

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, 2024

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* (in months)	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	18	04/08/1956	3	3	3	2
Mr.	Gopalkrishna Hegde	09515748	Public Interest Director Independent - Non-Executive	17/06/2022	-	16/06/2025	28	01/05/1954	1	1	2	-

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* (in months)	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.	Jayant Haritsa	09524601	Public Interest Director Independent - Non-Executive	17/06/2022	-	16/06/2025	28	10/03/1964	1	1	2	1
Mrs.	Priti Savla	00662996	Public Interest Director – Independent - Non-Executive	05/04/2023	-	04/04/2026	18	13/09/1977	4	4	6	3
Mr.	Golaka Nath	09750678	Public Interest Director - Independent - Non-Executive	17/11/2022	-	16/11/2025	23	15/03/1960	1	1	-	-

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* (in months)	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.	Ian Desouza	10721685	Non-Independent Director - Non-Executive	26/09/2024	-	Upto 30 th Annual General Meeting	NA	28/05/1970	1	-	2	-
Mr.	Piyush Chourasia	07130931	Non-Independent Director - Non-Executive	26/09/2024	-	Upto 30 th Annual General Meeting	NA	23/07/1984	1	-	-	-
Mr.	Yatrik Vin	07662795	Non-Independent Director - Non-Executive	27/09/2021	-	22/08/2024 i.e. upto 29 th Annual General Meeting	NA	15/08/1966	Not Applicable			

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* (in months)	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.	Vikram Kothari	07898773	Managing Director & CEO - Executive	07/11/2017	07/11/2020 07/11/2023	06/11/2027	NA	12/10/1970	1	-	1	-

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)	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	Sept. 15, 2022 April 11, 2023 June 23, 2022 April 11, 2023	- - - -
3. Risk Management Committee	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 Professional	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&CEO) 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

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 15, 2024	July 16, 2024	Yes	7	5	77 days
April 30, 2024	August 02, 2024	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					
August 02, 2024	Yes	4	4	April 30, 2024	94 days
Nomination & Remuneration Committee					
August 02, 2024	Yes	4	4	April 15, 2024	98 days
September 13, 2024	Yes	4	4	April 26, 2024	
Risk Management Committee#					
July 01, 2024	Yes	4	4	April 26, 2024	66 days
August 01, 2024	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					
# Risk Management Committee comprises of 4 PID's (Independent Directors) and one Independent External Professional 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 <ol style="list-style-type: none"> 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, 2024, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended September 30, 2024 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 & CEO	Hardik Parikh Chief Financial Officer	Ravin Tank Company Secretary

Date: October 17, 2024

***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*

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
<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> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		

Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year

Half year ending – September 30, 2024

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	Nil	Nil	
Promoter Group or any other entity controlled by them	Nil	Nil	
Directors (including relatives) or any other entity controlled by them	Nil	Nil	
KMPs or any other entity controlled by them	Nil	Nil	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, inconnection 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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

(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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

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.

Name & Designation

Hardik Parikh
 CFO

Date: **October 17, 2024**

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.

Cyber Security Incident 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 for the quarter ended September 30, 2024	
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.	