

NHB/ND/RMMD/ 2024

October 16, 2024

To,

|  |  |
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| National Stock Exchange of India Ltd,<br>Exchange Plaza,<br>Bandra Kurla Complex,<br>Bandra (East), Mumbai- 400051 | BSE Ltd,<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street Mumbai- 400001. |
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Dear Sir/Madam,

**Subject: Submission of Corporate Governance Report as under Regulation-27 (2) of SEBI (LODR) Regulations, 2015 read with Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11 July 2023 for the quarter ended 30th September 2024**

Please find enclosed Compliance Report on Corporate Governance for the quarter ended on 30 September 2024 in compliance to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Please take the above information on record.

Thanking you

Yours faithfully,

*Sanjay Bose*  
16/10/24

(Sanjay Bose)  
RM/Company Secretary  
(National Housing Bank)

## ANNEX I

**Format of report on Corporate Governance  
to be submitted by a listed entity on  
quarterly basis**

1. Name of Listed Entity: NATIONAL HOUSING BANK
2. Quarter ending: September 30, 2024

**I. Composition of Board of Directors**

| Title<br>(Mr<br>./<br>Ms) | Name<br>of the<br>Director | PAN\$ & DIN | Category<br>(Chairperson<br>/Executive/<br>Non-<br>Executive/<br>independent<br>/<br>Nominee)* | Initial<br>Date of<br>Appoint<br>ment | Dat<br>e of<br>Reapp<br>oint<br>me<br>nt | Dat<br>e of<br>Cessa<br>tion | Tenure* | Date<br>of<br>Birth<br>\$ | No. of<br>directo<br>rship in<br>listed<br>entities<br>includi<br>ng this<br>listed<br>entity<br><br>[in<br>reference<br>to Regula<br>tion<br>17A (1)] | No. of<br>Indepe<br>n dent<br>Directo<br>rship<br>in listed<br>entities<br>includi<br>ng this<br>listed<br>entity<br><br>[in<br>referenc<br>e to<br>proviso<br>to<br>regul<br>ation<br>17A(1)<br>&<br>17A(2)] | Number of<br>membershi<br>ps in<br>Audit/<br>Stakehold<br>er<br>Committee<br>(s) including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of SEBI<br>LODR<br>Regulations) | No. of post<br>of<br>Chairperson<br>in Audit/<br>Stakeholder<br>Committee<br>held in<br>listed<br>entities<br>including<br>this listed<br>entity<br><br>(Refer<br>Regulation<br>26(1) of SEBI<br>LODR<br>Regulations) |
|---------------------------|----------------------------|-------------|--|---------------------------------------|--|------------------------------|---------|---------------------------|--|---|--|---|
|                           |                            |             |  |                                       |  |                              |         |                           |  |   |  |   |

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|      |                      |    |          |                        |                        |            |            |                                 |   |    |     |     |     |     |
|------|----------------------|----|----------|------------------------|------------------------|------------|------------|---------------------------------|---|----|-----|-----|-----|-----|
| Mr.  | Sanjay Shukla        | \$ | -        | Managing Director      | 30-07-2024             | NA         | NA         | 3 years or until further order  | \$  | 1  | Nil | Nil | Nil |     |
| Mr.  | Yamal Vyas           | \$ | 01308440 | Non-Executive Director | 21-12-2021             | NA         | NA         | 3 years or until further orders | \$  | 1  | 1   | 2   | 2   |     |
| Mr.  | Prabhanjan Mohapatra | \$ | -        | Non-Executive Director | 08-05-2023             | NA         | NA         | 3 years or until further orders | \$  | 1  | 1   | 1   | Nil |     |
| Mr.  | Satish Marathe       | K  | \$       | 02135738               | Non-Executive Director | 08-04-2021 | 15-09-2022 | NA                              | Till his appointment as Central Board of Directors in RBI | \$ | 1   | 1   | Nil | Nil |
| Mr.  | Kuldip Narayan       | \$ | 03276525 | Non-Executive Director | 08-11-2021             | NA         | NA         | Until further order             | \$  | 2  | 2   | Nil | Nil |     |
| Mr.  | Sameer Shukla        | \$ | 06435463 | Non-Executive Director | 05-01-2023             | NA         | NA         | Until further order             | \$  | 2  | 2   | 3   | Nil |     |
| Mr.  | Gaya Prasad          | \$ | -        | Non-Executive Director | 29-12-2020             | NA         | NA         | Until further order             | \$  | 1  | 1   | 1   | Nil |     |
| Mrs. | Sarika Pradhan       | \$ | -        | Non-Executive Director | 17-08-2023             | NA         | NA         | 3 years or until further orders | \$  | 1  | 1   | 1   | Nil |     |
| Mr.  | Pankaj               | \$ | -        | Non-Executive Director | 22-09-2023             | NA         | NA         | 3 years or until further orders | \$  | 2  | 1   | 2   | Nil |     |

Note: - \*As per definition given under regulation 16(b) of SEBI-LODR and the explanation that "in case of a High Value Debt Listed entity a body corporate is mandated to constitute its Board of Directors in a specific manner in accordance with the law under which it is established, the Non-executive Director on its Board shall be treated as Independent Director." As such, NHB complies with the condition of Independent Director as it is established under NHB Act, 1987.

|    |                                       |
|----|---------------------------------------|
| NA | Whether Regular chairperson appointed |
|----|---------------------------------------|

|    |   |
|----|---|
| NA | Whether Chairperson is related to managing director or CEO  |
|    | <p>\$-PAN and DOB of any director would not be displayed on the website of Stock Exchange</p> <p>&amp;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.</p> |

| II. Composition of Committees           |                                       |                                      |   |                     |                   |
|---|---------------------------------------|--------------------------------------|---|---------------------|-------------------|
| Name of Committee                       | Whether Regular chairperson appointed | Name of Committee members            | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$ | Date of Appointment | Date of Cessation |
| 1. Audit Committee                      | Yes                                   | (i) Shri Yamal Vyas, Chairman        | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (ii) Shri Sameer Shukla, Member      | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (iii) Shri Gaya Prasad, Member       | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (iv) Smt. Sarika Pradhan, Member     | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (v) Shri Pankaj, Member              | Non-Executive Director  | 26-10-2023          | NA                |
| 2. Nomination & Remuneration Committee  | Yes                                   | (i) Shri Satish K. Marathe, Chairman | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (ii) Shri Sameer Shukla, Member      | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (iii) Shri Gaya Prasad, Member       | Non-Executive Director  | 26-10-2023          | NA                |
|   |                                       | (iv) Shri Yamal Vyas, Member         | Non-Executive Director  | 26-10-2023          | NA                |
| 3. Risk Management Committee            | Yes                                   | (i) Shri Satish K Marathe, Chairman  | Non-Executive Director  | 07-08-2024          | NA                |
|   |                                       | (ii) Shri Sanjay Shukla, Member      | Non-Executive Director  | 07-08-2024          | NA                |
|   |                                       | (iii) Shri Yamal Vyas, Member        | Non-Executive Director  | 07-08-2024          | NA                |
|   |                                       | (iv) Smt. Sarika Pradhan, Member     | Non-Executive Director  | 07-08-2024          | NA                |
| 4. Stakeholders Relationship Committee' | Yes                                   | (i) Shri Yamal Vyas, Chairman        | Non-Executive Director  | 08-02-2024          | NA                |
|   |                                       | (ii) Shri Prabhanjan Mohapatra       | Non-Executive Director  | 08-02-2024          | NA                |
|   |                                       | (iii) Shri Pankaj, Member            | Non-Executive Director  | 08-02-2024          | NA                |

& 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

Sub-Committees of the Board were reconstituted by the Board of Directors by way of resolution by circulation on 04-09-2023

### III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors present* | Number of independent directors present* | Maximum gap between any two consecutive (in number of days) |
|---|---|------------------------------------|------------------------------|--|---|
| 10-05-2024<br>16-05-2024<br>21-06-2024              | 20-08-2024  | Yes                                | 7                            | 6  | Less than 120 days  |

\* to be filled in only for the current quarter meetings

### IV. Meetings of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| ACB<br>20-08-2024   | Yes  | 3                            | 3  | 10-05-2024  | Less than 120 days  |

\*to be filled in only for the current quarter meetings

\*\*This information has to 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)<br>refer note below                                   |
|--|---|
| Whether prior approval of audit committee obtained     | General superintendence, direction and management of the affairs of the business of |
| Whether shareholder approval obtained for material RPT |   |

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee

the NHB are vested in the Board of Directors, which shall exercise all powers and do all acts and things, which may be exercised or done by the National Housing Bank and shall act on business principles with due regard to public interest in accordance with the chapter III viz. Management of The National Housing Bank Act 1987. Government of India subscribed 100% paid up capital of the National Housing Bank. Further, an agenda on review of transactions with Related Parties is being placed before the Audit Committee of the Board half yearly. Details of related party and related party transactions during the period January 01, 2024, to June 30, 2024, was placed before the Audit Committee of the Board in its 117<sup>th</sup> meeting held on 20-08-2024.

**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 LODR 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. Cyber Security incidence**

*Details of Cyber Security Incidence*

|  |                                       |
|--|---------------------------------------|
| <i>Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter</i> | <i>No</i>                             |
| <i>Date of the event: NA</i>   | <i>Brief details of the event: NA</i> |

**VII. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- a. Audit Committee
  - b. Nomination & Remuneration Committee
  - c. Stakeholders Relationship Committee
  - d. Risk management committee
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.
  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.
  5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

The National Housing Bank was established on 9<sup>th</sup> July 1988 under the NHB Act 1987. General superintendence, direction and management of the affairs of the business of the NHB are vested in the Board of Directors, which shall exercise all powers and do all acts and things, which may be exercised or done by the National Housing Bank and shall act on business principles with due regard to public interest in accordance with the chapter III viz. Management of The National Housing Bank.

The Board of Directors shall be constituted in accordance with the provisions of the Section (6) of the National Housing Bank Act, 1987. Term of office of Chairman, Managing Director and other directors, service conditions, etc shall be governed in accordance with the provisions of the Section (7) of the National Housing Bank Act, 1987.

Name & Designation

*Sanjay Bork*  
*x/14/24*  
Company Secretary & Compliance Officer

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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.