has been assigned to Shri M Nagaraj, Director (Corporate Planning) w.e.f 7th January, 2020.

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.	06992866	Smt. Pratima Dayal	Member- Non-Executive Independent	18.04.2017	
3.	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.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
3.	06601151	Shri Shyam Sunder Dubey	Member- Non-Executive-Nominee	08.08.2019	
4.	06757569	Shri D Guhan	Member- Executive	31.12.2019	

Nomination & Remuneration Committee

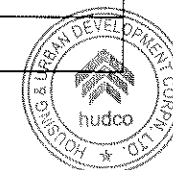
Whether Regular Chairperson appointed.				Yes	
1.	06992866	Smt. Pratima Dayal	Chairperson- Non-Executive Independent	18.04.2017	
2.	03022727	Shri Amrit Abhijat	Member- Non-Executive Nominee	01.06.2018	
3.	00315376	Dr. Sudip Kumar Nanda	Member- Non-Executive Independent	18.04.2017	

Risk Management Committee

Whether Regular Chairperson appointed.				Yes	
1.	00315376	Dr. Sudip Kumar Nanda	Chairman - Non-Executive Independent	18.04.2017	
2.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
3.	06757569	Shri D Guhan	Member- Executive	31.12.2019	

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
13.11.2019		-	Yes	7	2



19.12.2019		35	Yes	4	2
	03.02.2020	45	Yes	5	2
	19.02.2020	15	Yes	4	2
	28.02.2020	8	Yes	4	2
	18.03.2020	18	Yes	4	1

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					
				13.11.2019	-
				26.11.2019	12
				19.12.2019	23
08.01.2020	Yes	2	2		19
03.02.2020	Yes	3	2		25
Stakeholder Relationship Committee					
				13.11.2019	-
03.02.2020	Yes	4	1		81
Nomination & Remuneration Committee					
Risk Management Committee					




19.02.2020	Yes	3	1		-
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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. 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**


Name of signatory: Harish Kumar Sharma
Designation of person: Company Secretary & Compliance Officer
Place: New Delhi
Date: 27.04.2020



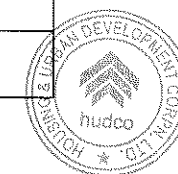
I. Disclosure on website in terms of Listing Regulations				
Sr.	Item	Compliance status	If status is "No" details of non-compliance	Web address
1.	Details of business	Yes		https://www.hudco.org/
2.	Terms and conditions of appointment of independent directors	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
3.	Composition of various committees of board of directors	Yes		https://www.hudco.org//Site/FormTemplate/frmcommitteeofdirectors.aspx
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/frmTemp1PLargeTC1C.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.	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		https://hudco.org//Site/FormTemplate/frmTemp1PLargeTC1C.aspx?Mnid=419&ParentID=391
16.	New name and the old name of the listed entity	Yes		https://hudco.org/writereaddata/Disclosure%20Listing%20Regulations.pdf
17.	Advertisements as per regulation 47 (1)	Yes		https://hudco.org//Site/FormTemplate/frmTemp1PLargeTC1C.aspx?Mnid=419&ParentID=391
18.	Credit rating or revision in credit rating obtained	Yes		https://hudco.org//Site/FormTemplate/frmTemp1PLargeTC1C.aspx?Mnid=419&ParentID=391
19.	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		-
20.	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://hudco.org/index.aspx
21.	Materiality Policy as per Regulation 30	Yes		https://hudco.org//writereaddata/Rev-Code%20for%20Prevention.pdf
22.	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://hudco.org//writereaddata/DDP.pdf
23.	It is certified that these contents on the website of the listed entity are correct	Yes		-




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)	NO	Short of 3 independent directors as on 31-03-2020
3.	Meeting of Board of directors	17(2)	Yes	
4.	Quorum of Board Meeting	17(2A)	Yes	
5.	Review of Compliance Reports	17(3)	Yes	
6.	Plans for orderly succession for appointments	17(4)	Yes	
7.	Code of Conduct	17(5)	Yes	
8.	Fees/compensation	17(6)	Yes	
9.	Minimum Information	17(7)	Yes	
10.	Compliance Certificate	17(8)	Yes	
11.	Risk Assessment & Management	17(9)	Yes	
12.	Performance Evaluation of Independent Directors	17(10)	NA	
13.	Recommendation of Board	17(11)	NA	
14.	Maximum number of Directorships	17A	Yes	
15.	Composition of Audit Committee	18(1)	Yes	
16.	Meeting of Audit Committee	18(2)	Yes	
17.	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18.	Quorum of nomination & remuneration committee	19(2A)	Yes	
19.	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20.	Composition of Stakeholder Relationship Committee	20(1), (2) & 20(2A)	Yes	
21.	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22.	Composition and role of risk management committee	21(1), (2), (3), (4)	Yes	
23.	Meeting of Risk Management Committee	21(3A)	Yes	
24.	Vigil Mechanism	22	Yes	
25.	Policy for related party Transaction	23(1), (5), (6), (7) & (8)	Yes	
26.	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	



27.	Approval for material related party transactions	23(4)	NA
28.	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29.	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30.	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3), (4), (5) & (6)	NA
31.	Annual Secretarial Compliance Report	24(A)	Yes
32.	Alternate Director to Independent Director	25(1)	NA
33.	Maximum Tenure	25(2)	Yes
34.	Meeting of independent directors	25(3) & (4)	Yes
35.	Familiarization of independent directors	25(7)	Yes
36.	Declaration from Independent Director	25(8) & (9)	Yes
37.	D & O Insurance for Independent Directors	25(10)	Yes
38.	Memberships in Committees	26(1)	Yes
39.	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40.	Disclosure of Shareholding by Non-executive Directors	26(4)	Yes
41.	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, i.e., Ministry of Housing and Urban Affairs, Government of India.

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	

@ In terms of MoHUA, order no. M-12/56/2019-AA-UD/E-9080394 dated 7th January, 2020, the current charge of the post of Chairman & Managing Director has been assigned to Shri M Nagaraj, Director (Corporate Planning) w.e.f 7th January, 2020.

