



HITESH KUMAR BHARDWAJ  
ACS, L.L.B., B.Com.

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**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 30<sup>TH</sup> JUNE, 2022**

*[Pursuant to regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,

**NATIONAL HOUSING BANK**  
Core 5-A, Indian Habitat Center,  
Lodhi Road, New Delhi – 110003

We have conducted the secretarial audit of **National Housing Bank** (hereinafter referred as “NHB”) for the compliance of applicable statutory provisions and the adherence to good corporate practices.

Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our verification of the **National Housing Bank’s** books, papers, minute books, forms and returns filed and other records maintained by the NHB and also the information provided by the NHB, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the NHB has during the audit period covering the financial year ended on **30<sup>th</sup> June, 2022** complied with the statutory provisions listed hereunder and also that the NHB has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minutes books, forms and returns filed and other records maintained by the NHB for the Financial Year ended on 30<sup>th</sup> June, 2022, according to the provisions of:
  - (i) The Companies Act, 2013 (“the Act”) and the rules made there under [Not Applicable as NHB is established under The National Housing Bank Act, 1987];
  - (ii) The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under [Not Applicable as per section 28(1)(a)];

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
  - (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
2. Other laws as applicable specifically to the NHB:
- (i) The National Housing Bank Act, 1987 (“the Act”) and rules made there under;
  - (ii) The National Housing Bank (Issue and Management of Bonds) Regulations, 1989;
  - (iii) The National Housing Bank General Regulations, 1988;
  - (iv) The National Housing Bank (Issue and Management of Bonds) Regulations, 1989;
  - (V) The National Housing Bank (Slum Improvement and Low Cost Housing Fund) Regulations, 1993;
  - (vi) The National Housing Bank Employees’ (Conduct) Regulations, 1994;
  - (vii) The National Housing Bank Employees’ (Discipline and Appeals) Regulations, 1994;
  - (viii) The National Housing Bank (Officers’) Service Regulations, 1997;
  - (ix) The National Housing Bank (Nomination) Regulations, 2004;
  - (x) The National Housing Bank (Employees’) Pension Regulations, 2003;
  - (xi) The Reserve Bank of India Act, 1934;
3. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”):
- (i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (iii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
4. The Provisions of the following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 (“SEBI Act”) were not applicable to the NHB during the financial year under report:
- (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (iii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (iv) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (vi) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the NHB with the Stock Exchange(s) read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the NHB has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that:**

The Board of Directors of the NHB is duly constituted as per The National Housing Bank Act, 1987. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Except in case of meetings convened at shorter notice, adequate notice is given to all directors to schedule the Board/Committee meeting(s), agenda and detailed notes on agenda were sent at least fifteen days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions made in the Board/Committee meeting(s) were carried out with unanimous consent of all the Directors/Members present during the meeting and dissent, if any, have been duly incorporated in the Minutes.

We further report that there are adequate systems and processes in the NHB commensurate with the size and operations of the NHB to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, following events had a major bearing on the NHB's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc. referred to above i.e. issue of Unsecured, Redeemable and Non-Convertible Bonds in the nature of Debentures of the face value of Rs. 10,00,000 each on Private Placement basis:

<b>Sr. No.</b>	<b>Date of Allotment</b>	<b>No. of NCDs allotted</b>	<b>Amount of NCDs (Rs. In Cores)</b>
1	June 7, 2022	10000	1000
	<b>Total</b>	<b>10000</b>	<b>1000</b>

**For HKB & ASSOCIATES**  
Company Secretaries

**(HITESH KUMAR BHARDWAJ)**  
Proprietor  
ACS No. 55268  
COP No. 21001  
UDIN: A055268D000832275

**Place : Delhi**  
**Date : 23-08-2022**

This Report is to be read with our letter of event date which is annexed as Annexure A and forms an integral part of this report.



**Annexure-A**

To,  
**NATIONAL HOUSING BANK**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the National Housing Bank (NHB). Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification of available documents was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have been provided information by the National Housing Bank (NHB) and accordingly we have verified the correctness and appropriateness of financial records and Books of Accounts of the NHB.
4. The National Housing Bank (NHB) has committed to provide the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of The National Housing Bank Act, 1987 and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

**For HKB & ASSOCIATES**  
Company Secretaries

**(HITESH KUMAR BHARDWAJ)**

Proprietor

**Place : Delhi**

ACS No. 55268

**Date : 23-08-2022**

COP No. 21001