

27 मई, 2022

लिस्टिंग विभाग
बीएसई लिमिटेड
फ़िरोज़ जीजीभाय टावर्स
दलाल स्ट्रीट
मुंबई- 400001
स्क्रिप कोड- 540530

लिस्टिंग विभाग
नैशनल स्टॉक एक्सचेंज लिमिटेड ऑफ़
इंडिया एक्सचेंज प्लाज़ा, सी-1, ब्लॉक जी,
बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (ई)
मुंबई - 400 051
स्क्रिप कोड- हडको

विषय: 2021-22 को समाप्त वित्तीय वर्ष के लिए सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियम 24ए के अंतर्गत सचिवीय अनुपालन रिपोर्ट।

महोदय/ महोदया,

सेबी (सूचीबद्धता दायित्व और प्रकटीकरण आवश्यकताएँ) विनियम, 2015 के विनियमन 24ए के अनुसार, हम कंपनी के सचिवीय लेखा परीक्षकों यानी सुश्री मल्होत्रा अरोड़ा एंड एसोसिएट्स, कंपनी सचिवों द्वारा जारी वित्तीय वर्ष 2021-22 के लिए सचिवीय अनुपालन रिपोर्ट संलग्न कर रहे हैं।

यह आपकी जानकारी और प्रसार के लिए है।

भवदीय
हरीश शर्मा
कंपनी सचिव एंज कंप्लायंस अधिकारी
हाउसिंग एंज अर्बन डेवलपमेंट कॉर्पोरेशन लि.

जैसा उपरोक्त संलग्न है



MALHOTRA ARORA & ASSOCIATES

COMPANY SECRETARIES

**SECRETARIAL COMPLIANCE REPORT OF HOUSING AND URBAN DEVELOPMENT CORPORATION
LIMITED ("HUDCO") FOR THE YEAR ENDED 31ST MARCH, 2022**

**[Under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and
Disclosure Requirements) Regulations, 2015]**

We Malhotra Arora & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Housing and Urban Development Corporation Limited ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.



And based on the above examination, we hereby report that during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder; exception respect of matters specified below: -

S. No	Compliance Requirement (Regulations/circulars/ Guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17, 18, 19 20 and 21(3A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	<p>For the year under review, the Composition of Board of Directors and Committee Members (i.e., Audit Committee, Nomination & Remuneration Committee, and Stakeholder Relationship Committee) was not in compliance with the said regulations;</p> <p>Also, Quorum Requirement of Board and Audit Committee Meetings was not in compliances with said regulations.</p> <p>During the year, only one Meeting of Risk Management Committee was held against the requirement of two meetings.</p>	<p>The Company has informed that as on 31st March, 2022, HUDCO Board comprised of nine directors, out of which three Directors were Functional Directors including Chairman & Managing Director, two Part-time Official (Government) Directors, and four Non-official (Independent) Directors including one-Woman Director.</p> <p>MOHUA has appointed three Non-Official (Independent) Directors including one Woman Director in the month of November, 2021 and one in January 2022. HUDCO is still short of one Non official (Independent) Director.</p> <p>The Board on 28th December, 2021 has reconstituted various Committee(s) after induction of Non-official (Independent) Director to make all these Committees in conformity with SEBI (LODR).</p> <p>HUDCO being a Government Company, its directors are appointed by the President of India through Administrative Ministry, i.e., Ministry of Housing and Urban Affairs (MOHUA), Government of India. Matter has already been taken up with the Administrative Ministry for appointment of Independent Director on the Board of the Company.</p> <p>The requirement of Quorum for Board Meeting and Audit Committee meetings has been duly complied with after induction of Independent Directors.</p> <p>The Risk Management Committee was reconstituted with induction of Independent Directors on 28th December, 2021 to make it in conformity with SEBI (LODR) Regulations. After reconstitution of the Risk Management Committee meeting was held in the month of March, 2022.</p>



2	Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The performance evaluation of Independent Directors has not been carried out by the entire Board of Directors.	Company informed that being a Government Company, its directors are appointed by the President of India and their performance is being evaluated by the Administrative Ministry, as per its own evaluation methodology, hence, the requirement of carrying out formal evaluation by the Board of its own performance and that of its committees and individual directors, is not applicable as per MCA notification dated 5 th June, 2015.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.
- (c) The Standard Operating Procedures issued by SEBI through various circulars under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited	Regulation 17(1), 17(2A), 18, 19, and 20 of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2021.	NSE vide letter dated 17 th May, 2021 imposed a fine of Rs. 12,03,600/- for the quarter ended 31 st March, 2021	Company informed that identified non-compliances are not due to negligence/default of the Company. As per directions of the Board, Stock Exchanges have also been requested for waiver of fine and non-initiation of any action against the Company. However, the request is still pending with the stock exchanges
		Regulation 17(1), 17(2A), 18(1), 19(1)/19(2), 20 of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2021.	NSE vide letter dated 20 th August, 2021 imposed a fine of Rs. 12,04,780/- for the quarter ended 30 th June, 2021.	
		Regulation 17(1), 17(2A), 18(1), and 19(1)/19(2), 20 and 21 of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th September, 2021.	NSE vide letter dated 22 nd November, 2021 imposed a fine of Rs. 13,64,080/- for the quarter ended 30 th September, 2021.	
		Regulation 17(1), 17(2A), 18(1), 19(1)(2), 20 and 21 of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st December, 2021.	NSE vide letter dated 21 st February 2022 imposed a fine of Rs. 10,57,280/- for the quarter ended 31 st December, 2021.	
		Regulation 17(1), of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2022.	NSE vide letter dated 20 th May 2022 imposed a fine of Rs. 5,31,000/- for the quarter ended 31 st March, 2022	



2.	BSE Limited	Regulation 17(1), 17(2A), 18, 19(1)/(2), 20(2)/(2A) and 21(2) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March 2021.	BSE vide letter dated 17 th May, 2021 imposed a fine of Rs. 12,03,600/- for the quarter ended 31 st March, 2021	Company informed that identified non-compliances are not due to negligence/default of the Company. As per directions of the Board, Stock Exchanges have also been requested for waiver of fine and non-initiation of any action against the Company. However, the same are still not waived off by the Stock Exchanges.
		Regulation 17(1), 17(2A), 18(1), 19(1)/19(2), 20(2)/(2A) of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th June, 2021.	BSE vide letter dated 20 th August, 2021 imposed a fine of Rs. 12,04,780/- for the quarter ended 30 th June, 2021.	
		Regulation 17(1), 17(2A), 18(1), and 19(1)/19(2), 20(2)/(2A) 21(2) of the SEBI (LODR) Regulations, 2015 for the quarter ended 30 th September 2021.	BSE vide letter dated 22 nd November, 2021 imposed a fine of Rs. 13,64,080/- for the quarter ended 30 th September, 2021.	
		Regulation 17(1), 17(2A), 18(1), 19(1)/19(2), 20(2)/2A, 21(2) of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st December, 2021.	BSE vide letter dated 21 st February 2022 has imposed fine of 10,57,280/- for the quarter ended 31 st December, 2021.	
		Regulation 17(1), of the SEBI (LODR) Regulations, 2015 for the quarter ended 31 st March, 2022.	BSE vide letter dated 20 th May 2022 has imposed fine of 5,31,000/- for the quarter ended 31 st March, 2022	

The listed entity has taken the following actions to comply with the observations made in previous reports:

S.No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	Regulation 17, 18, 19 20, 21(3A) and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has not been complied as follows:-	31 st March, 2020 & 31 st March, 2021	The Company has informed that, the power to appoint Directors including Independent Directors on Board of HUDCO vests with the President of India and the Company is regularly pursuing	As informed by the Company, MOHUA has appointed three Non-Official (Independent) Directors including one Woman Director in the month of November, 2021



	<ul style="list-style-type: none"> the Composition of Board of Directors and Committee Members (i.e., Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee) was not in compliance with the aforesaid regulations; Also, Quorum Requirement of Board Meeting and its Committees' Meeting (i.e. Audit Committee, Nomination & Remuneration Committee and Stakeholder Relationship Committee) also was not in compliance with aforesaid regulations. Risk Management Committee Meeting was not held. 		with Administrative Ministry, i.e., Ministry of Housing and Urban Affairs, Government of India for the same.	and one in January 2022. HUDCO is still short of one Non-official (Independent) Director. The Company is regularly pursuing with the Administrative Ministry, i.e., Ministry of Housing and Urban Affairs, Government of India for the same.
2.	The performance evaluation of Independent Directors has not been carried out for the period under review under Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	31 st March, 2019, 31 st March, 2020 & 31 st March, 2021	The Company has informed that the appointment/reappointment of Independent Directors is made by President of India through the Administrative Ministry, i.e., Ministry of Housing and Urban Affairs and accordingly, performance evaluation of	As informed by the Company, evaluation of directors is done by the Administrative Ministry, being the appointing authority, i.e., Ministry of Housing and Urban Affairs.



			Independent Directors has not been carried out by the entire Board of Directors.	No further action required at the part of company.
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**For Malhotra Arora & Associates
Company Secretaries**



(Dikshant Malhotra)

Partner

FCS: F11008

C P No.:14622

UDIN: F011008D000376065

Place: Gurugram

Date: 24th May, 2022