

हाउसिंग एण्ड अर्बन डेवलपमेंट कॉर्पोरेशन लिमिटेड, (भारत सरकार का उपक्रम), कोर 7ए, हडको भवन, भारत पर्यावास केन्द्र, लोधी रोड, नई दिल्ली - 110003
दूरभाष : 24648160 फ़ैक्स : 011-24625308 Visit us at : www.hudco.org सीआईएन : U74899DL1970GOI005276
Housing & Urban Development Corporation Ltd., (A Govt. of India Enterprise), Core-7A, HUDCO Bhawan, India Habitat Centre, Lodhi Road, New Delhi-110003
Tel.: 24648160 Fax : 011-24625308 Visit us at : www.hudco.org CIN : U74899DL1970GOI005276

आई.एस.ओ. 9001 : 2008 प्रमाणित कम्पनी

Corporate Governance

AN ISO 9001 : 2008 CERTIFIED COMPANY

Format to be submitted by listed entity on quarterly basis

ANNEXURE I

1. Name of Listed Entity: Housing and Urban Development Corporation Limited
2. Quarter ending-1st Jan-31st March,2017

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 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								
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.								

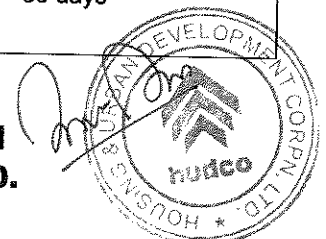
II. Composition of Committees			
	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ independent/Nominee)§
1.	Audit Committee	Shri Mukesh M Arya Shri Rajiv Ranjan Mishra Prof. Chetan V Vaidya Shri Amarishkumar G Patel	Chairman - Independent Nominee Independent Independent
2.	Nomination & Remuneration Committee	Shri Mukesh M Arya Prof. Chetan V Vaidya Shri Amarishkumar G Patel	Chairman - Independent Independent Independent
3.	Risk Management Committee (if applicable)		Not Applicable
4.	Stakeholders Relationship Committee'	Smt. Jhanja Tripathy Shri NL Manjoka Shri Rakesh Kumar Arora	Chairperson-Nominee Executive Executive

§ 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

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)
24.10.2016	23.01.2017	30 days
18.11.2016	23.02.2017	
19.12.2016	17.03.2017	
28.12.2016	24.03.2017	



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HUDCO - Strengthening India Since 1970.



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*
Audit Committee			
23.01.2017 23.02.2017	Yes Yes	24.10.2016 18.11.2016 19.12.2016 28.12.2016	30 days
Stakeholder Relationship Committee			
17.03.2017	Yes	19.12.2016	86 days
Nomination & Remuneration Committee			
23.02.2017 17.03.2017	Yes Yes	05.11.2016	103 days
* This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional			

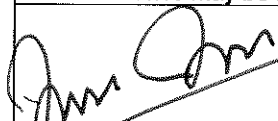
V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	N.A.*
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee.	N.A.*
* The Equity Shares of HUDCO is not listed for the period under report. The relevant provisions of all applicable law have been complied with. The provisions of SEBI (LODR), 2015 will be duly complied on listing of Equity.	


Note

- 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.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-NO (short of 2 Independent Directors). The MoHUPA has appointed two more Independent Directors w.e.f. 18.04.2017 on the Board of HUDCO, accordingly composition of the Board is now in compliance of SEBI Regulations as on 18th April, 2017.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) 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)-**NA**
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 has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:


Narish Kumar Sharma
 (Company Secretary and Compliance Officer)



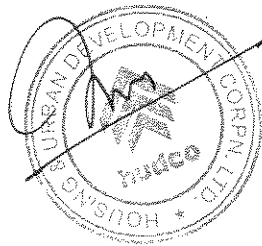
Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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 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
Shri/Smt.							(Refer Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Dr	Ravikanth Medithi	1612905	AFDPM9230L	Chairperson/ Executive	April 11,2014		1	NIL	NIL
Shri	NL Manjoka	6560566	AFSPM6691Q	Executive	April 11,2013		1	1	NIL
Shri	Rakesh Kumar Arora	2772248	AAAPA0648Q	Executive	October 1,2015		1	1	NIL
Smt.	Jhanja Tripathy	6859312	AACPT4687Q	Nominee	May 3,2014		2	2	2
Shri	Rajiv Ranjan Mishra	06480792	AGBPM1895L	Nominee	March 10,2015		1	1	Nil
	Mukesh MaganBhai Arya	02753885	AAKPA0596P	Independent	June 17,2016	Three years with effect from June 17,2016, or until further orders in this respect, whichever event occurs earlier.	1	1	1
Prof	Chetan V. Vaidya	07550281	AAUPV7690P	Independent	June 22,2016	Three years with effect from June 22, 2016, or until further orders in this respect, whichever event occurs earlier.	1	1	Nil
Shri	Amarishkumar Govindlal Patel	07591533	ABAPP8067H	Independent	August16,2016	Three years with effect from August 16, 2016, or until further orders in this respect, whichever event occurs earlier.	1	1	Nil

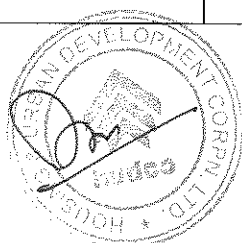


ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial) ML.1

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance (Yes/No/NA)	status refer note below
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	

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)refer note below
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes, Power to appoint Directors on the Board of Company is vested with the President of India exercise through the administrative Ministry
<i>Board composition</i>	17(1)	Yes w.e.f. 18 th April, 2017
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	NA (HUDCO is a Govt. Co, where president of India has power to appoint)
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	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 Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

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- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

HUDCO does not have any subsidiary company as on date. However, it has formulated Policy for Determining Material Subsidiaries of HUDCO in compliance of requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

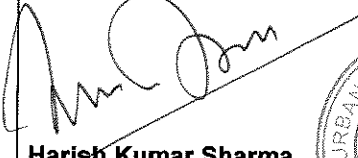

Harish Kumar Sharma

Company Secretary and Compliance Officer



ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	YES
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	YES
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.</i>	19(3)	YES
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	<i>34(3) read with para C of Schedule V</i>	YES
Note 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. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		
 Harish Kumar Sharma Company Secretary and Compliance Officer 