



राष्ट्रीयसहकारीविकासनिगम
NATIONAL COOPERATIVE DEVELOPMENT CORPORATION
An ISO-9001:2015 Certified Organization
A Statutory Corporation Under the Ministry of Cooperation, Government of India
Finance Division

Tel.No. 011-26515448(Direct)
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E-mail: marketborrow@ncdc.in

4-Siri Institutional Area,
Hauz Khas, New Delhi-110016 India
Website: www.ncdc.in

F. No. NCDC/A&C/X(1)/B/NSE/2022

Date: 16.05.2023

National Stock Exchange of India Limited,
Exchange Plaza, Plot No.C/1 G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051.

Sub: Submission of Corporate Governance Report Annexure II under regulation by "High Value Debt Listed Entities" for the year ended March 31,2023. -Reg.

Sir,

With reference to the circular No. [SEBI/ LAD-NRO/GN/2021/47 dated 07th September, 2021](#) issued by Securities and Exchange Board of India (SEBI) amending the Listing Obligation and Disclosure Requirements (LODR) Regulations, regarding submission of Corporate Governance Report by "High Value Debt Listed Entities", and to inform as follows::

- i. NCDC was established in March, 1963, under an Act of Parliament viz. The NCDC Act 1962..
- ii. Government of India has 100% ownership of the Corporation.
- iii. NCDC is a non equity based organization.
- iv. NCDC is governed by the NCDC regulations framed under NCDC Act, 1962 and reports to Ministry of Cooperation.
- v. General Council and Board of Management of NCDC are constituted by Government of India as per the regulations of The NCDC Act.
- vi. Meetings of the General Council as well as Board of Management are convened as per the framework and regulations under the Act and reports are sent to Ministry of Cooperation, Government of India.
- vii. Annual accounts are audited by CAG. Annual accounts and Annual reports of NCDC are made public after placing before the Parliament.

In view of this, certain disclosures regarding corporate governance shall not be applicable on NCDC as they may violate the provisions of The NCDC Act. However, keeping in view, the NCDC Act, Rules and Regulations and regulatory compliance, the corporate governance disclosure format has been placed at annexure II.

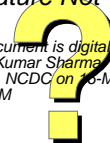
Yours faithfully,

Encl: As Above

Sudhir Kumar Sharma
Compliance Officer
Financial Adviser

Signature Not Verified

This document is digitally signed by
Sudhir Kumar Sharma, Financial
Adviser, NCDC on 16-May-2023
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I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	https://www.ncdc.in/index.jsp?page#
b) Terms and conditions of appointment of independent directors	Yes	https://www.ncdc.in/index.jsp?page=act=en NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
c) Composition of various committees of board of directors	Yes	https://www.ncdc.in/index.jsp?page=act=en NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
d) Code of conduct of board of directors and senior management personnel	Yes	https://www.ncdc.in/index.jsp?page=act=en NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
e) Details of establishment of vigil mechanism/ Whistle Blower policy	NA	https://www.ncdc.in/index.jsp?page=act=en NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
f) Criteria of making payments to non-executive directors	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
g) Policy on dealing with related party transactions	NA	https://www.ncdc.in/index.jsp?page=act=en NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
h) Policy for determining 'material' subsidiaries	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
i) Details of familiarization programmes imparted to independent directors	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
j) Email address for grievance redressal and other relevant details	Yes	https://www.ncdc.in/index.jsp?page=BondDetails
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	https://www.ncdc.in/index.jsp?page=BondDetails
l) Financial results	Yes	https://www.ncdc.in/index.jsp?page=BondDetails
m) Shareholding pattern	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC.

		The Corporation is not established under Companies Act.
n) Details of agreements entered into with the media companies and/or their associates	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
p) New name and the old name of the listed entity	NA	Company has never changed its name
q) Advertisements as per regulation 47 (1)	NA	NCDC Act 1962 and NCDC Rules and General Regulations, 1975 govern NCDC. The Corporation is not established under Companies Act.
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes	https://www.ncdc.in/index.jsp?page=icra-credit
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA	NCDC has no any subsidiary
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	https://www.ncdc.in/
b) Materiality Policy as per Regulation 30	Yes	https://www.ncdc.in/index.jsp?page=investorcorner
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	NCDC is a non equity based organization.

It is certified that these contents on the website of the listed entity are correct.

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)	NA
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	NA
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	NA

<i>Plans for orderly succession for appointments</i>	17(4)	NA
<i>Code of Conduct</i>	17(5)	NA
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	NA
<i>Compliance Certificate</i>	17(8)	NA
<i>Risk Assessment & Management</i>	17(9)	NA
<i>Performance Evaluation of Independent Directors</i>	17(10)	NA
<i>Recommendation of board</i>	17(11)	NA
<i>Maximum number of directorship</i>	17A	NA
<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>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination & Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	Yes
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	NA
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	NA

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	NA
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	NA
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	NA
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	NA
<i>Annual Secretarial Compliance Report</i>	24(A)	NA
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	NA
<i>Meeting of independent directors</i>	25(3) & (4)	NA
<i>Familiarization of independent directors</i>	25(7)	NA
<i>Declaration from Independent Director</i>	25(8) & (9)	NA
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Memberships in Committees</i>	26(1)	NA
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	NA

Disclosure of Shareholding by Non-Executive Directors	26(4)	NA
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	NA
<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>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
<p>III Affirmations:</p> <p>The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied. NA</p>		

Sudhir Kumar Sharma
Compliance officer
Financial Adviser

Signature Not Verified

This document is digitally signed by
Sudhir Kumar Sharma, Financial
Adviser, NCDC on 18-May-2023
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