

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: September 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-NonExecutive)	08/09/2016	08/09/2019	07/09/2022	72	29/07/1954			-	
Mr.	Ananth Narayan	05250681	Public Interest Director-Independent-NonExecutive	17/06/2022	-	27/09/2022	4	18/05/1969			-	
Mr.	G S Hegde	09515748	Public Interest Director Independent-NonExecutive	17/06/2022	-	16/06/2025	4	01/05/1954	1	1	2	-

Mr.	Jayant Haritsa	09524601	Public Interest Director – Independent-NonExecutive	17/06/2022	-	16/06/2025	4	10/03/1964	1	1	2	1
Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-NonExecutive	01/06/2017	01/06/2020	31/05/2023	64	09/01/1952	5	5	6	1
Mr.	Yatrik Vin	07662795	Share Holder Director	09/09/2022	-	Upto 28 th Annual General Meeting	NA	15/08/1966	1	-	3	2
Mr.	Vikram Kothari	07898773	Managing Director-Executive	07/11/2017	07/11/2020	06/11/2023	NA	12/10/1970	1	-	1	-

Note: Mr. Harun Khan on completion of his second term, ceased to be Public Interest Director and Chairman of the Company. Further, the Board at its meeting held on September 27, 2022, elected Mrs. Bhagyam Ramani as interim chairperson of the Company, subject to the approval of SEBI. Further, SEBI vide its letter dated October 21, 2022 approved the appointment of Mrs. Bhagyam Ramani as interim Chairperson of the Company.

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

& 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

** 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 Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^s	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Harun R Khan (PID) Mrs. Bhagyam Ramani (PID) Mr. Ananth Narayan (PID) Mr. Jayant Haritsa (PID) Mr. G S Hegde (PID)	Chairman (Non-Executive Independent) Chairperson (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	Jan 30, 2019 Sept 15, 2022 June 23, 2022 June 23, 2022 Sept 15, 2022	Sept 07, 2022 - Sept 15, 2022 - -
2. Nomination & Remuneration Committee	YES	Mr. Ananth Narayan (PID) Mrs. Bhagyam Ramani (PID) Mr. Harun R Khan (PID) Mr. Jayant Haritsa (PID) Mr. GS Hegde (PID)	Chairman (Non-Executive-Independent) Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	June 23, 2022 Sept 15, 2022 Jan 30, 2019 June 23, 2022 Sept 15, 2022	Sept 15, 2022 - Sept 07, 2022 - -
3. Risk Management Committee (if applicable)	YES	Mr. Ananth Narayan (PID) Mrs. Bhagyam Ramani (PID) Mr. GS Hegde (PID) Mr. Jayant Haritsa (PID) Mr. Kapil Seth	Chairman (Non-Executive-Independent) Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Independent External Expert	June 23, 2022 Jan 30, 2019 June 23, 2022 Sept 15, 2022 June 01, 2020	Sept 15, 2022 - Sept 15, 2022 - -
4. Stakeholder's Relationship Committee	YES	Mr. Harun R Khan (PID) Mr. Jayant Haritsa (PID) Mr. GS Hegde (PID) Mrs. Bhagyam Ramani (PID) Mr. Vikram Kothari (MD)	Chairman (Non-Executive Independent) Chairman (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent Executive	Jan 30, 2019 Sept 15, 2022 June 23, 2022 Jan 30, 2019 June 23, 2022	Sept 07, 2022 - - - -

^s 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 September 15, 2022, approved the reconstitution of the Committees of the Governing Board of the Company.

Mrs. Bhagyam Ramani was appointed as the Chairperson of Risk Management Committee and Nomination and Remuneration Committee pursuant to the Circular resolution passed on September 15, 2022.

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)
April 28, 2022	July 11, 2022	Yes	6	5	28
May 20, 2022	August 04, 2022	Yes	6	5	
June 16, 2022	September 27, 2022	Yes	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					
August 04, 2022	Yes	3	3	April 28, 2022	98
Nomination & Remuneration Committee					
-	-	-	-	April 21, 2022	-
				April 28, 2022	
				May 20, 2022	
Risk Management Committee [#]					
August 02, 2022	Yes	3	3	April 22, 2022	74
				May 20, 2022	
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 2 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)	
				refer note below	
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	
Note:					
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.					
2 If status is "No" details of non-compliance may be given here.					

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Yes**
 - 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. **Yes**
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**
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 June 30, 2022, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended September 30, 2022, will be placed before the Board of Directors at the ensuing Board Meeting.**
Any comments/observations/advice of the board of directors may be mentioned here.

Name & Designation
Vikram Kothari
Managing Director
Amit Amlani
Chief Financial Officer
Ravin Tank
Company Secretary
Date: October 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

ANNEX III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	No. Mr. Ananth Narayan, the erstwhile Chairperson of the Nomination and Remuneration Committee sought leave of absence and requested Mr. Harun Khan, the Chairperson of the Board to take investor questions, if any, on his behalf.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	Yes
Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note 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. 2 If status is “No” details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		

ANNEX IV

Half year ending – September 30, 2022

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 six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(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 six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	-

	-	-	-
KMPs or any other entity controlled by them	-	-	-

(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, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

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.- **Not applicable**

Name & Designation

Sd/-

Amit Amlani

CFO

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..*

Date: October 20, 2022