



HOUSING DEVELOPMENT FINANCE CORPORATION LIMITED

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BY E-MAIL

Ref: SE/2016-17/15

April 15, 2016

BSE Ltd.
P. J. Towers,
Dalal Street,
Mumbai 400 001National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1
Bandra-Kurla Complex, Bandra (East),
Mumbai 400 051Kind Attn: Sr. General Manager
DCS – Listing Department

Kind Attn: Head – Listing

Dear Sirs,

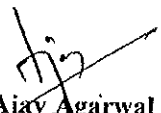
Sub: Compliance Report on Corporate Governance for quarter/ year ended March 31, 2016 in terms of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We attach herewith the compliance report on Corporate Governance for the quarter(Annexure-I)/ year(Annexure-II) ended March 31, 2016, in terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the format as specified under SEBI circular CIR/CFD/CMD/5/2015 dated September 24, 2015.

This is for your information.

Thanking you,

Yours faithfully,

For **Housing Development Finance Corporation Limited**
Ajay Agarwal
Company Secretary

Encl: as above

CERTIFIED TRUE COPY


AJAY AGARWAL
COMPANY SECRETARY

Compliance Report on Corporate Governance										
1. Name of Listed Entity Housing Development Finance Corporation Limited										
2. Quarter ending March 31, 2016										
i. Composition of Board of Directors										
Title (Mr./ Ms.)	Name of the Director	PAN ^s & DIN	Category (Chairperson / Executive / Non- executive / Independent / 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)		
Mr.	Deepak S. Parekh	AAOP99668B / 00009078	Chairman - Non- executive Director	14.07.2010	NA	7	6	2		
Mr.	D. M. Sukthankar	AALPS0439E / 00034416	Non-executive Director	25.01.1989	NA	2	2	1		
Mr.	B. S. Mehta	AADPM4552A / 00035019	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	8	9	3		
Mr.	D. N. Ghosh	AAGP68917L / 00012608	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	2	1	0		
Mr.	S. A. Dave	AADPD5153G / 00001480	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	5	7	3		
Mr.	Nasser Munjee	AAFPM7588N / 00010180	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	8	6	5		
Mr.	Bimal Jalan	AAHP1389G / 00449491	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	1	0	0		
Mr.	J. J. Irani	AAFPI1888M / 00311104	Non-executive - Independent	21.07.2014 / 20.07.2019	5 years	3	0	0		
Mr.	V. Srinivasa Rangan	ADIPV5480A / 00030248	Executive Director	01.01.2015	NA	4	8	0		




Ms.	Renu Sud Karnad	AAEPK2992H / 00008064	Executive Director	01.01.2015	NA	8	7	1
Mr.	Keki M. Mistry	AAFPM0331B / 00008886	Executive Director	14.11.2015	NA	7	8	2
<p># The number of membership of the directors in committees includes those committees where he/she is also a chairperson.</p> <p>5. PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>of directors means executive / non-executive / independent / Nominee. If a director fits into more than one category write all categories separating them with hyphen</p> <p>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.</p>								
II. Composition of Committees								
Name of Committee		Name of Committee Members			Category (Chairperson / Executive / Non-executive / Independent / Nominee) 5			
"Same as previous quarter"								
8. 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 meetings (in number of days)				
26-10-2015		27-01-2016 and 21-03-2016		90 days				



IV. Meeting of Committees			
Date (s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date (s) of meetings of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 27-01-2016 and 21-03-2016	Yes, All the Members of the Committee were present at the meeting.	26-10-2015	90 days
Nomination and Remuneration Committee - 21-03-2016	Yes, Requisite Quorum was present for all the Meetings held in relevant quarter.	26-10-2015	
Stakeholders Relationship Committee - 22-01-2016	Yes, Requisite Quorum was present for all the Meetings held in relevant quarter.	17-11-2015	
Risk Management Committee - 21-01-2016 and 21-03-2016	Except for one member, all Members were present at the meeting held on 21-01-2016. For the meeting held on 21-03-2016, all the members of the committee were present.	None	
* 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		Yes	
Whether shareholder approval obtained for material RPT		Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes*	
* Pursuant to the receipt of approval of members of the Corporation at the 38th Annual General Meeting held on July 28, 2015, the Corporation under an existing arrangement has sold housing loans under loan assignment route amounting to Rs. 12773.37 crore during year ended March 31, 2016 to HDFC Bank Ltd, a related party.			



[Handwritten signature]

<p>Note</p> <p>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.</p> <p>2. If Status is "No" details of non-compliance may be given here.</p>	<p>VI. Affirmations</p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - YES</p> <p>2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <p>a. Audit Committee - YES</p> <p>b. Nomination & remuneration committee - YES</p> <p>c. Stakeholders relationship committee - YES</p> <p>d. Risk management committee (applicable to the top 100 listed entities) - YES</p> <p>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</p> <p>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</p> <p>5. This report and / or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observations / advice of Board of Directors may be mentioned here - The report for the quarter ended December 31, 2015 was circulated as part of the agenda papers pertaining to the Board Meeting of the Corporation held on January 27, 2016. The Board noted the same without any comments/ observation.</p> <p style="text-align: right;">  Ajay Agarwal Company Secretary </p>
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Compliance Report on Corporate Governance
I. Disclosures on website in terms of Listing Regulations

Item	Compliance Status
	(Yes/ No / NA) refer note below
Details of Business	Yes
Terms of 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	N.A.
New name and the old name of the listed entity	N.A.

II Annual Confirmations

Particulars	Regulation Number	Compliance Status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes





Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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)	N.A.
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A.
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	N.A.
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.		
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. - Yes		

Ajay Agarwal
Company Secretary

