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Independent Auditor's Report on annual audited consolidated financial results pursuant to the Regulation 33(1) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**To The Board of Directors of
NSE Clearing Limited
Mumbai**

Report on the audit of the Consolidated Financial Results

Opinion

1. We have audited the Consolidated Financial Results of **NSE Clearing Limited** ("the Company") and its subsidiary (the Company and its subsidiary together referred to as "the Group") for the year ended March 31, 2024, which are included in the accompanying Statement of Consolidated Financial Results for the quarter and year ended March 31, 2024, the statement of cash flow for the year ended March 31, 2024 and the statement of Assets and Liabilities on that date together with the notes thereon ("the Statement"). The Statement has been prepared by the Company pursuant to Regulation 33(1) of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018, as amended (the "SECC Regulations"), read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations, 2015") and SEBI Circulars.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate audited financial statements of a subsidiary, the Statement:

- a. includes the results of the following subsidiary;

Sr. No.	Name of the Entity	Relationship
1	NSE IFSC Clearing Corporation Limited (100%)	Subsidiary

- b. the Statement, together with the notes thereon are presented in the format prescribed under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- c. the annual audited consolidated financial results for the year ended March 31, 2024 as set out in the Statement gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated net profit, consolidated total comprehensive income and other financial information of the Group for the year ended March 31, 2024.



Basis of Opinion

2. We conducted our audit in accordance with the Standards on Auditing ("SA"s) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Results section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (the "ICAI") together with the ethical requirements that are relevant to our audit of the Interim Consolidated Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in "Other matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibility for the Consolidated Financial Results

3. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been compiled from the audited consolidated financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Consolidated Financial Results that give a true and fair view of the consolidated net profit and consolidated other comprehensive income and other financial information of the Group in accordance with the applicable accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations, 2015 and SECC Regulations.
4. The respective Boards of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the respective financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of this Consolidated Financial Results by the Directors of the Company, as aforesaid.

In preparing the Consolidated Financial Results, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Boards of Directors either intend to liquidate their respective entities or to cease operations, or have no realistic alternative but to do so.

The respective Boards of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.



Auditors' Responsibility for the Audit of the Consolidated Financial Results

5. Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Results as a whole, are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Consolidated Financial Results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing an opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Evaluate the appropriateness and reasonableness of disclosures made by the Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulations and SECC Regulations.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Results, including the disclosures, and whether the Consolidated Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtain sufficient appropriate audit evidence regarding the financial statements of the entity within the Group to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial statements of the Company included in the Statement of which are the independent auditors. For the other entity included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried by them. We are solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Consolidated Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated Financial Results.

We communicate with those charged with governance of the Company and such other entities included in the Consolidated Financial Results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

Other Matters

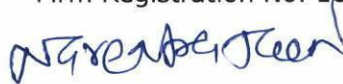
6. i) We did not audit the financial statements of a subsidiary included in the consolidated audited financial results, whose financial statements, before consolidation adjustments, reflect total assets of Rs. 228.19 crore and net assets of Rs. 160.50 crore as at March 31, 2024 and total revenues of Rs. 6.48 crore and Rs. 16.66 crore, net loss of Rs. 1.53 crore and Rs. 8.40 crore, total comprehensive loss of Rs. 1.06 crore and Rs. 7.77 crore for the quarter and year ended March 31, 2024, respectively and net cash inflows of Rs. 8.75 crore for the year ended March 31, 2024, as considered in the consolidated audited financial results. This financial statement have been audited by other auditors whose report have been furnished to us by the management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 5 above.



- ii) The Statement includes the consolidated financial results for the quarter ended March 31, 2024 being the balancing figure between audited figures in respect of the full financial year and the unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
- iii) The Statement dealt with by this report has been prepared for the express purpose of complying with Regulation 33 of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2012 (the "SECC Regulations"), as amended, read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"). This Statement is based on and should be read with the audited consolidated financial statements of the Company for the year ended March 31, 2024, on which we issued an unmodified audit opinion vide our report dated April 30, 2024.

Our opinion is not modified in respect of above matters.

For **Khandelwal Jain & Co.**
Chartered Accountants
Firm Registration No. 105049W



Narendra Jain
Partner
Membership No. 048725
UDIN: 24048725BKEZCH5881



Place: Mumbai
Date: April 30, 2024



NSE CLEARING LIMITED

CIN: U67120MH1995PLC092283

Regd. Off.: "EXCHANGE PLAZA", Plot No. C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai 400051, India

STATEMENT OF AUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in crores)

Sr. No.	PARTICULARS	Quarter ended	Quarter ended	Quarter ended	Year ended	Year ended
		March 31, 2024	December 31, 2023	March 31, 2023	March 31, 2024	March 31, 2023
		Unaudited	Unaudited	Unaudited	Audited	Audited
1	Income					
	Revenue from Operations					
	a) Income from Operations	418.64	348.19	184.34	1,262.60	633.97
	b) Other Operating Revenue	336.58	203.34	58.61	755.61	281.93
	Other income	53.51	47.16	30.45	170.70	99.63
	Total Income	808.73	598.69	273.40	2,188.91	1,015.53
2	Expenditure					
	(a) Employee benefits expenses	18.45	16.93	11.61	66.88	41.60
	(b) Depreciation and amortisation expenses	12.14	13.01	14.36	49.32	44.77
	(c) Space & Infrastructure Usage Charges	9.11	5.90	6.05	27.04	25.07
	(d) Technology related Expenses	37.78	40.88	40.68	150.88	111.80
	(e) Other expenses	44.16	28.01	22.12	116.26	76.69
	Total Expenses	121.65	104.73	94.82	410.38	299.92
3	Profit before exceptional item (1-2)	687.08	493.96	178.58	1,778.53	715.61
4	Add /(Less) : Exceptional Item					
	Settlement amount - SEBI (refer note 6)	-	-	-	(22.88)	-
5	Profit before Tax (3- 4)	687.08	493.96	178.58	1,755.65	715.61
6	Less : Tax expenses					
	Current tax	172.05	122.79	46.47	445.00	182.78
	Deferred tax	1.07	1.94	2.92	4.74	3.32
	Total tax expenses	173.12	124.73	49.39	449.74	186.10
7	Profit for the period (5-6)	513.96	369.23	129.19	1,305.91	529.51
8	Other comprehensive Income (Net)					
	<i>Items that will be reclassified to profit or loss</i>					
	Changes in foreign currency translation reserve	0.50	0.13	(0.26)	0.72	3.53
	<i>Items that will not be reclassified to profit or loss</i>					
	Remeasurements of post-employment benefit obligations	(0.10)	(0.26)	(0.02)	(1.10)	(0.23)
	<i>Income tax relating to items that will not be reclassified to profit or loss</i>					
	Tax Remeasurements of post-employment benefit obligations	0.01	0.06	-	0.25	0.06
	Total Other Comprehensive Income for the period	0.41	(0.07)	(0.28)	(0.13)	3.36
9	Total comprehensive Income for the period (7+8)	514.37	369.16	128.91	1,305.78	532.87
10	Paid-up equity share capital (Face value Rs. 10 per share)	1,445.00	45.00	45.00	1,445.00	45.00
11	Reserves (excluding Revaluation Reserve)				1,612.65	1,182.74
12	Earnings per Share (EPS) (before contribution to Core SGF) (refer note 9)					
	(a) Basic (Rs.) (FV Rs.10 each)	5.21*	3.84*	1.34*	13.50	5.51
	(b) Diluted (Rs.) (FV Rs.10 each)	5.21*	3.84*	1.34*	13.50	5.51
	* Not annualised					



STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES

(Rs. in crores)

Sr. No.	Particulars	As at 31.03.2024	As at 31.03.2023
		Audited	Audited
I	ASSETS		
1	Non-current assets		
a	Property, Plant and Equipments	78.02	89.62
b	Right-Of-Use Assets	0.81	0.88
c	Capital work-on-progress	-	1.80
d	Other Intangible Assets	24.03	28.52
e	Intangible assets under development	0.00	2.84
f	Financial assets		
i	Investments	0.00	0.00
ii	Non-current bank balances	1,546.00	532.70
iii	Other Financial assets	54.17	6.60
g	Income tax assets (net)	493.58	163.14
h	Other Non -current assets	4.80	15.19
		2,201.41	841.29
2	Investments -Core SGF	8,857.25	4,809.14
3	Investment earmarked towards SGF - Commodity derivatives	-	250.00
4	Current assets		
a	Financial Assets		
i	Investments	696.08	545.07
ii	Trade and other receivables	212.39	62.73
iii	Cash and Cash equivalents *	22,315.38	5,166.71
iv	Bank balances other than cash and cash equivalents *	1,032.76	757.15
	* Includes Rs.21,327.11 crores (March 2023: Rs.4,053.13 crores) pertaining to Settlement obligations and margin money from members		
v	Other Financial assets	360.07	73.55
b	Other current assets	51.07	36.35
		24,667.75	6,641.56
	TOTAL ASSETS	35,726.41	12,541.99
II	EQUITY AND LIABILITIES		
1	Equity		
a	Equity Share capital	1,445.00	45.00
b	Other Equity	1,612.65	1,182.74
		3,057.65	1,227.74
2	Core Settlement Guarantee Fund (Core SGF)	8,857.25	4,809.14
3	Settlement Guarantee Fund (SGF)- Commodity derivatives	-	250.00
4	Non-current liabilities		
a	Provisions	16.37	14.58
b	Lease Liability	1.08	1.12
c	Deferred tax liabilities (Net)	12.72	8.24
		30.17	23.94
5	Current liabilities		
a	Financial Liabilities		
i	Deposits (Unsecured)	2,015.89	1,786.32
ii	Trade payable		
	- Total outstanding dues of micro enterprises and small enterprises	1.11	0.07
	- Total outstanding dues of creditors other than micro enterprises and small enterprises	23.25	37.89
iii	Lease Liability	0.05	0.04
iv	Other financial liabilities *	21,385.28	4,098.38
	* Includes Rs.21,327.11 crores (March 2023: Rs.4,053.13 crores) pertaining to Settlement obligations and margin money from members		
b	Provisions	16.47	9.99
c	Income tax liabilities (net)	73.60	73.59
d	Other current liabilities	265.69	224.90
		23,781.34	6,231.18
	TOTAL EQUITY AND LIABILITIES	35,726.41	12,541.99



CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in crores)

		For the year ended 31.03.2024	For the year ended 31.03.2023
		Audited	Audited
A)	CASHFLOW FROM OPERATING ACTIVITIES		
	NET PROFIT BEFORE TAX	1,755.65	715.61
	Add/(Less) :- Adjustments for :		
	Depreciation	49.32	44.77
	Net gain on financial assets mandatorily measured at Fair Value through Profit or Loss	(45.41)	(27.79)
	Share Issue Expenses	2.87	-
	Finance Cost	0.07	0.09
	Less : Adjustments for :		
	Interest income on Bank deposit	(122.67)	(64.09)
	Provision for doubtful debts	0.40	0.06
	Net gain on sale of investments mandatorily measured at Fair Value through Profit or Loss	(1.17)	(2.28)
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	1,639.06	666.36
	Adjustments for :		
	Decrease/(Increase) in Trade Receivable	(150.07)	(16.03)
	Increase / (Decrease) in Trade payables	(13.60)	15.68
	Decrease/(Increase) in other financial assets	(0.23)	(0.03)
	Decrease/(Increase) in Other Assets	(4.33)	(28.78)
	Increase / (Decrease) in Other Financial Liabilities	17,286.90	(4,505.56)
	Increase / (Decrease) in Provision	7.17	4.10
	Increase / (Decrease) in Other Liabilities	40.79	(13.69)
	Proceed of Deposit from Trading member / applicant	353.12	720.27
	Refund of deposit from trading members / applicant	(123.54)	(160.73)
	CASH GENERATED FROM OPERATIONS	19,035.27	(3,318.41)
	Contribution to Core SGF	(1,466.03)	(267.89)
	Direct Taxes paid (Net of Refunds)	(412.77)	(194.69)
	NET CASH FROM OPERATING ACTIVITIES - Total (A)	17,156.48	(3,781.00)
B)	CASHFLOW FROM INVESTING ACTIVITIES		
	Purchase of Property, Plant and Equipment's/ Capital work-in-progress	(28.51)	(41.07)
	Interest received	(211.20)	48.25
	(Increase)/Decrease in Fixed deposit	(1,187.49)	(76.46)
	Purchases of Investment	44.14	(138.67)
	NET CASH USED IN INVESTING ACTIVITIES - Total (B)	(1,383.06)	(207.94)
C)	CASHFLOW FROM FINANCING ACTIVITIES		
	Dividend Paid (inclusive of corporate dividend tax)	(22.50)	(180.00)
	Payment of Lease Liability	(0.11)	(0.10)
	Share issue expenses	(2.87)	-
	Issue of Equity Shares	1,400.00	-
	NET CASH FROM FINANCING ACTIVITIES - Total (C)	1,374.52	(180.10)
	Changes on account of conversion of balances from functional currency to presentation currency	0.72	3.53
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	17,148.67	(4,165.51)
	CASH AND CASH EQUIVALENTS : OPENING BALANCE	5,166.71	9,332.22
	CLOSING CASH AND CASH EQUIVALENTS : CLOSING BALANCE	22,315.38	5,166.71
	* Includes Rs.21,327.11 crores (March 2023: Rs.4,053.13 crores) pertaining to Settlement obligations and margin money from members		
	NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENT	17,148.67	(4,165.51)

Notes to Cash Flow Statement :

1. Cash and Cash equivalent represent bank balances and balances in fixed deposit accounts.
2. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind-AS 7 on Statement of Cash Flow notified under Companies (Indian Accounting Standards) Rules, 2015
3. The above Cash Flow excludes cash flow pertaining to Core SGF.
4. Previous period/year's figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification / disclosure.



Notes:

- 1 The above audited consolidated financial results for the quarter and year ended March 31, 2024 have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meetings held on April 30, 2024.
- 2 The audited consolidated financial results represent the results of Business Operations of NSE Clearing Limited (Holding Company) and its subsidiary company NSE IFSC Clearing Corporation Limited (wholly owned Subsidiary Company).
- 3 The Board of Directors have recommended a dividend of 2% (Rs. 0.20/- per equity shares of Rs.10/- each).
- 4 a) Securities and Exchange Board of India, vide circular CIR/MDR/DRMNP/25/2014 dated August 27, 2014, inter alia, has issued norms related to the computation and Minimum Required Contribution (MRC) to the Core Settlement Guarantee Fund by the Clearing Corporation (minimum 50%), Stock Exchange (minimum 25%) and members (maximum 25%). Further SEBI vide circular CIR/CFD/FAC/62/2016 dated May 05, 2016 advised Stock Exchange to transfer 25% of its annual profits to Core SGF. Accordingly, total Core SGF of the Holding Company as on March 31, 2024 is Rs. 8,818.99 crores (as on March 31, 2023: Rs.4,797.23 crores).

Details of Core SGF as on March 31, 2024 is as follows:

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
NSE Clearing Ltd's contribution(NCL)	174.00	1,212.00	122.00	3.00	8.50	5.00	1,400.00	2,924.50
National Stock exchange of India Ltd 's (NSE) Contribution	87.00	606.00	48.00	1.00	8.50	2.50	1,861.72	2,614.72
Contribution by NSE on behalf of Member	87.00	606.00	61.00	-	-	2.50	-	756.50
BSE Limited 's Contribution	7.56	14.64	16.32	-	-	-	-	38.52
Metropolitan Stock Exchange of India 's Contribution	0.00	-	2.93	-	-	-	-	2.93
Penalty	333.28	1,406.00	56.64	-	-	0.32	-	1,796.24
Income on Investments	90.55	489.46	42.36	1.09	6.72	3.13	51.27	684.58
Others	1.00	-	-	-	-	-	-	1.00
Total	780.40	4,334.09	349.25	5.09	23.72	13.45	3,312.99	8,818.99

- * NCL's own contribution to Core SGF appropriated out of profits for the quarter ended March 2024 Rs. 1,400 crores, quarter ended December 2023 NIL and for quarter ended March 2023 Rs. 210.35 crores, for the year ended March 2024 Rs. 1,441 crores and year ended March 2023 Rs. 267.89 crores.
 - * During the year ended March 31, 2024, the Company has contributed Rs. 41 crores to Core Settlement Guarantee Fund (Core SGF) based on minimum required corpus (MRC). Further, with the objective to augment the Core SGF as desired by SEBI, the Company has also made additional contribution of Rs.1,400 crores to Core SGF. The said contribution to Core SGF aggregating to Rs.1,441 crores has been appropriated from balance in retained earnings.
 - b)As per Regulation 31 of International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 notified on 12th April 2021, a recognised clearing corporation shall establish and maintain a Settlement Guarantee Fund to guarantee the settlement of trades executed in the stock exchanges in International Financial Service Centre (IFSC) and the fund shall have a corpus equivalent to at least the minimum required corpus as arrived at from the monthly stress test value or USD 1 million, whichever is higher.
- Total Core SGF of Subsidiary NSE IFSC Clearing Corporation (NICCL) as on March 31, 2024 is Rs.38.25 crores (as on March 31, 2023: Rs. 11.91 Crores) comprising of Rs.36.89 crores (as on March 31, 2023: Rs. 11.59 crores) contributed by NICCL by appropriating reserves / profits and Fines & penalties collected by NICCL amounting to Rs.0.08 crores (as on March 31, 2023: Rs.0.05 crores) & an amount of Rs.1.29 crores (as on March 31, 2023 Rs. 0.27 crores) being Income from investments of Core SGF funds have been credited to Core SGF.
- c) The Holding Company had received approval from SEBI to start clearing & settlement activities in Commodity Derivatives and commenced operations w.e.f. October 12, 2018. As required by SEBI an amount of Rs.250 crores had been earmarked towards a separate fund to augment Settlement Guarantee Fund for Commodity Derivatives by way of appropriation from General Reserves and the Holding Company had also earmarked investments amounting to Rs. 250 crores towards the same. During the year ended March 31, 2024, based on approval received from SEBI vide its letter dated January 31, 2024 the same has been de-earmarked and General Reserve has been reinstated by Rs.250 crores.
 - d) During the year ended March 2024, an amount of Rs.1,901.25 crores has been received from NSE to further augment the Core SGF out of which an amount of Rs. 40.28 crores has been utilised towards Core SGF requirement of NCL/ICCL. The balance amount of Rs. 1,860.97 crores has been included under 'Other' above.
- 5 Total bank guarantee provided by Holding Company in favour of ICCL towards Inter CCP collateral under interoperability framework as prescribed by SEBI as on March 31, 2024 Rs.8,000 crores (March 31, 2023 Rs.4,000 crores and December 31, 2023 Rs. 8,000 crores).
 - 6 On February 24, 2021 the Storage Area Network (SAN) system of the Holding Company was impacted due to certain issues in the links with telecom service providers, resulting in the primary SAN becoming inaccessible to the host servers. This also resulted in the risk management system and clearing and settlement system of the Company and other systems such as index and surveillance systems of National Stock Exchange of India (NSE) becoming unavailable leading to a decision to halt the Trading at NSE. The Holding Company had submitted a root cause analysis of the incident to SEBI. SEBI vide its letter dated July 2, 2021 directed the Holding Company to pay financial disincentive of Rs. 0.25 crores for not restoring its operations within the Recovery Time Objective (RTO). The Holding Company paid the same on July 14, 2021. Further, in this regard, SEBI had issued a show cause notice on August 11, 2021 to the Holding Company and an employee alleging non-compliance with certain paragraphs of SEBI circular dated October 8, 2015, September 13, 2017, March 26, 2019 and Regulation 12(6) read with Regulation 7(4)(g) of SECC Regulation 2018 for which detail response is filed. In this regard, the Holding Company has taken necessary remedial actions and also filed consent application with SEBI on September 03, 2021, against this, preliminary hearing on maintainability of the said consent application had taken place and the Holding Company had also filed revised settlement terms on March 19, 2023. SEBI accepted the revised terms for settlement of the same on payment of Rs.22.88 crores. The Holding Company paid the settlement amount of Rs.22.88 crores in June 2023 and SEBI disposed of the proceedings of the show cause vide settlement order dated June 20, 2023. The same is disclosed as exceptional item in the financial results for the year ended March 31, 2024.
 - 7 During the year ended March 31, 2024, the provisions of SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/84 dated June 8, 2023 pertaining to upstreaming of client funds to Clearing Corporations came into effect, resulting in increase in Margin money from members with the company and increase in other operating revenue.
 - 8 During the quarter ended December 31, 2023, SEBI issued a show cause notice to the Holding Company alleging non-compliance with certain regulations of SECC 2018 and certain paragraphs of SEBI circular dated November 27, 2018 regarding Inter-CCP collateral under interoperability among clearing corporation framework. In this regard, the Holding Company has taken necessary remedial actions, filed detailed response and consent application with SEBI. On March 19, 2024, revised settlement terms were also filed with SEBI. The Holding Company is of the view that pending conclusion of this matter with SEBI, a reliable estimate of any obligations in respect of this matter cannot be presently made and therefore no provision / adjustment to this effect has been made in the financial results as of and for the quarter and year ended March 31, 2024.
 - 9 The Holding Company in its Letter of Offer dated March 18, 2024 offered 140,00,00,000 equity shares by way of Rights issue at a face value of Rs 10 each and at a price of Rs 10 per equity share. The issue opened on March 22, 2024. The Holding Company allotted 140,00,00,000 equity shares on March 27, 2024 on the basis of allotment approved by the Board of Directors aggregating to Rs. 1,400 crores. The proceeds of the said Right issue have been fully utilised towards contribution to Core Settlement Guarantee Fund as per terms of the letter of offer for rights issue. Pursuant to the allotment of equity shares on rights basis, basic and diluted earnings per share have been adjusted for all the periods presented retrospectively for the bonus element in respect of rights issue in accordance with Ind AS 33. For the purpose of calculation of bonus element in respect of rights issue the Book Value as on March 26, 2024 has been considered as Fair Value.
 - 10 Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Holding Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the Holding Company. The Group operates only in one Business Segment i.e. facilitating Clearing & Settlement in securities and the activities incidental thereto, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".
 - 11 In respect of NSE IFSC CC Limited, during the FY 2020-21, National Stock Exchange (NSE) and Singapore Stock Exchange (SGX) had entered into a collaboration agreement to cement the key terms for operationalising the NSE IFSC-SGX Connect which will bring together international and Gujarat International Finance Tec City (GIFT) participants to create a bigger liquidity pool for Nifty Products in Gift City and to develop the infrastructure for the connect and ensure member readiness prior to its implementation. Further the Company on March 28, 2022 has entered into an operational agreement with SGX India Connect IFSC Private Limited, Singapore Exchange Derivatives Clearing Limited (SGX DC) and NSE IFSC Limited to operationalise the NSE IFSC-SGX Connect. As per this operational agreement, Company is required to provide collateral to SGX-DC for the due performance by the Company of its clearing obligations in respect of the trades placed by SGX-SPV on NSE IFSC. For this Company has availed Bank Guarantee facility from Standard Chartered Bank to the tune of USD 50 million Rs. 416.87 crores upto March 31, 2024. NSE IFSC-SGX Connect has been launched on July 29, 2022. Further SGX has informed its members on April 17, 2023 that full-scale operation of the NSE IFSC-SGX Connect ("Connect") with the transition of SGX Nifty derivatives to NSE IFSC all US dollar denominated Nifty derivatives contracts started exclusively trading on NSE IFSC w.e.f. July 03, 2023.
 - 12 The Subsidiary Company received Show Cause Notice (SCN) on 21.10.2022 for non-achievement of positive Net Foreign Exchange (NFE) during the first block of five years as one on the condition for Letter of Approval (LOA) issued by SEZ Authority. The Development Commissioner after considering the Company's submissions and personal hearing, passed an order dated 22.05.2023 levying a nominal penalty of Rs.10,000/- SEZ (Second Amendment) Rules, 2023 dated 27.04.2023 has now exempted entities in IFSC from applicability of provisions of positive NFE and the Development Commissioner has taken cognizance of the same while passing the said order. Based, on the above facts and circumstances and in view of expiring of LOA on June 01, 2023, the Company has made a payment of Rs. 10,000/- towards penalty and filed an appeal with the office of Director General of Foreign Trade (New Delhi) on May 27, 2023. The same was intimated to the Sr. Development Commissioner on May 29, 2023. Basis the intimation about the appeal against the order, the SEZ authority has extended LOA for continued operation under the SEZ-scheme for a period of four years till June 01, 2027.
 - 13 The figures for quarter ended March 31, 2024 and March 31, 2023 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the respective financial years which were subjected to review by Statutory Auditors.
 - 14 Figures for previous period / year's are regrouped, reclassified and rearranged wherever necessary.

Place : Mumbai
Date : April 30, 2024

For and on behalf of Board of Directors
NSE CLEARING LIMITED

MANAM KOTHARI
Managing Director
[DIN :07898773]

