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 (NCL)
2. Quarter ending: September 30, 2023

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	PAN$ & 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.	Abhaya Hota	02593219	Chairman (Public Interest Director-Independent-Non-Executive)	06/04/2023	-	05/04/2026	6	04/08/1956	2	2	4	2
Mr.	G S Hegde	09515748	Public Interest Director Independent-Non-Executive	17/06/2022	-	16/06/2025	16	01/05/1954	1	1	2	-

Mr.	Jayant Haritsa	09524601	Public Interest Director Independent-Non-Executive	17/06/2022	-	16/06/2025	16	10/03/1964	1	1	2	1
Mrs.	Priti Savla	00662996	Public Interest Director – Independent-NonExecutive	05/04/2023	-	04/04/2026	6	13/09/1977	3	3	5	2
Mr.	Golaka Chandra Nath	09750678	Public Interest Director – Independent-Non-Executive	17/11/2022	-	16/11/2025	11	15/03/1960	1	1	-	-
Mr.	Yatrik Vin	07662795	Non-Independent Director(NID)/ Share Holder Director(SHD)	27/09/2021	-	Upto 29th Annual General Meeting	NA	15/08/1966	1	-	6	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. Yatrik Vin (DIN: 07662795) retired by rotation in the 28th Annual General Meeting (AGM) of the Company held on August 17, 2023. Accordingly, an application for his re-appointment was made to SEBI. Further, SEBI via letter dated September 28, 2023, approved his re-appointment as Non-Independent Director (NID)/ Share Holder Director (SHD) on the Governing Board of NCL.

		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) $**	**Date of Appointment**	**Date of Cessation**
1. Audit Committee	YES	Mrs. Priti Savla (PID) Mr. G S Hegde (PID) Mr. Jayant Haritsa (PID) Mr. Abhaya Hota (PID)	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	April 11, 2023 Sept. 15, 2022 April 11, 2023 April 11, 2023	- - - -
2. Nomination & Remuneration Committee	YES	Mr. G S Hegde (PID) Dr. Golaka Nath (PID) Mr. Jayant Haritsa (PID) Mr. Abhaya Hota (PID) Mr. Ajit Ranade	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Independent External Person	September 15, 2022 April 11, 2023 June 23, 2023 April 11, 2023 July 05, 2023	- - - - -
3. Risk Management Committee (if applicable)	YES	Mr. Abhaya Hota (PID) Mr. Jayant Haritsa (PID) Dr. Golaka Nath (PID) Mrs. Priti Savla (PID) Mr. Kapil Seth	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Independent External Expert	April 11, 2023 Sept. 15, 2022 Jan. 23, 2023 April 11, 2023 June 01, 2020	- - - - -
4. Stakeholder's Relationship Committee	YES	Mr. Jayant Haritsa (PID) Mr. GS Hegde (PID) Mr. Vikram Kothari (MD) Mrs. Priti Savla (PID)	Chairperson (Non-Executive Independent) Non-Executive-Independent Executive Director Non-Executive-Independent	Sept. 15,2022 June 23, 2022 June 23, 2022 June 04, 2023	- - -
$ *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: SEBI vide its letter dated July 05, 2023, approved the appointment of Mr. Ajit Ranade as Independent External Person in the Nomination Remuneration Committee of NSE Clearing Limited for limited purpose of selection of Managing Director on the Governing Board of NSE Clearing Limited.

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 Meetings (in number of days)
April 25, 2023	July 21, 2023	Yes	7	5	41 days
May 10, 2023	August 31, 2023	Yes	6	5	
June 19, 2023					
** To be filled in only for the current quarter meetings*					

IV. Meetings of Committees

Date(s) of meeting of the committee in therelevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors' present*	Date(s) of meeting of the committee in theprevious quarter	Maximum gap betweenany two consecutive meetings in number of days*
Audit Committee					
July 21, 2023	Yes	4	4	April 25, 2023	62 days
				May 10, 2023	
				May 20, 2023	
Nomination & Remuneration Committee^					
July 20, 2023	Yes	4	4	April 17, 2023	31 days
August 01, 2023	Yes	4	4	April 25, 2023	
August 07, 2023	Yes	4	4	May 18, 2023	
August 20, 2023	Yes	4	4	May 20, 2023	
August 31, 2023	Yes	4	4	June 19, 2023	
Risk Management Committee#					
July 20, 2023	Yes	4	4	April 24, 2023	87 days
August 31, 2023	Yes	4	4		
Stakeholder Relationship Committee					
-	-	-	-	-	-

** This information has to 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*
^Nomination and Remuneration Committee comprises of 4 PID's (Independent Directors) and one Independent External Person for limited purpose of selection of Managing Director on the Governing Board of NSE Clearing Limited as per SCR (SECC) Regulations, 2018 applicable to NSE Clearing Limited
 # Risk Management Committee comprises of 4 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 beindicated.*

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 disclosurerequirements) 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, 2023, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended September 30, 2023 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 12, 2023

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)	Yes
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, 2023

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

Amit Amlani

Chief Financial Officer

Note

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
   a) by a government company to/ for the Government or government company
   b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
   c) by a banking company or an insurance company ; and
   d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

Date: October 12, 2023

Cyber Security Incidence Disclosure pursuant Regulation 27 (2) (ba) as per SEBI Notification no. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breached or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
No cyber security incident occurred in the last quarter.	