

ANNEX I

Compliance Report on Corporate Governance to be submitted by a listed entity on quarterly basis

(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'))

1. Name of Listed Entity: NSE Clearing Limited
2. Quarter ending: June 30, 2022

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure *	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
Mr.	Harun R Khan	07456806	Chairman (Public Interest Director-Independent-Non-Executive)	08/09/2016	08/09/2019	07/09/2022	70	29/07/1954	2	2	2	2
Mr.	Salim Gangadharan	06796232	Public Interest Director Independent Non-Executive	03/05/2016	03/05/2019	16/06/2022	73	13/10/1953	-			

Mr.	Navin Kumar Maini	00419921	Public Interest Director, Independent Non-Executive	25/05/2016	25/05/2019	16/06/2022	72	12/02/1955	-			
Mr.	C VR Rajendran	00460061	Public Interest Director, Independent Non-Executive	03/05/2016	03/05/2019	16/06/2022	73	08/04/1955	-			
Mr.	Ananth Narayan	05250681	Public Interest Director-Independent-Non-Executive	17/06/2022	-	16/06/2025	1 (appointed for 3 years)	18/05/1969	3	3	6	-
Mr.	GS Hegde	09515748	Public Interest Director Independent-Non-Executive	17/06/2022	-	16/06/2025	1 (appointed for 3 years)	01/05/1954	1	1	1	-
Mr.	Jayant Haritsa	09524601	Public Interest Director Independent-Non-Executive	17/06/2022	-	16/06/2025	1 (appointed for 3 years)	10/03/1964	1	1	1	-
Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-NonExecutive	01/06/2017	01/06/2020	31/05/2023	61	09/01/1952	5	5	4	-
Mr.	Yatrik Vin	07662795	Share Holder Director	27/09/2021	-	Upto next Annual General Meeting	NA	15/08/1966	1	-	2	1
Mr.	Vikram Kothari	07898773	Managing Director-Executive	07/11/2017	07/11/2020	06/11/2023	NA	12/10/1970	1	-	1	-

Note - The term of Mr. Salim Gangadharan, Mr. Navin Maini and Mr. C VR Rajendran was expiring in May 2022. The Company had made application to SEBI for appointment of New PIDs in place of the PIDs whose term was expiring. Since the approval was awaited from SEBI, pursuant to sub clause 5 of clause III of Part H of Schedule II of SEBI SECC Regulation, 2018, the existing PIDs continued to hold the post, till new PIDs were appointed in their place. Further SEBI vide its Letter dated June 15, 2022, approved the appointment of Mr. Ananth Narayan, Mr. GS Hegde and Mr. Jayant Haritsa for a period of 3 years. The letter was received by the Clearing Corporation on June 16, 2022 and hence their appointment was considered to start w.e.f June 17, 2022, as informed to SEBI.

		Whether Regular chairperson appointed: Yes
		Whether Chairperson is related to managing director or CEO: No
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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</i></p> <p><i>* 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.</i></p>

II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Harun R Khan (PID) Mr. Ananth Narayan (PID) Mr. Jayant Haritsa (PID) Mr. Salim Gangadharan (PID) Mr. C VR Rajendran (PID) Mrs. Bhagyam Ramani (PID)	Chairman (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	January 30, 2019 June 23, 2022 June 23, 2022 January 30, 2019 January 30, 2019 January 30, 2019	- - - June 16, 2022 June 16, 2022 June 23, 2022
2. Nomination & Remuneration Committee	YES	Mr. Ananth Narayan (PID) Mr. Harun R Khan (PID) Mr. Jayant Haritsa (PID) Mr. NK Maini Mr. C.VR Rajendran (PID)	Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Chairman (Non-Executive-Independent) Non-Executive-Independent	June 23, 2022 January 30, 2019 June 23, 2022 January 30, 2019 January 30, 2019	- - - June 16, 2022 June 16, 2022
3. Risk Management Committee (if applicable)	YES	Mr. Ananth Narayan (PID) Mr. GS Hegde (PID) Mrs. Bhagyam Ramani (PID) Mr. Kapil Seth Mr. Salim Gangadharan (PID) Mr. C VR Rajendran (PID)	Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Independent External Expert Chairman (Non-Executive-Independent) Non-Executive-Independent	June 23, 2022 June 23, 2022 January 30, 2019 June 01, 2020 January 30, 2019 January 30, 2019	- - - - June 16, 2022 June 16, 2022
4. Stakeholder's Relationship Committee	YES	Mr. Harun R Khan (PID) Mr. GS Hegde (PID) Mrs. Bhagyam Ramani (PID) Mr. Vikram Kothari (MD) Mr. N.K. Maini (PID)	Chairman (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent Executive Director Non-Executive-Independent	January 30, 2019 June 23, 2022 January 30, 2019 June 23, 2022 January 30, 2019	- - - - June 16, 2022
§ 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					

Note: The Board of Directors vide Circular Resolution passed on June 23, 2022 approved the reconstitution of the Committees of the Governing Board of the Company.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
February 02, 2022	April 28, 2022	Yes	7	5	85 days
	May 20, 2022	Yes	7	5	
	June 16, 2022	Yes	6	5	

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee					
April 28, 2022	Yes	4	4	February 02, 2022	63 days
-	-	-	-	February 23, 2022	
Nomination & Remuneration Committee					
April 21, 2022	Yes	3	3	January 19, 2022	56 days
April 28, 2022	Yes	2	2	February 22, 2022	
May 20, 2022	Yes	3	3		
Risk Management Committee [#]					
April 22, 2022	Yes	3	3	February 01, 2022	79 days
May 20, 2022	Yes	3	3	-	
Stakeholder Relationship Committee					
-	-	-	-	-	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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

Risk Management Committee comprises of 3 PID's (Independent Directors) and one Independent External Person as per SCR (SECC) Regulations, 2018 applicable to NSE Clearing Limited

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
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	Yes
<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>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: Yes</p> <p>2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Yes</p> <ul style="list-style-type: none"> a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (as applicable) <p>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. Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. The Compliance report on Corporate Governance for the quarter ended March 31, 2022, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended June 30, 2022 will be placed before the Board of Directors at the ensuing Board Meeting.</p> <p>Any comments/observations/advice of the board of directors may be mentioned here.</p>	
Name & Designation	
Vikram Kothari Managing Director	Amit Amlani Chief Financial Officer

Date: June 20, 2022

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