

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 December, 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 Chairpersons 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	21.12.2019 ***		25.11.1960	0	0	0	0
Shri	Rakesh Kumar Arora	02772248 AAAPA0648Q	Executive	01.10.2015		01.12.2019 ****		01.12.1959	0	0	0	0
Shri	Muniappa Nagaraj	05184848 ADFPM5440G	Executive	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
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.										NO		
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 Ministry of Housing and Urban Affairs (MoHUA), Government of India Order No. A-42012(12)/1/2018-AA-UD(E-9049147) dated 23rd December, 2019, Dr M Ravi Kanth ceased to be Chairman & Managing Director of the Company with effect from 21st December, 2019.

****Shri Rakesh Kumar Arora ceased to be Director (Finance) with effect from 1st December, 2019, on attaining the age of superannuation on 30th November, 2019, as per terms & conditions of his appointment, conveyed by the then Administrative Ministry of HUDCO, i.e., Ministry of Housing & Urban Poverty Alleviation (MoHUPA), Government of India, vide its Order No.I-14012/13/2015-H (12826) dated 25th August, 2015.

*****The Ministry of Housing and Urban Affairs, Government of India, vide its Office Order No. A-42012(12)/1/2019-AA-UD(E-9059070) dated 31st December, 2019 has conveyed, the appointment of Shri D. Guhan as Director (Finance), HUDCO, from the date of his assumption of charge of the post till the date of his superannuation, i.e., 31st May, 2024, or until further orders, whichever is earlier.

@ 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.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	01.12.2019
3.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
4.	06601151	Shri Shyam Sunder Dubey	Member- Non-Executive-Nominee	08.08.2019	
5.	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.	02772248	Shri Rakesh Kumar Arora	Member- Executive	01.10.2015	01.12.2019
3.	05184848	Shri M Nagaraj	Member- Executive	01.02.2019	
4.	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
05.07.2019		-	Yes	6	3
02.08.2019		27	Yes	6	3
30.08.2019		27	Yes	6	2
25.09.2019		25	Yes	5	2
	13.11.2019	48	Yes	7	2
	19.12.2019	35	Yes	4	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	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive
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			attending the meeting		meetings in number of days
Audit Committee					
				05.07.2019	-
				02.08.2019	27
13.11.2019	Yes	3	2		102
26.11.2019	Yes	3	2		12
19.12.2019	Yes	2	2		22
Stakeholder Relationship Committee					
				02.08.2019	-
13.11.2019	Yes	4	1		102
Nomination & Remuneration Committee					
-				-	
Risk Management Committee					
-				-	

Related Party Transactions		Compliance status (Yes/No/NA)
	Subject	
	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
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.-NO.</p> <p><i>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.</i></p>

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: 13-01-2020

