

COMPANY SECRETARIAT

COMPANY SECRETARY

The position of Company Secretary is a statutory office under the Companies Act, 1956 and therefore bears key responsibilities in several areas of the Management of the Corporation as required under the law. Specific responsibilities are as below:-

1. COMPANY LAW RELATED MATTERS:

- i. Board Matters - Organizing and Conducting Meeting, Preparation of Agenda, Minutes, ATRs, Maintenance of Statutory Books, taking actions on Matters concerning Share Transfers, Appointment and Cessation of Directors, Appointment and changings in Statutory and Brach Auditors, filing of various Returns with the Companies Act, 196 as amended from time to time and making correspondence with the Administrative Ministry on the above matters.
- ii. Shareholders' Matters – Calling and Conducting the Annual General Meeting and Extra-Ordinary General Meeting, preparation of agenda, Directors' Report, Chairman's Speech, preparation and filing of Annual Returns as well as other returns etc. with the Registrar of Companies and other Prescribed Authorities in accordance with the provisions of Companies Act, 1956.
- iii. To comply with all other statutory requirements under the Companies Act & other applicable statutory regulations.
- iv. To take steps for updation/revision etc. of Memorandum & Articles of Association of NSC on the directions of Competent Authorities.
- v. To take steps in connection with merger/demerger/amalgamation/disinvestment, issue/transfer of shares of the Corporation etc. whenever directed by Competent Authorities.
- vi. To act as a facilitator between NSC Management and its Board of Directors, Management, Stakeholders, Government and the concerned Regulatory Authorities.

2.

COMPLIANCE OF CORPORATE GOVERNANCE & OTHER DPE GUIDELINES CONCERNING CSR, S.D. AND R & D (ON ADMINISTRATIVE PART):

To take steps for compliance of all requirements prescribed under Corporate Governance Guidelines of DPE on CSR, S.D and R&D and or any other Govt. guidelines concerning affairs of the Corporation as summarized below:-

- i. To function as Secretary of the Audit Committee, calling and conducting the Audit Committee Meeting, preparation of Agenda and Minutes and liasioning with Members of Audit Committees, preparation of various Reports for submission to various authorities from time to time concerning working of such Committees, under Corporate Governance Guidelines.
- ii. To organize the Corporate Social Responsibility (CSR) Committee Meetings, calling and conducting the meetings, preparation of agenda and minutes and their circulation among the Members of the Committee and to take steps for compliance of CSR Guidelines.
- iii. To organize Sustainable Development (SD) Committee Meetings calling and conducting the meetings, preparation of agenda and minutes and their circulation among the Members of the Committee and to take steps for compliance of Guidelines.
- iv. To organized Research and Development (R&D) Committee Meetings, calling and conducting the meeting, preparation of agenda and minutes and their circulation among the Members of the Committee.
- v. To organized and conduct the meetings of the Remuneration Committee or any other Sub-Committee of the Board and do all matters concerning such committees.
- vi. To deal with ISO Certification matters of the Corporation.
- vii. To keep proper liaison with all concerned Government and regulatory authorities

3. LEGAL MATTERS:

- i. To act as Principal Legal Officer of the Corporation for ensuring compliance of all applicable legal requirements of the Corporation.
- ii. Responsible for effective functioning of the Legal Cell placed under him and to defend all legal cases as part of his normal duties.
- iii. Render legal advice on all matters referred to him.
- iv. Advising the Farms, ROs and Corporate Office on legal matters, briefing the Advocates, engaging Advocates, preparing briefing note for the Advocates, preparing legal Notices/Replies of the Notice by against NSC and Vetting the draft Notices/draft replies

sent by the Farms and ROs.

- v. Attending all legal issues and Court cases, for and against the Corporation implementing orders/awards, arranging filing of timely Appeals and submission of various reports to the Ministry/Board, in this regard.
- vi. To handle matters pertaining to employees/ labour unions including certification/amendments of certified standing orders at Farms and other places wherever required and to ensure maintenance of proper Farm wise record of such matters.
- vii. To deal with appointment of Arbitrators work relating to arbitrations, correspondence with Ministry on Board Agenda and Court cases etc and.
- viii. To identify the legal and environmental risks to the Corporation, formulate Risk mitigation strategies and take steps towards their effective implementation.
- ix. To deal with Legal aspects under MSME matters and to issue instructions to the Deptt. and Units of the Corporation.
- x. To deal with lease matters concerning Lease/Ownership/Title Deeds of all Farms & properties of the Corporation including liaisoning with concerned State Govt. authorities wherever necessary and to ensure preservation of Title Deeds of all immovable properties owned by the Corporation.
- xi. Liaisoning with the UP State Govt. authorities and pursue legal remedies for realization of the dues of erstwhile CSF Rae Bareilly & CSF, Bahraich towards value of assets etc. transferred by NSC to them.

4. MISCELLANEOUS MATTERS:

- i. To function as Trustee in the EPF Trust, if nominated by the Competent Authority.
- ii. To function as authorized Signatory on all the legal and official Documents/Agreements/Deeds etc. on behalf of NSC.
- iii. Subject to approval of the Competent Authority, to deal with matters concerning nomination of Awards etc. as may be announced by appropriate authorities.
- iv. To deal with matters concerning membership of NSC in SCOPE, and other institutions as may be decided by management.
- v. To function as CPIO, replying the queries under RTI Act, 2005, putting up Appeals to FAA, preparing replies for filing before the C.I.C, appearing before C.I.C, arranging for submission of various reports to CIC and the Ministry of Agriculture in this regard.

- vi. To deal preservation of all permanent record of the Corporation concerning all Legal & Company Law matters.
- vii. To deal with the subject of Delegation of Powers to CMD / Directors / HoDs / Farm Heads / RMOs or any other functionary.
- viii. To act as Nodal Officer for coordinating the replies to be sent on behalf of the Corporation for Parliament Questions.
- ix. This charter of duties does not take away or modify any of his existing duties with regard to his sphere of activities.
- x. To carry out such other duties as may be assigned to him by Management from time to time.

Key Result Areas:

- i. Maintenance of the applicable centralized management data-base for the Corporation in respect of assignments mentioned above.
- ii. Fulfillment and completion of all the applicable statutory requirements.
- iii. Standardize the legal processes across different units.
- iv. Level of contribution in the Strategic Management of the Corporation.
- v. Making best possible efforts to achieve higher success rate of legal cases for the Corporation.
- vi. Reduction in legal cases by proper follow-up & out of Court.

Performance Indicators:

- i. Timely Compliance with the Companies Act requirements.
 - ii. Timely Compliance with other applicable Statutory and Regulatory provisions.
 - iii. Efficiency shown in conducting the Board meetings, Annual General Meeting, and Committee Meetings.
 - iv. Level of contribution towards better communication and feedback processes in the Corporation
 - v. Reduction in legal cases by proper follow-up.
- 2.

ASSISTANT COMPANY SECRETARY:

Assistant Company Secretary will assist Company Secretary in performance of all his official functions and will perform and will perform all functions of Company Secretary in his absence. Specific responsibilities are as under:-

1. Company Law Related Matters:

- i. Board Matter - To assist Company Secretary in organizing and Conducting Meeting, Preparation of Agenda, Minutes, ATRs, Maintenance of Statutory Books, taking actions on matters concerning Share Transfers, Appointment and Cessation of Directors, Appointment and changings in Statutory and Branch Auditors, filing of various Returns with the Registrar of Companies and other authorities as per provisions of Companies Act, 1956 as amended from time to time and making correspondence with the Administrative Ministry on the above matters.
- ii. Shareholders' Matters - To assist Company Secretary in calling and Conducting the Annual General Meetings and Extra-Ordinary General Meetings, preparation of agenda, Directors' Report, Chairman's Speech, preparation and filing of Annual Return as well as other returns etc. with the Registrar of Companies and other Prescribed authorities in accordance with the provisions of Companies Act, 1956.
- iii. To assist Company Secretary to comply with all other statutory requirements under the Companies Act & other applicable statutory regulations.
- iv. To assist Company Secretary to take steps for updation/revision etc. of Memorandum & Articles of Association of NSC on the direction of Competent Authority.
- v. To assist Company Secretary to take steps in connection with merger/ demerger/ amalgamation/ disinvestment, issue/transfer of shares of the Corporation etc. whenever directed by Competent Authorities.
- vi. Preparation and submission of various statutory reports from time to time after getting these approved from the Company Secretary/ Competent Authority.
- vii. To coordinate matters concerning preparation of Annual Report of the Corporation.

2.

COMPLIANCE OF CORPORATE GOVERNANCE & OTHER DPE GUIDELINES CONCERNING CSR, S.D. AND R & D (ON THE ADMINISTRATIVE PART):

To assist Company Secretary to take steps for compliance of all requirements prescribed under Corporate Governance Guidelines of DPE on CSR, S.D. and R&D and / or any other Govt. guidelines concerning affairs of the Corporation, and other responsibilities as detailed below:-

- i. To assist the Company Secretary in effective discharge of his statutory duties under the Companies Act, 1956.
 - ii. To assist Company Secretary in coordinating the matters relating to Audit Committee, calling and conducting the Audit Committee Meetings, preparation of Agenda and Minutes and liaising with Members of Audit Committees, preparation of various Reports for such Committee, under Corporate Governance Guidelines.
 - iii. To coordinate and assist Company Secretary to organized the Corporate Social Responsibility (CSR) Committee Meetings, calling and conducting the meetings, preparation of agenda and minutes and their circulation among the Members of the Committee and take steps for compliance of CSR Guidelines.
 - iv. To coordinate and assist Company Secretary to organized Sustainable Development (SD) Committee Meetings calling and conducting the meetings, preparation of agenda and their circulation among the Members of the Committee and to take steps for compliance of Guidelines.
 - v. To coordinate and assist Company Secretary to organized Research and Development (R&D) Committee Meetings, calling and conducting the meeting, preparation of agenda and minutes and their circulation among the Members of the Committee.
 - vi. To coordinate and assist Company Secretary to organize and conduct the meetings of the Remuneration Committee or any other Sub-Committee of the Board and do all matters concerning such committee.
 - vii. To deal with all matters concerning ISO Certification of the Corporation.
3. **MISCELLANEOUS MATTERS:**
- i. To deal with all matters concerning nomination of Awards etc. under various Govt. and other Schemes.
 - ii. To deal with matters concerning membership of NSC in SCOPE, and other institutions as may be decided by management.
 - iii. To function as APIO, replying the queries under RTI Act, 2005, putting up Appeals to FAA, preparing replies for filing before the C.I.C. appearing before, C.I.C, arranging for submission of various reports to CIC and the Ministry of Agriculture.
 - iv. To ensure preservation of all permanent record of the Corporation concerning all Legal & Company Law matters and Title Deeds of all immovable properties of the Corporation.
 - v. To assist Company Secretary in dealing with the subject of Delegation of Power to CMD / Director / HoDs / Farm Heads / RMOs or any other functionary.

vi. To carry out such other duties as may be assigned to him by Management from time to time.

Key Result Area:

- 1) Maintenance of the applicable centralized management data-base for the Corporation in respect of assignments mentioned above.
- 2) Fulfillment and completion of all statutory requirements at all stages.
- 3) Level of contribution in the Strategic Management of the Corporation.

Performance Indicators:

- 1) Timely Compliance with the Companies Act Requirements.
 - 2) Timely Compliance with other applicable Statutory and Regulatory Provisions.
 - 3) Efficiency shown in conducting the Board and General Meetings.
 - 4) Level of contribution towards better communication and feedback processes in the Corporation.
- 3.

Assistant manager (law):

Assistant Manager (Law) will assist the Company Secretary in performance of all his official legal functions and will perform specifically the following functions.

- i. Responsible for effective Compliance of all legal requirements and Risk Management as may be necessary and provide liaison with Government and other Regulatory bodies.
- ii. Responsible for effective functioning of the Legal Cell and to defend all legal cases as part of his normal duties.
- iii. Render legal advice in all matter referred to him.
- iv. Advising the Farms, RMOs and Corporate Office on legal matters, briefing the Advocates, engaging Advocates, preparing briefing notes for the Advocates, preparing legal Notices/ Replies of the Notice by against NSC and vetting the draft Notice/draft replies sent by the Farms and RMOs.
- v. Attending to all legal issues and Court cases, for and against the Corporation, implementing orders/awards, arranging filling of Appeals in time and submission of various reports to the Ministry/Board.
- vi. To handle all legal matters pertaining to employees/ labour unions including certification/ amendments of Certified Standing Orders at Farms and other places wherever required and to ensure maintenance of proper Farms wise record of such matters.
- vii. To identify the legal and environmental risks to the Corporation, formulate Risk mitigation strategies and take steps towards their effective implementation.
- viii. To deal with appointment of Arbitrators and work relating to arbitration.
- ix. To deal with Legal aspects under MSME matters and to issue instructions to the concerned Deptt. of Corporate Office and Units of the Corporation.
- x. To deal with lease matters concerning Lease/ Ownership/ Title Deeds of all Farms & properties of the Corporation including liasioning with concerned State Govt. authorities wherever necessary and to ensure preservation of Title Deeds of all immovable properties owned to the Corporation.
- xi. Liasioning with the UP State Govt. authorities and to pursue legal remedies for realization of the dues of erstwhile CSF Rae Bareli and CSF, Bahraich towards value of assets etc. transferred by NSC to them.
- xii. To attend the RTI application received by the Corporation and to put up suitable Draft replies in consultation with the Company Secretary.
- xiii. To assist the Company Secretary in all legal matters pertaining to employees/labour unions and to ensure maintenance of proper Farm wise records of such matters.
- xiv. To monitor and supervise the working of units of the Corporation in legal matters and to undertake tours thereof.
- xv. To attend all other matters, things and deeds arising out of any Law, Rules, Regulations, Byelaws, directions from Courts and other Judicial, Quasi Judicial, Administrative, Local, Revenue or other

Authorities and to appear before them.

xvi. To perform any other duties assigned by the Management from time to time.

Key Result Areas:

- 1) Standardize the legal processes across different locations and units of the Corporation.
- 2) Identify the legal risks in internal and external environment and plan.
- 3) Success rate of legal cases for & against the Corporation.

Performance Indicators:

- 1) Efficiency in litigation management on behalf of the Corporation.
- 2) Timely disposal of the RTI Applications.
- 3) Improvement shown in the Legal Risk Management.
- 4) Reduction in legal cases by proper follow-up & out of Court settlements.