



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)
Fax: 011-26962370, 26516032
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: 03/04/2024

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 I(Quarterly), Annexure IV (Half Yearly) and Annexure II (Annually) under regulation 27 (2) by "High Value Debt Listed Entities" for the period ended March 31,2024. -Reg.

Sirs,

I am directed to refer 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.

Yours faithfully,

Encl: As Above

Sudhir Kumar Sharma
Compliance Officer
Financial Adviser

Signature Not Verified

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1 Name of Listed Entity
2 Quarter ending

National Cooperative Development Corporation
31-Mar-24

I. Composition of Board of Directors/ Members of the Board of Management

Title Mr/ Ms	Name of the Director	PANS & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Tenure*	Date of Birth	No. of directorships in listed entity including NCDC	No. of membership in Audit/ Stakeholders' Committee(s) including NCDC	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including NCDC
								Refer Reg 17A(1)	Refer Reg 17A(1)	Refer Reg 26(1)	Refer Reg 26(1)
Mr.	Ashish Kumar Bhutani, IAS	NA	Chairman	02.02.2024	NA	NA	3 Years	21.09.1967	NA	NA	NA
	Vacant	NA	Vice Chairman	02.02.2024	NA	NA	3 Years	-	NA	NA	NA
Mr.	Sanjeev Chopra, IAS	NA	Member	02.02.2024	NA	NA	3 Years	17.04.1967	NA	NA	NA
Mr.	Sanjiv Kumar, IAS	NA	Member	02.02.2024	NA	NA	3 Years	23.08.1965	NA	NA	NA
Mr.	Shaji K. V.	NA	Member	02.02.2024	NA	NA	3 Years	30.05.1970	NA	NA	NA
Mr.	Harshwardhan Shahajirao Patil	NA	Member	02.02.2024	NA	NA	3 Years	-	NA	NA	NA
Mr.	Rajesh Kumar Singh, IAS	NA	Member	02.02.2024	NA	NA	3 Years	01.07.1967	NA	NA	NA
Ms.	Dharmendra Pratap Yadav, IAS	NA	Member	02.02.2024	NA	NA	3 Years	05.09.1968	NA	NA	NA
Mr.	B. Jaya Lakshmi	NA	Member	02.02.2024	NA	NA	3 Years	-	NA	NA	NA
Mr.	Shamalbhal B Patel	NA	Member	02.02.2024	NA	NA	3 Years	14.08.1954	NA	NA	NA
Mr.	Dhananjay Kumar Singh	NA	Member	02.02.2024	NA	NA	3 Years	10.10.1957	NA	NA	NA
Mr.	Pankaj Kumar Bansal, IAS	NA	Member	02.02.2024	NA	NA	3 Years	03.03.1970	NA	NA	NA

Whether Regular chairperson appointed : YES
Whether Chairperson is related to managing director or CEO : NO
PAN of any director would not be displayed on the website of Stock Exchange: PAN of any of the members of BOM, NCDC shall not be displayed
&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 : NA
* 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.

II. Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of Directors/ Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of appointment	Date of cessation
1. Audit Committee	YES	Shri Shamalbhal B Patel Shri Harshwardhan Shahajirao Patil Shri Pankaj Kumar Bansal, IAS	Member	14.03.2024	NA
2. Nomination & Remuneration Committee	YES	Shri Sanjiv Kumar, IAS Shri Shamalbhal B Patel Shri Rajesh Kumar Singh, IAS	Member	14.03.2024	NA
3. Risk Management Committee	YES	Shri Pankaj Kumar Bansal, IAS Shri Harshwardhan Shahajirao Patil Shri Dharmendra Pratap Yadav, IAS	Member	14.03.2024	NA
4. Stakeholders Relationship Committee	YES	Shri Pankaj Kumar Bansal, IAS Shri Dhananjay Kumar Singh Ms. B. Jaya Lakshmi	Member	14.03.2024	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

III. Meeting of Board of Management (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 meetings (in number of days)
228th	18.01.2024	Yes	8	NA	47
229th	14.03.2024	Yes	6	NA	56

* 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)*	No. of Directors/ Members 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*
	Yes/ No				
1 Audit Committee: 18-01-2024	YES	3	NA	02.12.2023 & 02.11.2023	47
2 Nomination & Remuneration Committee	NA	-	NA	-	-
3 Risk Management Committee: 05-02-2024	YES	2	NA	-	320
4 Stakeholders Relationship Committee	NA	-	NA	-	-

* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional ** to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	NA

Note:

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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.

VI. Affirmations

1	The composition of Board of Management is in terms of NCDC Act, 1962.
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 (as applicable)
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 management and the above committees have been conducted in the manner as specified in NCDC Act, 1962 and 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

Details of Cyber Security Incidence as per Regulation 27(2)(ba)

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	No
Date of the event	NA

Name & Designation

Sudhir Kumar Sharma
Compliance Officer, Financial Adviser

Note:

Information at Table I and II above need to be necessarily given in 1st 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.

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending - 31st March 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc .refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate Amount Advanced during 6 months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	NA
Promoter Group or any other entity controlled by them	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA
KMPs or any other entity controlled by them	NA	NA

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate Amount of issuance during 6 months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash,	Aggregate value of	Balance outstanding at the end of
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	shares etc.)	security provided during six months	six months
Promoter or any other entity controlled by them	NA	NA	NA
Promoter Group or any other entity controlled by them	NA	NA	NA
Directors (including relatives) or any other entity controlled by them	NA	NA	NA
KMPs or any other entity controlled by them	NA	NA	NA
II. Affirmations:			
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s)(including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Sudhir Kumar Sharma			
Compliance Officer			
Note	1	These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;	
a)		by a government company to/ for the Government or government company	
b)		by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.	
c)		by a banking company or an insurance company ; and	
d)		by the listed entity to its employees or directors as a part of the service conditions	
	2	If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..	

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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=investorcorner
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
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Sharma, Financial Adviser,
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