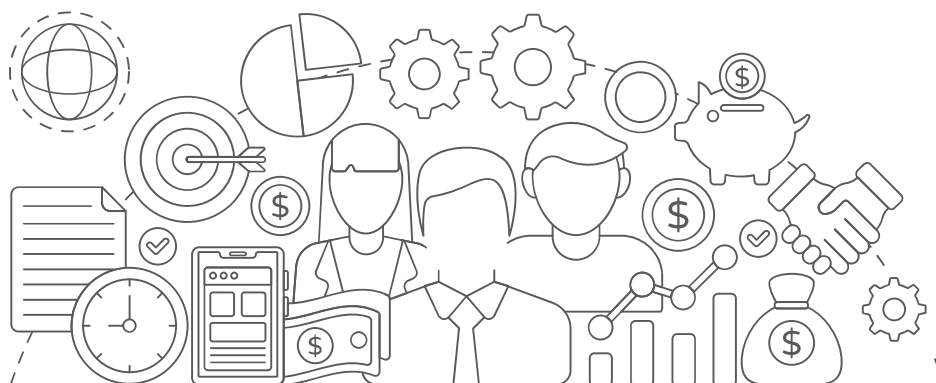




CORPORATE GOVERNANCE





CORPORATE GOVERNANCE

‘Corporate governance’ involves a set of relationships between a company’s management, its board, its shareholders as well as other stakeholders which provides the structure through which objectives of a company are set, along with the means of attaining those objectives and monitoring performance. It helps define how authority and responsibilities are allocated, and how decisions are made.¹ Good governance aims at achieving high levels of accountability, efficiency, responsibility, transparency, and fairness in all areas of operation to increase the confidence of investors and other stakeholders.

To decentralise decision-making on policy and operational matters while ensuring checks and balances, NABARD has established several committees with Board approval. The performance and functioning of these committees are periodically reported to the Board as part of a robust control mechanism. The Board and these committees play a critical role in advancing corporate governance principles at NABARD, as detailed in the following sections.

Board of Directors

NABARD is governed by the National Bank for Agriculture and Rural Development Act, 1981, National Bank for Agriculture and Rural Development General Regulations, 1982 and National Bank for Agriculture and Rural Development (Additional) General Regulations, 1984. The composition of the Board of Directors is as per NABARD Act, 1981 (Table 1).

TABLE 1: COMPOSITION OF THE BOARD OF DIRECTORS AS DEFINED IN THE NABARD ACT, 1981

<i>NABARD Act—Section</i>	<i>Designation</i>	<i>Strength</i>
6(1)(a)	Chairman	1
6(1)(b)	Experts from fields such as rural economics, rural development, cottage and village industries, cooperative banks, regional rural banks, etc.	3
6(1)(c)	Directors on the Board of Reserve Bank of India (RBI)	3
6(1)(d)	Officials of the central government	3
6(1)(e)	Officials of the state government	4
6(1)(f)	Shareholders (other than RBI, central government and other institutions owned or controlled by central government)	—
6(1)(g)	Managing Director	1
6(3)	Full-time directors appointed by the central government in consultation with RBI	2
Total strength		17

The Board of Directors is the top decision-making body of NABARD. As per section 5(1) of NABARD Act, 1981, the general superintendence, direction, and management of the affairs and business of NABARD is vested in the Board of Directors, which is empowered to exercise all authorities and perform all actions on behalf of NABARD.

1 Reserve Bank of India’s ‘Discussion paper on Governance in Commercial Banks in India’, June 2020.

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the amendment in Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements [LODR]) Regulations, 2015 framework in September 2021, Regulations 15 to 27 of the said framework related to the Corporate Governance were made applicable on 'high-value debt listed entities', which have listed their specified securities and have an outstanding value of listed non-convertible debt securities of ₹500 crore and above as on 31 March 2021. By virtue of this amendment, NABARD qualified as a 'high-value debt listed entity', making Regulations 15 to 27 applicable on a 'comply or explain' basis until 31 March 2023, and mandatory thereafter. SEBI first extended the deadline for compliance to these regulations related with corporate governance norms (i.e., 15 to 27 of LODR Regulations) till 31 March 2024 and then extended the deadline for compliance till 31 March 2025, in its board meeting held on 15 March 2024.

On 12 December 2024, SEBI notified the SEBI (LODR) (Third Amendment) Regulations, 2024 (Amendment Regulations) amending various regulations of the SEBI (LODR) Regulations, 2015. The Amendment Regulations ushered in numerous changes, broadly to address ease of doing business concerns.

Further, SEBI notified the SEBI (LODR) (Amendment) Regulations, 2025 on 27 March 2025 to amend the SEBI (LODR) Regulations, 2015. This amendment introduces Chapter V-A, which pertains to Corporate Governance for entities that have only non-convertible debt securities listed. The provisions of this Chapter will be applicable to listed entities which only have non-convertible debt securities listed with an outstanding value of ₹1,000 crore and above and do not have any listed specified securities. By virtue of this amendment, Chapter V-A will be applicable to NABARD instead of Regulations 15 to 27.

Accordingly, the NABARD management has been taking necessary steps to comply with the provisions of corporate governance within the stipulated time. As on 31 March 2025, there are 10 directors, of which 3 directors are executive/whole-time directors and 7 directors are non-executive directors. NABARD complies with regulation 62D (1) (a) of the SEBI (LODR) Regulations, 2015 which requires the Board of Directors to have an optimum combination of executive and non-executive directors with at least one woman director and not less than 50% of the Board of Directors shall comprise non-executive directors. Attendance, number of directorships, core skills and competencies of each director of the Board are detailed in Tables 2 and 2A.

TABLE 2: ATTENDANCE, NUMBER OF DIRECTORSHIPS, CORE SKILLS AND COMPETENCIES OF EACH DIRECTOR ON THE BOARD DURING FY2025

Sr. No.	Name of Director	Category	Attendance		Number of other boards on which director is a member	Core skills/ Competencies	Remarks
			Board Meetings held*	Meetings attended			
1.	Shri Shaji K. V.	Chairman	5	5	12	Agriculture Finance	
2.	Dr Urvish Shah®	Experts/Non-officials	5	5	1	Audit and Consultancy	Tenure ended on 29 December 2024
3.	Dr M. D. Patra	Directors of RBI	3	1	1	Central Banking	Tenure ended on 14 January 2025
4.	Smt. Revathy Iyer	Directors of RBI	5	5	1	Audit and Accounting	
5.	Dr Ravindra H. Dholakia	Directors of RBI	5	5	7	Teaching, Research, Training and Consultancy	
6.	Shri Manoj Ahuja	Officials of the central government	1	0	Nil	Administrative Service (IAS)	Tenure ended on 29 June 2024
7.	Shri Devesh Chaturvedi	Officials of the central government	3	0	Nil	Administrative Service (IAS)	
8.	Shri Shailesh Kumar Singh	Officials of the central government	5	0	Nil	Administrative Service (IAS)	
9.	Dr M. P. Tangirala	Officials of the central government	4	3	2	Administrative Service (IP & TAFS)	Tenure ended on 19 March 2025
10.	Shri Ashok Barnwal	Officials of the state government	1	0	3	Administrative Service (IAS)	Tenure ended on 26 June 2024



Sr. No.	Name of Director	Category	Attendance		Number of other boards on which director is a member	Core skills/ Competencies	Remarks
			Board Meetings held*	Meetings attended			
11.	Shri M Selvendran	Officials of the state government	3	1	3	Administrative Service (IAS)	
12.	Shri Vinod Kumar Suman	Officials of the state government	1	1	Nil	Administrative Service (IAS)	Tenure ended on 01 July 2024
13.	Dr Surendra Narayan Pandey	Officials of the state government	4	4	Nil	Administrative Service (IAS)	
14.	Smt. Y. W. Ringu	Officials of the state government	3	3	Nil	Administrative Service (IAS)	
15.	Shri Gopal Krishna Dwivedi	Officials of the state government	1	0	Nil	Administrative Service (IAS)	Tenure ended on 18 June 2024
16.	Shri Budithi Rajsekhar	Officials of the state government	2	0	Nil	Administrative Service (IAS)	Tenure ended on 30 December 2024 upon superannuation
17.	Shri Goverdhan Singh Rawat	Deputy Managing Director	5	5	1	Agriculture Finance	
18.	Dr Ajay K. Sood	Deputy Managing Director	5	5	1	Agriculture Finance	
Special Invitee on the Board of NABARD							
19.	Shri Pankaj Kumar Bansal	Representing Ministry of Cooperation	5	4	Nil	Administrative Service (IAS)	

Notes:

1. IAS = Indian Administrative Service, IP&TAFS = Indian Post & Telecommunication Accounts and Financial Service
2. * = 'Meetings held' include the number of meetings of the Board of Directors held during their tenure
3. @ = The director has attended the last two board meetings as a Special Invitee, as his tenure ended on 29 December 2024

TABLE 2A: DIRECTORSHIPS OF EACH DIRECTOR OF THE BOARD AS ON 31 MARCH 2025

Sr. No.	Name of Director(s)	Other companies in which directorship held	Nature of interest in such other companies
1	Shri Shaji K. V.	Directorship 1. NABARD Consultancy Services Ltd 2. NABVENTURES Ltd 3. NABSANRAKSHAN 4. NABFOUNDATION 5. DICGC Governing Board 6. Bankers Institute of Rural Development 7. IBPS 8. Entrepreneurship Development Institute of India 9. Indian Institute of Bank Management, Guwahati 10. National Institute of Bank Management 11. National Cooperative Development Corporation 12. Indian Banks' Association (IBA)	1. Director 2. Nominee Director 3. Nominee Director 4. Director 5. Director 6. Member of Governing Council 7. Member of the Governing Board 8. Member of the Governing Body 9. Member of the Governing Board 10. Member of the Governing Board 11. Member of the Board of Governors 12. Member of the Management Committee
2	Smt. Revathy Iyer	Reserve Bank of India	Director
3	Dr Ravindra H. Dholakia	1. Gujarat State Fertilizers & Chemicals 2. Gujarat Industries Power Company Ltd 3. Gujarat State Petroleum Corporation 4. RBI 5. CAFRAL 6. CareEdge Global IFSC Ltd 7. Adani Ports & Special Economic Zone Ltd	1. Independent part-time Director 2. Independent part-time Director 3. Independent part-time Director 4. Independent part-time Director 5. Independent part-time Director 6. Independent part-time Director 7. Independent part-time Director

Sr. No.	Name of Director(s)	Other companies in which directorship held	Nature of interest in such other companies
4	Shri Devesh Chaturvedi	NIL	NIL
5	Shri Shailesh Kumar Singh	NIL	NIL
6	Shri M Selvendran	1. MPSEDC 2. MPMKVVL 3. MPONLINE	1. Managing Director 2. Managing Director 3. Chairman
7	Dr Surendra Narayan Pandey	NIL	NIL
8	Smt. Y. W. Ringu	NIL	NIL
9	Shri Goverdhan Singh Rawat	NABVENTURES Ltd.	Nominee Director
10	Dr Ajay K. Sood	NABARD Consultancy Services Ltd.	Nominee Director

Changes in the Board of Directors in FY2025

The following changes took place in the composition of the Board of Directors during FY2025 (Tables 3 and 4)

TABLE 3: BOARD MEMBERS WHO JOINED IN FY 2025

Sr. No.	Name	Designation	Joined
1.	Shri Budithi Rajsekhar	Special Chief Secretary, Agriculture & Cooperation Department Government of Andhra Pradesh	19 June 2024
2.	Dr Surendra Narayan Pandey	Secretary, Agriculture & Farmers' Welfare, Government of Uttarakhand	02 July 2024
3.	Shri Devesh Chaturvedi	Secretary, Ministry of Agriculture & Farmers' Welfare, Government of India	06 August 2024
4.	Shri M Selvendran	Secretary, Farmers Welfare & Agriculture Development Department, Government of Madhya Pradesh	14 October 2024
5.	Smt. Y. W. Ringu	Commissioner (Finance), Government of Arunachal Pradesh	14 October 2024

TABLE 4: BOARD MEMBERS WHO CEASED TO BE DIRECTOR IN FY2025

Sr. No.	Name of Director	Designation	Tenure ended
1.	Shri Gopal Krishna Dwivedi	Special Chief Secretary, Agriculture & Cooperation Department, Government of Andhra Pradesh	18 June 2024

Sr. No.	Name of Director	Designation	Tenure ended
2.	Shri Ashok Barnwal	Additional Chief Secretary, Government of Madhya Pradesh	26 June 2024
3.	Shri Manoj Ahuja	Secretary, Ministry of Agriculture & Farmers Welfare, Government of India	29 June 2024
4.	Shri Vinod Kumar Suman	Secretary, Agriculture, Government & Farmers Welfare, Government of Uttarakhand	01 July 2024
5.	Dr Urvish Shah	Director	29 December 2024
6.	Shri Budithi Rajsekhar	Special Chief Secretary, Agriculture & Cooperation Department, Government of Andhra Pradesh	31 December 2024
7.	Dr M. D. Patra	Deputy Governor, Reserve Bank of India	14 January 2025
8.	Dr M. P. Tangirala	Additional Secretary, Department of Financial Services, Ministry of Finance, Government of India	19 March 2025

Meetings of the Board and its Committees in FY 2025

During FY2025, NABARD followed all the prescribed norms of good governance in letter and spirit, and the Board and its committees met regularly as mandated, to maintain transparency and accountability of the organisation (Tables 5 and 6).



TABLE 5: NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS HELD

Sr. No.	Board Meeting No.	Date of the meeting
1.	257	24 May 2024
2.	258	30 July 2024
3.	259	12 November 2024
4.	260	14 February 2025
5.	261	28 March 2025

Committees of the Board of Directors

TABLE 6: MEETINGS HELD BY THE COMMITTEES OF THE BOARD

Sr. No.	Board and Its Committees	Meetings required	Meetings held
1.	Board	04	05
2.	Executive Committee	04	04
3.	Audit Committee	06	06
4.	Risk Management Committee	04	04
5.	Premises Committee	02	02
6.	Human Resources Committee	02	03
7.	IT Strategy Committee	04	05
8.	Sanctioning Committee	Need-based	04
9.	Stakeholders Relationship Committee	01	01
10.	Special Committee of the Board for Monitoring and Follow-up of cases of Frauds	Need-based	01
11.	Review Committee on Wilful Defaulters	Need-based	—
12.	Internal Sanctioning Committee	Need-based	12

Audit Committee of the Board

The Audit Committee of the Board (ACB) was constituted by the Board under Section 13(3) of NABARD Act, 1981 (Table 7).

Brief description of terms of reference:

1. The ACB may provide direction as also oversee the operation of the total audit functions. The total audit function includes organising, operationalising, and ensuring quality control of internal audits and inspections within the institution, as well as following up on statutory and external audits and RBI inspections.
2. As regards internal audit, the ACB may review the internal inspection/audit function in the institution—the system, its quality, and effectiveness in terms of follow-up. It may also focus on the follow-up on frauds and major areas of housekeeping.

3. Regarding statutory audits, the ACB may follow-up on all the issues raised in the reports. It may interact with the external auditors before the finalisation of the annual financial accounts and reports.
4. Review and follow-up of all the issues/concerns raised in the RBI's inspection reports.
5. Review of implementation of Ind AS.
6. Review of implementation of Basel III norms.
7. Review of implementation of risk-based internal audit.
8. Review and follow-up of Information Security (IS) audit observations.
9. Interaction with Rating Agencies.
10. Any other matter that the Board may assign to it.
11. All items specified in Part C of Schedule II of SEBI LODR.

TABLE 7: COMPOSITION OF THE AUDIT COMMITTEE OF THE BOARD AND ATTENDANCE OF MEMBERS DURING FY2025

Sr. No.	Name	Category	Meetings held*	Meetings attended
1.	Dr Urvish Shah®	Experts/Non-officials	6	6
2.	Smt. Revathy Iyer	Directors on RBI Board	6	6
3.	Dr Ravindra H. Dholakia	Directors on RBI Board	6	6
4.	Shri Manoj Ahuja	Central government officials	1	0
5.	Shri Devesh Chaturvedi	Central government officials	4	0
6.	Smt. Y. W. Ringu	State government officials	4	2
7.	Shri Gopal Krishna Dwivedi	State government officials	1	0
8.	Shri Budithi Rajsekhar	State government officials	3	1
9.	Shri Goverdhan Singh Rawat	Deputy Managing Director	6	6
10.	Dr Ajay K. Sood	Deputy Managing Director	6	6

Notes:

1. RBI = Reserve Bank of India
2. * 'Meetings held' include the number of ACB meetings held during their tenure
3. ® The director has attended the last two ACB meetings as a Special Invitee as his tenure ended on 29 December 2024.

Risk Management Committee of the Board

The Risk Management Committee of the Board (RMCB) was constituted by the Board under Section 13(3) of the NABARD Act, 1981 (Table 8).

Brief description of terms of reference:

1. Devise policy and strategy for integrated risk management containing various risk exposures of the bank including

the credit risk. For this purpose, the RMCB should effectively coordinate between the Enterprise Risk Management Committee (ERMC), the Asset Liability Management Committee and other risk committees of the bank, if any.

2. Decide the policy and strategy for integrated risk management containing various risk exposures of the bank including the market risk.
3. Set policies and guidelines for market risk measurement, management, and reporting.
4. Ensure that market risk management processes (including people, systems, operations, limits, and controls) satisfy the bank's policy.
5. Review and approve market risk limits, including triggers or stop-losses for traded and accrual portfolios.
6. Ensure robustness of financial models, and the effectiveness of all systems used to calculate market risk.
7. Decide the operational risk policies and issues delegated to it by the Board.
8. Review profiles of operational risk throughout the organisation.
9. Decide operational risk capital methodology and resulting attribution.
10. Decide and review rating norms of various clients.
11. Decide the exposure norms for clients and client groups.
12. Review the exposure to clients at quarterly rests.
13. Set and approve expressions of risk appetite, within overall parameters set by the Board.
14. Reinforce the culture and awareness of operational risk management throughout the organisation.
15. Any other matter that the Board may assign to it.
16. All items specified in Part D of Schedule II of SEBI LODR.

TABLE 8: COMPOSITION OF THE RISK MANAGEMENT COMMITTEE OF THE BOARD AND ATTENDANCE OF MEMBERS DURING FY2025

Sr. No.	Name	Category	Meetings held*	Meetings attended
1.	Dr Ravindra H. Dholakia, Chairman, RMCB	Directors on RBI Board	4	4
2.	Shri Shaji K. V.	Chairman, NABARD	4	4
3.	Smt. Revathy Iyer	Directors on RBI Board	4	4
4.	Shri Manoj Ahuja	Central government officials	1	0
5.	Shri Devesh Chaturvedi	Central government officials	2	0
6.	Smt. Y. W. Ringu	State government officials	2	2

Sr. No.	Name	Category	Meetings held*	Meetings attended
7.	Shri Gopal Krishna Dwivedi	State government officials	1	0
8.	Shri Budithi Rajsekhar	State government officials	2	0
9.	Shri Goverdhan Singh Rawat	Deputy Managing Director	4	4
10.	Dr Ajay K. Sood	Deputy Managing Director	4	4
11.	Shri Praveen Kumar Gupta	Special invitee	4	3

Notes:

1. RBI = Reserve Bank of India
2. * 'Meetings held' include the number of RMCB meetings held during their tenure.

Stakeholders Relationship Committee of the Board

The Stakeholders Relationship Committee of the Board (SRC) was constituted by the Board in its 250th meeting held on 28 March 2023 under Section 13(3) of the NABARD Act, 1981, as mandated by Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- a) Name of the non-executive director heading the committee: The second meeting of SRC held on 17 December 2024 was chaired by Dr Ravindra H Dholakia;
- b) Name and designation of the compliance officer: Shri Vinod Chandrasekharan, CGM;
- c) Number of shareholders' complaints received during the financial year: 01;
- d) Number of complaints not resolved to the satisfaction of the shareholders: Nil;
- e) Number of pending complaints: Nil.

In addition to the above, NABARD also has in place other board-level committees constituted under Section 13(3) of the NABARD Act, 1981 (Table 9).

TABLE 9: ALL BOARD-LEVEL COMMITTEES AS ON 31 MARCH 2025

Sr. No.	Committee	Composition
1.	Executive Committee	Shri Shaji K. V., Chairman Smt. Revathy Iyer Shri Shailesh Kumar Singh Shri G. S. Rawat Dr Ajay K. Sood



<i>Sr. No.</i>	<i>Committee</i>	<i>Composition</i>
2.	Premises Committee	Dr Ajay K. Sood Shri G. S. Rawat Smt. Revathy Iyer Dr Ravi Sinha (Expert) Shri B. G. Fernandes (Expert)
3.	Human Resources Committee	Shri Shaji K. V. Dr Ravindra H. Dholakia Shri Shailesh Kumar Singh Shri G. S. Rawat Dr Ajay K. Sood
4.	Information Technology Strategy Committee	Shri G. S. Rawat Dr Ajay K. Sood Smt. Revathy Iyer Shri M. Selvendran Shri M.G. Ajayan (IT expert) Shri Allada Durga Prasad (IT expert)
5.	Sanctioning Committee	Shri Shaji K. V. Smt. Revathy Iyer Dr Ravindra H. Dholakia Shri Devesh Chaturvedi Shri Shailesh Kumar Singh Shri M Selvendran Smt. Y. W. Ringu Shri G. S. Rawat Dr Ajay K. Sood
6	Stakeholders Relationship Committee	Dr Ravindra H. Dholakia Shri Shailesh Kumar Singh Smt. Y. W. Ringu Shri G. S. Rawat Dr Ajay K. Sood
7	Special Committee of the Board for Monitoring and Follow-up of cases of Frauds	Dr Ravindra H. Dholakia Shri G. S. Rawat Dr Ajay K. Sood
8	Review Committee on Wilful Defaulters	Shri Shaji K. V. Smt. Revathy Iyer

Familiarisation Programmes and Remuneration of Directors

The copy of the latest letter dated 3 April 2019 received from Department of Financial Services, Ministry of Finance, pertaining to the payment to non-executive directors are available on the NABARD website.² The sitting fee of ₹40,000

² <https://www.nabard.org/investor-relations.aspx>

and ₹20,000 per meeting was paid for attending the Board and Committee meetings, respectively. Further, an additional sitting fee of ₹5,000 per meeting was payable for chairing the committee meetings.

General Shareholder Information

NABARD was set up with an initial capital of ₹100 crore and its paid-up capital stood at ₹17,080 crore as on 31 March 2025. Consequent to the revision in the composition of share capital between the Government of India and the RBI, NABARD today is wholly owned by the Government of India.

Means of Communication

1. NABARD declares its financial results from time to time in leading Hindi and English newspapers to maintain transparency. Quarterly financial results are published in newspapers as well as on the NABARD, Bombay Stock Exchange and National Stock Exchange websites.
2. Newspapers wherein the results are normally published include Jan Satta (Hindi), LokSatta (Marathi), Financial Express (English), and Indian Express (English).
3. NABARD also highlights all the required information on its website – www.nabard.org

Other Disclosures

1. Disclosures on materially significant related party transactions that may potentially conflict with the interests of listed entity at large: **Included under Accounting Standard 18 (AS 18) of audited balance sheet of NABARD.**
2. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years: A penalty of ₹5,900 each (including GST) was imposed by NSE and BSE for delay in intimation under regulation 50(1) of SEBI (LODR) Regulations. A representation to waive penalty of ₹5,900 as imposed by BSE is under its active consideration.
3. Details of establishment of Vigil Mechanism Whistle Blower policy, and affirmation that no personnel have been denied access to the audit committee: a **Vigil Mechanism has been put in place for the members of NABARD's Board of Directors.**
4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Corporate Governance norms as per Regulations 15 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) were applicable to NABARD on a 'comply or explain' basis until 31 March 2025. NABARD has complied with all applicable provisions of these regulations, subject to the provisions of the NABARD Act, 1981.

5. Web link where policy for determining ‘material’ subsidiaries is disclosed: The policy for determining ‘material’ subsidiaries is available on NABARD website at <https://www.nabard.org/hindi/auth/writereaddata/File/policy-on-material-subs.pdf>.
6. Web link where policy on dealing with related party transactions: Related party transactions are included under AS 18 of audited balance sheet of NABARD. The policy for dealing with related party transactions as approved by the Board in its 250th meeting held on 28 March 2023 is available on NABARD website at <https://www.nabard.org/pdf/nabard-policy-on-rpts-final-26-03-2023.pdf>.
7. Disclosure of commodity price risks and commodity hedging activities: **Not applicable to NABARD. Subsidiaries of NABARD are not permitted to deal with commodity/derivatives of commodities.**
8. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): **Not applicable to NABARD.**
9. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority: **Not Applicable.**
10. Where the board had not accepted any recommendation of any committee of the board, which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: **Nil.**
11. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
 - a. number of complaints filed during the financial year-01
 - b. number of complaints disposed of during the financial year-01
 - c. number of complaints pending as on end of the financial year-00
12. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part (Tables 10 and 11).

TABLE 10: FEES FOR STATUTORY AUDITORS OF NABARD

	(amount in ₹)
Annual audit fees	13,88,000
Fees for certification	6,30,000
Tax audit fees	4,16,400
Fees for quarterly limited review	9,01,000
Total fees	33,35,400

TABLE 11: FEES PAID BY SUBSIDIARIES TO THE STATUTORY AUDITORS

		(amount in ₹)
Subsidiary	Audit fee category	Fee
NABKISAN	Statutory audit fees	2,25,000
NABSanrakshan	Statutory audit fees	60,000
NABVENTURE	Statutory audit fees	60,000
	Tax audit fees	36,000
	Secretarial audit fees	25,000
NABFOUNDATION	Statutory audit fees	53,100
NABFINS	Statutory audit fees	7,59,000
	Tax audit fees	50,000
NABSMRUDDHI	Statutory audit fees	2,60,000
NABCONS	Statutory audit fees	3,00,000
	Tax audit fees	65,000
	Lower TDS Deduction Certificate Assignment	1,00,000
	Handling faceless scrutiny assessment for AY 24-25	50,000
Total fees paid by subsidiaries		20,43,100

Disclosure by the listed entity and its subsidiaries of loans and advances made to firms/companies in which directors are interested—provided that this requirement is applicable to all listed entities except for listed banks. **NIL**

TABLE 12: SALARY AND ALLOWANCES PAID TO CHAIRMAN AND MANAGING DIRECTORS IN FY2025 (₹)

Name	Basic	Dearness Allowance	Other (Arrears)	Total	Period
Shri Shaji K.V.	27,00,000	14,37,750	-	41,37,750	1 April 2024 to 31 March 2025
Shri G. S. Rawat	21,95,000	11,27,530	17,87,257	51,09,787	1 April 2024 to 31 March 2025
Dr Ajay K. Sood	21,95,000	11,27,530	17,87,257	51,09,787	1 April 2024 to 31 March 2025



Declaration of Compliance with the Code of Conduct of Board of Directors and Senior Management

NABARD is established and governed by the NABARD Act, 1981 and the NABARD General Regulations, 1982, read with Additional General Regulations, 1984. Chapter V-A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (added vide SEBI's Notification dated 27 March 2025) with corporate governance norms is applicable to NABARD for it being a high-value debt listed entity. This chapter contains two sub-regulations pertaining to the Code of Conduct for the Board of Directors, namely:

- i. Regulation 62D (10) (previously Regulation 17(5) before the amendment) of the SEBI (LODR) Regulations, 2015 provides that *"The board of directors shall lay down a code of conduct suitably incorporating the duties of independent directors as laid down in the Companies Act, 2013 for all members of the board of directors and senior management of the HVDLE."*

- ii. Regulation 62O (3) (previously Regulation 26(3)) of the SEBI (LODR) Regulations, 2015 provides that *"All members of the Board of Directors and senior management personnel shall affirm compliance with the code of conduct of board of directors and senior management on an annual basis."*

The Code of Conduct for the Directors and Senior Management, drafted as per the Regulation 17(5) was approved by the Board of Directors in its 250th meeting held on 28 March 2023.

We hereby confirm that all members of the Board of Directors and senior management personnel have complied with the Code of Conduct of Board of Directors and Senior Management, which was obtained through an annual declaration as per Regulation 62O (3) for the year 2024–25, signed by them giving confirmation to that effect.

Shaji K.V.
Chairman



ANNEXES

Annexure I

CERTIFICATE ON CORPORATE GOVERNANCE

[As per Part E of schedule V of SEBI (LODR)]

To,

The Members,

The National Bank for Agriculture and Rural Development (NABARD)

Plot no. C-24, G-Block, Bandra-Kurla Complex, Bandra East,

Mumbai - 400051, Maharashtra, India.

I have examined the compliance with the conditions of Corporate Governance by **NABARD** for the year ended March 31, 2025, as stipulated in the specific Regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), to the extent as applicable.

The compliance of the conditions of Corporate Governance is the responsibility of the management. My examination was limited to a review of procedures and implementation thereof, adopted by the NABARD for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the NABARD.

NABARD is established and governed by NABARD Act, 1981 and NABARD General Regulations, 1982 read with Additional General Regulations, 1984. Thus, Corporate Governance Structure and compliances are in accordance with applicability of the specific regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it does not conflict with NABARD Act, 1981 and NABARD General Regulations, 1982 read with Additional General Regulations, 1984.

Yours faithfully,

For: **M/s. Deep Shukla & Associates**

Company Secretaries

(Peer Review Certificate No.: 2093/2022)

Deep Shukla

Practicing Company Secretaries

FCS : 5652; CP : 5364

UDIN: F005652G000363625

Date: 16/05/2025

Place: Mumbai





Annexure II

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2025

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

To,

The Members,

The National Bank for Agriculture and Rural Development (NABARD)

Plot no. C-24, G-Block, Bandra-Kurla Complex, Bandra East,

Mumbai - 400051, Maharashtra, India.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NABARD**.

Based on my said verification of the NABARD's books, papers, minutes book, forms and returns filed and other records maintained by the NABARD and also based on the information provided by the NABARD during the conduct of secretarial audit, I hereby report that in my opinion, the NABARD has complied with the statutory provisions listed hereunder for the financial year ended on 31st March, 2025 and also that the NABARD has proper Board-processes and compliance-mechanism in place to the extent, in the manner:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the NABARD for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The National Bank for Agriculture and Rural Development, 1981 (NABARD Act, 1981)
- (ii) The National Bank for Agriculture and Rural Development General Regulations, 1982 read with Additional General Regulations, 1984;
- (iii) The Companies Act, 2013 (the Act) and the rules made thereunder as amended; *(Not Applicable to NABARD during the Audit Period)*
- (iv) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as amended; *(Not Applicable to NABARD during the Audit Period)*
- (v) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as amended; *(Not Applicable to NABARD during the Audit Period)*
- (vi) 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; *(to the extent Applicable to NABARD during the Audit Period)*
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; *(Not Applicable to NABARD during the Audit Period)*
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015; *(to the extent Applicable to NABARD during the Audit Period)*
 - (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not Applicable to NABARD during the Audit Period)*
 - (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) 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; *(to the extent Applicable to NABARD during the Audit Period)*
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; *(Not Applicable to NABARD during the Audit Period); and*
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; *(Not Applicable to NABARD during the Audit Period)*

I have also examined compliance with the applicable clauses of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India; *(Not Applicable to NABARD during the Audit Period)*
- (b) The Listing Agreements entered into by the NABARD with the Stock Exchange viz NSE Ltd and BSE Limited along

with Specific applicable Regulations under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as applicable for respective periods.

During the period under review, NABARD has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, *subject to following observations:*

- During the year three Directors were appointed, however, as per the available record, NABARD has not obtained any such approval of shareholders within stipulated time as stipulated under Reg. 17(1C) (a) of SEBI (LODR). As explained by the management, NABARD is a wholly owned by Government of India and the Directors on its Board are also appointed by the Government. There is no requirement to obtain shareholder approval for the appointment/ re-appointment of new Directors as the appointment process itself takes care of the compliance of 17(1C)(a). In our view, reply which was given by the management is satisfactory to us.
- As per Regulation 20(3) of SEBI LODR, the Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders. As per available record we have not found any details of annual general meeting. As explained by the management, NABARD is fully owned by the Government of India and hence the Annual General Body meeting is not conducted. In our view, reply which was given by the management is satisfactory to us.
- As per available information, we have not found details of separate meetings of Independent Directors, as stipulated in Reg. 25(3) of SEBI (LODR). As explained by the management, Regulation 25(3) is mandatorily applicable with effect from 01 April 2025. Formal meeting of Independent Directors, as per regulations, will be held from FY 2025-26. In our view, reply which was given by the management is satisfactory to us.
- We have not found any record for constitution of Nomination and remuneration committee as stipulated in Regulation 19 of SEBI (LODR). As explained by the management, Regulation 19 requires the formation of NRC which was applicable on comply or explain basis till 31.03.2025 and SEBI vide amendment dated 27.03.2025 has inserted new Chapter to be followed by HVDLEs, under which 62G provides that “The board of directors shall ensure that the functions of the nomination and remuneration committee as specified in Part D of the Schedule II are either discharged by the board of directors or, a nomination and remuneration committee is constituted...”. Presently, the nomination of Directors is being done and their remuneration are being fixed by Govt of India. In our view, reply which was given by the management is satisfactory to us.

During the period referred above and based on our discussion we had with concerned authorities at NABARD, we put forth our following findings and statements:

NABARD is established and is governed by NABARD Act, 1981 and NABARD General Regulations, 1982 read with Additional General Regulations, 1984. NABARD is classified as ‘High Value Debt Listed Entity’ as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore provisions of Chapter IV are applicable on ‘comply or explain’ basis till March 31, 2025. Accordingly, NABARD applied for the exemption from the certain provisions under SEBI LODR including Regulation 18 and Regulation 19, by way of an application to SEBI for which response is awaited from them.

Further, NABARD is in compliance with the corporate governance structure and compliance requirements to the extent it is not inconsistent with NABARD Act and NABARD General Regulations.

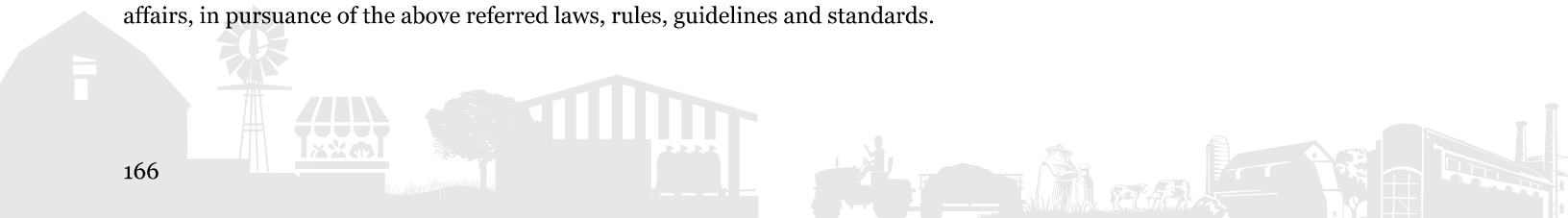
I further report that:

- The Board of Directors of the NABARD is duly constituted with proper balance of Executive Directors, Non-Executive & Independent Directors.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent 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 resolutions were passed with consent of majority of Directors.

I further report that:

- There is adequate system and process in place, in NABARD to commensurate with the size and operations of NABARD in order to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions, having a major bearing on the NABARD’s affairs, in pursuance of the above referred laws, rules, guidelines and standards.





Disclaimer: The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Further, based on clarification received from concerned officials, NABARD is established and governed by NABARD Act, 1981 and NABARD General regulations, 1982 read with Additional General Regulations, 1984. NABARD is in compliance with the specific regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it does not conflict with NABARD Act, 1981 and NABARD General regulations, 1982 read with Additional General Regulations, 1984.

For: **M/s. Deep Shukla & Associates**

Company Secretaries

(Peer Review Certificate No.: 2093/2022)

Deep Shukla

Practicing Company Secretaries

FCS : 5652; CP : 5364

UDIN: Foo5652G000363669

Date: 16/05/2025

Place: Mumbai



Annexure to Secretarial Report and forming part of the report

To,
The Members,
The National Bank for Agriculture and Rural Development (NABARD)
Plot no. C-24, G-Block, Bandra-Kurla Complex, Bandra East,
Mumbai - 400051, Maharashtra, India.

I further state that my said report of the even date has to be read along with this letter.

1. Maintenance of Secretarial/ Statutory Records is the responsibility of the Management of the NABARD. My responsibility is to express an opinion on these records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the NABARD.
4. Wherever required I have obtained *orally*, the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standard is the responsibility of management. My examination is limited to the verification of procedures on test basis and shall not stand responsible for any non-compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the NABARD nor of the efficacy or effectiveness with which the management has conducted the affairs of the NABARD.

Disclaimer: *The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Further, based on clarification received from concerned officials, NABARD is established and governed by NABARD Act, 1981 and NABARD General regulations, 1982 read with Additional General Regulations, 1984. NABARD is in compliance with the specific regulations under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it does not conflict with NABARD Act, 1981 and NABARD General regulations, 1982 read with Additional General Regulations, 1984.*

For: **M/s. Deep Shukla & Associates**
Company Secretaries
(Peer Review Certificate No.: 2093/2022)

Deep Shukla
Practicing Company Secretaries
FCS : 5652; CP : 5364
UDIN: Foo5652Gooo363669

Date: 16/05/2025





Annexure III

ANNUAL SECRETARIAL COMPLIANCE REPORT

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with amended provisions under Regulation 62M(2) of SEBI LODR dated March 27, 2025]

Annual Secretarial Compliance Report of “The National Bank for Agriculture and Rural Development (NABARD)” for the year ended March 31, 2025

We, Deep Shukla & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **NABARD** (“the high value Debt Listed Entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchange(s),
- (c) website of the listed entity
- (d) other relevant document(s)/ filing, which has been relied upon to make this certification,

for the year ended March 31, 2025 (“Review Period”) in respect of compliance with the provisions of :

- (a) The National Bank for Agriculture and Rural Development Act, 1981 (NABARD Act, 1981);
- (b) The National Bank for Agriculture and Rural Development General Regulations, 1982 read with Additional General Regulations, 1984;
- (c) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder;
- (d) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”); **[Not applicable during the review period];**

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, are:-

- (e) Regulations to the extent as applicable as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; *duly updated;*
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(to the extent as applicable)*
- (g) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **[Not applicable during the review period]**
- (i) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not applicable during the review period]**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (k) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; *(to the extent as applicable)*
- (l) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, as amended;
- (m) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 2022;
- (n) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; and circulars/guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period:

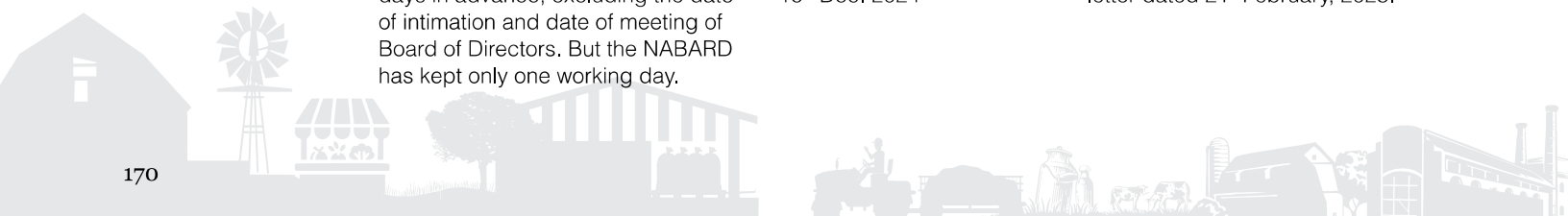
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, *except* in respect of matters specified below:



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Reg. 17(1C) (a) of SEBI (LODR), a given listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the Board of Directors or as a manager is taken at the <u>next general meeting or within a time period of three months from the date of appointment</u> , whichever is earlier	During the year the three Directors were appointed, however, as per the available record, NABARD has not obtained any such approval of shareholders within stipulated time	As explained by the management, NABARD is wholly owned by Government of India and the Directors on its Board are also appointed by the Government. There is no requirement to obtain shareholder approval for the appointment/ re-appointment of new Directors as the appointment process itself takes care of the compliance of 17(1C)(a). In our view, reply which was given by the management is satisfactory to us.
2.	As per Reg. 19 of SEBI (LODR), a listed entity must constitute the Nomination and remuneration committee	As per available record we have not found any such constitution	As explained by the management, Regulation 19 requires the formation of NRC which was applicable on comply or explain basis till 31.03.2025 and SEBI vide amendment dated 27.03.2025 has inserted new Chapter to be followed by HVDLEs, under which 62G provides that "The board of directors shall ensure that the functions of the nomination and remuneration committee as specified in Part D of the Schedule II are either discharged by the board of directors or, a nomination and remuneration committee is constituted...". Presently, the nomination of Directors is being done and their remuneration are being fixed by Govt of India. In our view, reply which was given by the management is satisfactory to us.
3.	As per Regulation 20(3) of SEBI LODR, the Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders	As per available record we have not found any details of annual general meeting	As explained by the management, NABARD is fully owned by the Government of India and hence the Annual General Body meeting is not conducted. In our view, reply which was given by the management is satisfactory to us.
4.	As per Regulation 25(3) of SEBI LODR, the independent directors of the listed entity shall hold at least one meeting in a [financial] year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.	As per available information, we have not found details of separate meetings of Independent Directors, as stipulated in Reg. 25(3) of SEBI (LODR)	As explained by the management, Regulation 25(3) is mandatorily applicable with effect from 01 April 2025. Formal meeting of Independent Directors, as per regulations, will be held from FY 2025-26. In our view, reply which was given by the management is satisfactory to us.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action Taken by	Details of Violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
1.	NSE	As per Regulation 50(1) of SEBI LODR, listed entity is required to give prior intimation of board meeting to the stock exchange at least two working days in advance, excluding the date of intimation and date of meeting of Board of Directors. But the NABARD has kept only one working day.	NSE has imposed a fine of ₹5,000 plus GST on vide their email dated 5 th Dec. 2024, 9 th Dec. 2024 and 16 th Dec. 2024	NABARD has submitted the clarification letter as well as waiver letter but the said request was rejected by NSE vide their letter dated 21 st February, 2025.





<i>Sr. No</i>	<i>Action Taken by</i>	<i>Details of Violation</i>	<i>Details of action taken e.g. fines, warning letter, debarment, etc.</i>	<i>Observations/ Remarks of the Practicing Company Secretary</i>
2.	BSE Limited	As per Regulation 50(1) of SEBI LODR, listed entity is required to give prior intimation board meeting to the stock exchange at least two working days in advance, excluding the date of intimation and date of meeting of Board of Directors. But the NABARD has kept only one working day.	BSE has imposed a fine of ₹5,000 plus GST on vide their email dated 9 th Dec. 2024 and 16 th Dec. 2024	NABARD has submitted the clarification letter as well as waiver letter.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<i>Sr. No</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
			Not Applicable	

- (e) The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015
- During the period referred above and based on our discussion we had with concerned authorities at NABARD, we put forth our following findings and statements:
NABARD is established and is governed by NABARD Act, 1981 and NABARD General Regulations, 1982 read with Additional General Regulations, 1984. NABARD is classified as 'High Value Debt Listed Entity' as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore provisions of Chapter IV are applicable on 'comply or explain' basis till March 31, 2025. Accordingly, NABARD applied for the exemption from the certain provisions under SEBI LODR including Regulation 18 and Regulation 19, by way of an application to SEBI for which response is awaited from them.
Further, NABARD is in compliance with the corporate governance structure and compliance requirements to the extent it is not inconsistent with NABARD Act and NABARD General Regulations

For: **M/s. Deep Shukla & Associates**
Company Secretaries
(Peer Review Certificate No.: 2093/2022)

Deep Shukla
Practicing Company Secretaries
FCS : 5652; CP : 5364
UDIN: Foo5652G000363581

Date: 16/05/2025
Place: Mumbai

