

NSE Clearing Limited



30th

Thirtieth Annual Report
2024-25

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Non - Independent, Executive



Mr. Vikram Kothari
(Managing Director & CEO)

S

Non - Independent Director, Non - Executive



Mr. Ian Desouza

A C



Mr. Piyush Chourasia

R

Public Interest Director, Non - Executive



Mr. Abhaya Hota
(Chairperson)

R N A



Mr. Gopalkrishna Hegde

N A C S



Mrs. Priti Savla

A C R S



Dr. Golaka Nath

C N R



Mr. Jayant Haritsa

S A R N

Board Committees

● - Chairperson ● - Member

- A - Audit Committee
- C - Corporate Social Responsibility Committee
- N - Nomination & Remuneration Committee
- R - Risk Management Committee
- S - Stakeholder Relationship Committee

Total No. of
Board Members



Average Age (years)



Board Independence (%)



BRIEF PROFILE OF THE DIRECTORS

Mr. Abhaya Hota
Chairperson, PID

Mr. Abhaya Hota is well known in banking and financial services for his contribution in Payment and Settlement System as Head of Payment Systems Department in Reserve Bank of India (2005-2008) and thereafter as the Managing Director & CEO of National Payments Corporation of India (2009-2017). He combines the experience of a regulator & operator in payments systems space and has dedicated major part of his career towards technology, clearing and settlement systems.

Dr. Golaka Nath
PID

Dr. Golaka Nath comes with an extensive work expertise in financial product markets covering Debt, Equity, Forex & Derivatives, Data Analytics, Financial Benchmarks developments, Information Technology, application of Technology in business, specific Software skill, proven at both a strategic and operational level. He is presently working as Professor & Dean, School of Economics at XIM University.

Mr. G S Hegde
PID

Mr. G S Hegde has a wide experience in handling litigation, providing legal advice, negotiating contracts and vetting documents. After completing LL.M from Columbia University, New York, he served as an in-house lawyer at the Reserve Bank of India for over 30 years. During his period there, he was closely associated with the legal services related to the Payment and Settlement Systems and Government Securities. He currently works as a consultant at Amarchand Mangaldas and Co., law firm.

Mr. Jayant Haritsa
PID

Mr. Jayant Haritsa is an alumnus of IIT Madras, he holds a PhD in Computer Science from University of Wisconsin – Madison. He has worked for over 30 years at the Indian Institute of Science, Bangalore and currently is a professor in Department of Computational & Data Sciences and Department of Computer Science & Automation. He is involved in the research and teaching in database system. He specializes in the field of technology research.

Mrs. Priti Savla
PID

Mrs. Priti Savla has an exposure over 20 years in areas of audit, strategic planning, business advisory, process set up, risk mitigation & finance. She was a panel member in SEBI - Committee for review of Takeover Regulations. She is also a Central Council Member of the Institute of Chartered Accountants of India. She is currently a partner at KPB & Associates, Chartered Accountants.

Mr. Ian Desouza
NID

Mr. Ian Desouza is Chief Financial Officer at the National Stock Exchange of India Limited. He carries over 26 years of experience in the Banking & BFSI domain with experience in strategy, cost optimization, profitability / productivity enhancement, financial controllership & implementation of internal control frameworks. Mr. Ian Desouza is a Chartered Accountant, ICWA and holds degree of Master of Management Studies (Finance) from Mumbai University.

Mr. Piyush
Chourasia
NID

Mr. Piyush Chourasia is the Chief Regulatory Officer - Member Compliance, Surveillance, Member Inspection & Investigation at the National Stock Exchange of India Limited. He has extensive experience and knowledge in capital markets and exchange sector with expertise in Risk, Policy, Strategy, Product Development, Operations, Systems & Processes and Compliance. He is part of multiple Committees and Working groups at Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI). He has also contributed to various Government Committees and reports on financial markets, as well as to various IOSCO, WFE and CCP12 Committees and Working Groups. Mr. Piyush Chourasia is a postgraduate from IIM, Ahmedabad and is also a B. Tech graduate (Electrical & Electronics), from NIT Nagpur.

Mr. Vikram Kothari
MD & CEO

Mr. Vikram Kothari is a Chartered Accountant & Cost Accountant. He has been appointed as the Managing Director of the NSE Clearing Limited since 2017. He comes with a wide range of knowledge and experience in the field of Capital Markets. In his career, he has headed major critical operations like Trade Operations, Clearing & Settlement & Risk Management. He has served various organisations in formulating strategies, driving sales, client management, client delivery and compliance. During his career Mr. Kothari was associated with Companies like The Hong Kong And Shanghai Banking Corporation Limited (HSBC Ltd), ICICI Bank Limited and JP MORGAN Chase Bank.

MANAGEMENT TEAM

Ms. Rana Usman	: Clearing & Settlement
Mr. Huzefa Mahuvawala	: Risk Management
Mr. Uppili Krishnan Srinivasan	: Technology - Applications & Development
Ms. Hima Bindu Vakkalanka	: Operations Risk & Strategic Projects
Mr. Aniket Bhanu	: Research & Policy
Mr. Amit Pujara	: Regulatory & Compliance
Mr. Pradeep Mukilmaridur	: Legal
Mr. Nilesh Tinaikar	: Business Solution Group
Mr. Thomas Cherian	: Technology - Operations
Ms. Irsha Kale	: Human Resource
Mr. Vijayakumar Chandrasekaran	: Cyber & Information Security

CHIEF FINANCIAL OFFICER

Mr. Hardik Parikh

COMPANY SECRETARY

Mr. Ravin Tank

STATUTORY AUDITORS

M/s. Khandelwal Jain & Co.

Chartered Accountants

12-B, Baldota Bhavan, 5th Floor, Maharshi Karve Road,
Churchgate, Mumbai - 400 020

SECRETARIAL AUDITORS

M/s. Mehta and Mehta

Company Secretaries

201-206, Shiv Smriti, 2nd Floor, 49A, Dr. Annie Besant Road,
Above Corporation Bank, Worli, Mumbai - 400 018

REGISTERED OFFICE

"Exchange Plaza"

Plot No. C-1, Block 'G', Bandra Kurla Complex
Bandra (East), Mumbai - 400 051

REGISTRAR & TRANSFER AGENTS

MUFG Intime India Private Limited

(Formerly known as Link Intime India Private Limited)

C-101, 247 Park, L.B.S Marg,
Vikhroli (West), Mumbai - 400 083

BOARD'S REPORT

To,
The Shareholders,

Your Directors' have pleasure in presenting this Thirtieth Annual Report of NSE Clearing Limited (referred herein as the 'NCL' or 'NSE Clearing' or 'the Company') along with the Audited Financial Statements for the financial year (F.Y.) ended March 31, 2025.

1 STATE OF COMPANY'S AFFAIRS - OPERATIONS

1.1 Capital Market (CM) Segment

During the period F.Y. 2024-25, NSE Clearing completed 249 normal settlements in de-materialised mode. The average daily value of securities settlement was ₹ 30,011.94 crores in F.Y. 2024-25 compared to ₹ 22,374.13 crores in F.Y. 2023-24. The average daily funds settlement was ₹ 7,144.22 crores in F.Y. 2024-25 compared to ₹ 5,297.39 crores in F.Y. 2023-24. The average number of shares deliverable was about 10,642 lakhs in F.Y. 2024-25 compared to 9,530 lakhs in F.Y. 2023-24. Short deliveries per settlement averaged around 0.09% in F.Y. 2024-25 as compared to 0.12% in F.Y. 2023-24.

Table No. 1:

	F.Y. 2024-25	F.Y. 2023-24
Average daily value of securities pay-in (₹ in crores)	30,011.94	22,374.13
Average daily funds pay-in (₹ in crores)	7,144.22	5,297.39
Average daily quantity deliverable (in lakhs)	10,642	9,530
Average daily short delivery quantity	0.09%	0.12%
% of Delivery to cleared quantity	22.60%	20.80%
% of Delivery to cleared value	24.68%	25.31%
Highest clearing turnover value (₹ in crores)	2,93,827.36	1,91,602.48
Highest deliverable value (₹ in crores)	67,658.46	69,476.54

The highest clearing turnover value of ₹ 2,93,827.36 crores was on June 04, 2024. Highest deliverable value of ₹ 67,658.46 crores was observed on September 02, 2024. The percentage of number of shares deliverable to number of shares cleared increased to 22.60% in F.Y. 2024-25 from 20.80% in F.Y. 2023-24. The percentage of value of shares deliverable to value of shares cleared decreased to 24.68% in F.Y. 2024-25 from 25.31% in F.Y. 2023-24.

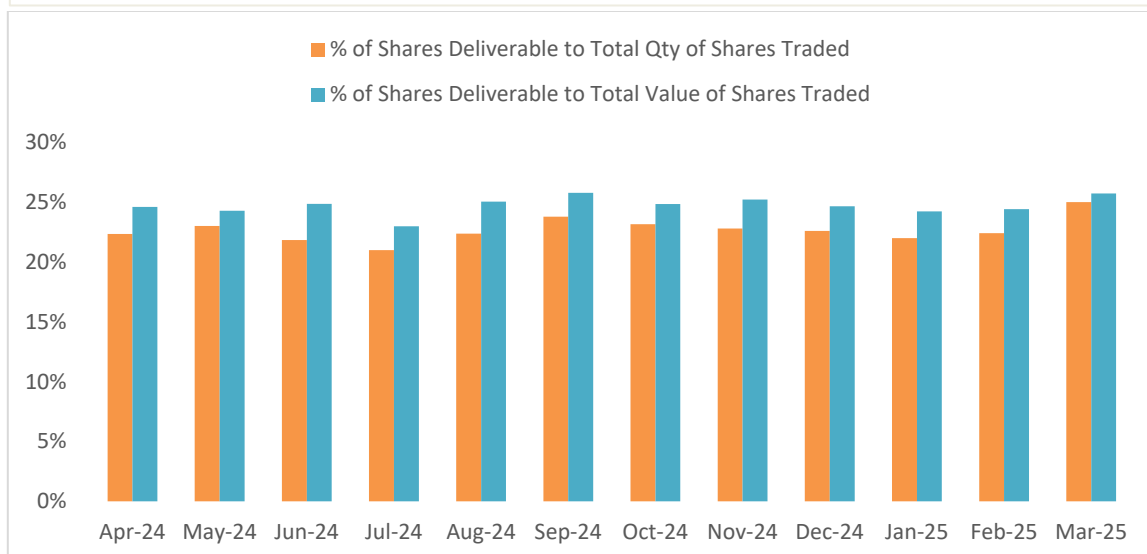
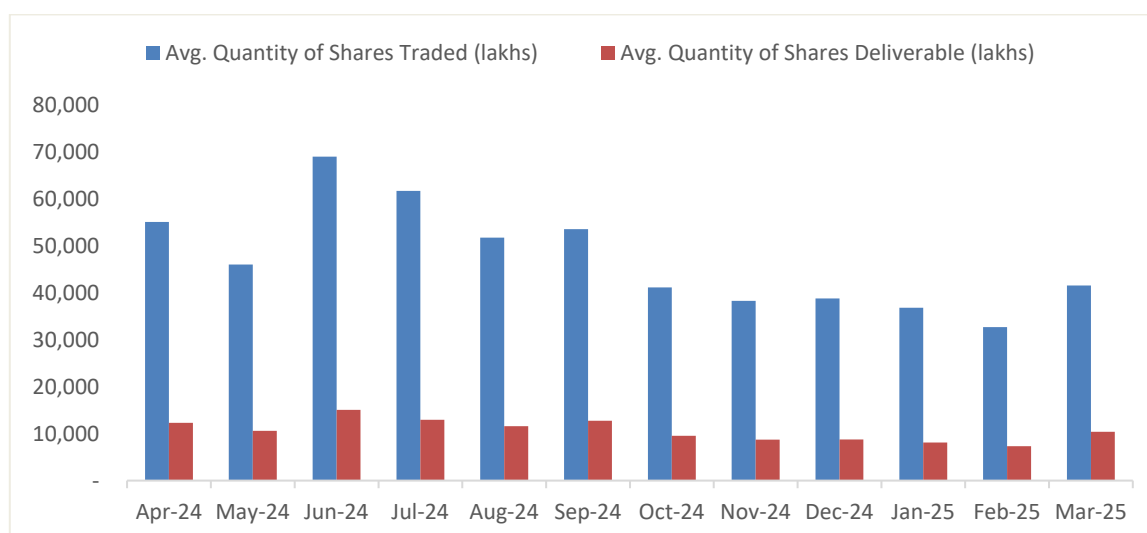
The Core Settlement Guarantee Fund for CM Segment stood at ₹ 467.40 crores as of March 2025.

The details of month wise average daily clearing turnover and settlements carried out by NSE Clearing are presented in the table no. 2 and chart below.

Table No. 2:

Month	Quantity of Shares Cleared (in lakh)	Quantity of Shares Deliverable (in lakhs)	% of Shares Deliverable to Total Shares Cleared	Value of Shares Cleared (₹ in crores)	Value of Shares Deliverable (₹ in crores)	% of Delivery to Value of Shares Cleared	% of Short Delivery	Funds-Pay In (₹ in crores)	No. of settlements
Apr-24	55,074.49	12,304.16	22.34	1,14,272.65	28,119.03	24.61	0.05	6,598.43	20
May-24	46,010.12	10,591.80	23.02	1,15,628.76	28,084.84	24.29	0.15	5,921.02	22
Jun-24	68,953.10	15,059.25	21.84	1,70,266.70	42,322.61	24.86	0.10	11,325.07	19
Jul-24	61,684.12	12,953.94	21.00	1,50,986.92	34,706.85	22.99	0.14	7,129.76	22
Aug-24	51,734.68	11,577.07	22.38	1,31,535.60	32,941.75	25.04	0.10	7,829.51	21
Sep-24	53,520.78	12,730.88	23.79	1,36,425.30	35,181.82	25.79	0.10	8,563.75	21
Oct-24	41,121.12	9,522.11	23.16	1,14,610.75	28,471.04	24.84	0.09	7,297.33	22
Nov-24	38,249.11	8,719.36	22.80	1,08,087.52	27,261.97	25.22	0.10	7,067.70	19
Dec-24	38,773.76	8,764.20	22.60	1,12,314.78	27,696.81	24.66	0.06	5,380.86	21
Jan-25	36,792.30	8,094.76	22.00	1,02,571.32	24,857.18	24.23	0.08	6,090.99	23
Feb-25	32,676.72	7,325.54	22.42	95,281.21	23,268.26	24.42	0.04	5,617.06	20
Mar-25	41,539.37	10,386.83	25.00	1,08,716.83	27,968.33	25.73	0.05	7,375.28	19

Note: Data for Normal Settlements across all exchanges & volumes on single side



1.2 F&O Segment

The Average daily clearing turnover in F.Y. 2024-25 increased by 30.34% to ₹ 2,46,386.41 crores from ₹ 1,89,036.50 crores in F.Y. 2023-24. The average daily funds pay-in increased by 87.81% to ₹ 2,342.40 crores in F.Y. 2024-25 from ₹1,247.19 crores in F.Y. 2023-24. The highest clearing turnover was ₹ 6,79,150.26 crores witnessed on June 04, 2024. The highest funds pay-in was ₹ 19,864.22 crores witnessed on June 05, 2024.

Table No. 3: (₹ in crores)

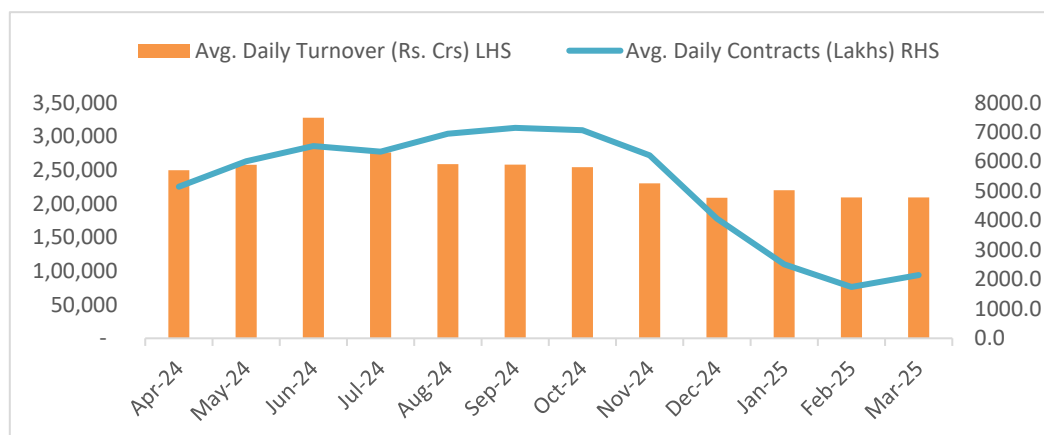
	F.Y. 2024-25	F.Y. 2023-24
Average daily clearing turnover	2,46,386.41	1,89,036.50
Average daily Funds Pay-in	2,342.40	1,247.19
Highest clearing turnover	6,79,150.26	4,99,881.12
Highest funds Pay-in	19,864.22	6,991.84

The Month-wise details of average daily clearing turnover and settlement values during the financial year April 01, 2024 to March 31, 2025, are tabulated below:

Table No. 4:

Month	Average Daily Number of Contracts Cleared (in lakhs)	Average Daily Clearing Turnover (₹ in crores)	Average Daily Funds Pay-in (₹ in crores)
Apr-24	5,143.60	2,49,508.31	1,610.39
May-24	6,008.31	2,57,590.03	2,043.41
Jun-24	6,524.00	3,27,398.11	3,466.85
Jul-24	6,331.63	2,75,820.11	1,824.98
Aug-24	6,942.65	2,58,443.66	2,361.99
Sep-24	7,140.85	2,57,819.37	1,995.09
Oct-24	7,063.81	2,54,117.37	2,694.33
Nov-24	6,210.26	2,30,149.36	2,714.28
Dec-24	4,064.47	2,08,716.53	1,881.09
Jan-25	2,510.62	2,19,887.46	2,970.75
Feb-25	1,742.14	2,09,190.19	2,454.29
Mar-25	2,144.62	2,09,224.04	2,148.12

Note: Clearing turnover and contracts are across all exchanges on single side.



The Core Settlement Guarantee Fund for F&O Segment stood at ₹ 11,192.62 crores as of March 2025.

1.3 Settlement - Currency Derivatives (CD) Segment

The F.Y. 2024-25 witnessed a decrease of 87.85% in the average daily clearing turnover to ₹ 3,620.74 crores from ₹ 29,796.85 crores. The highest clearing turnover value during this period was ₹ 26,765.24 crores witnessed on April 02, 2024, with total of 96.51 contracts being cleared. The highest funds pay-in was ₹ 175.61 crores witnessed on January 14, 2025.

Table No. 5:

(₹ in crores)

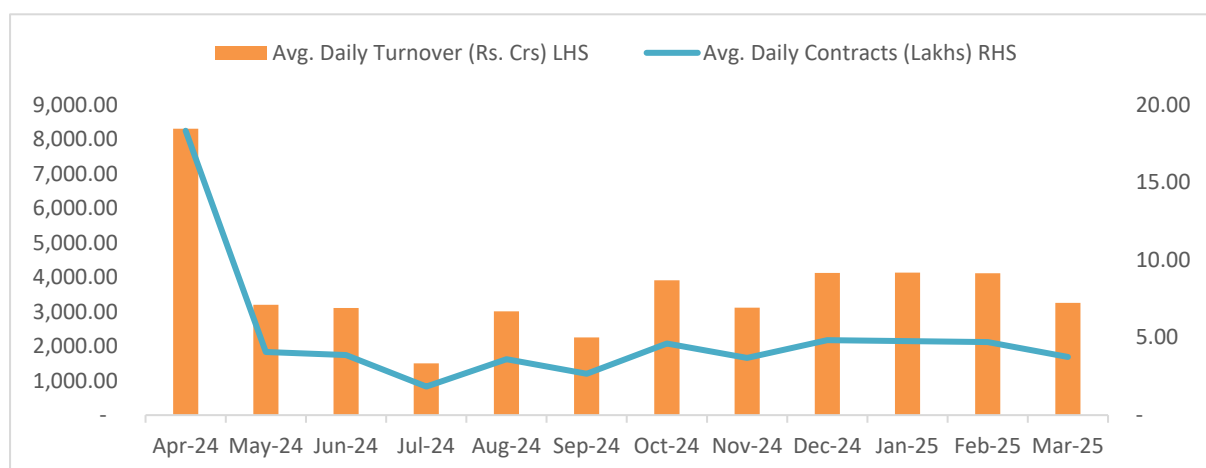
	F.Y. 2024-25	F.Y. 2023-24
Average daily clearing turnover	3,620.74	29,796.85
Average daily Funds Pay-in	20.05	34.17
Highest Clearing turnover	26,765.24	96,620.51
Highest Funds Pay-in	175.61	147.11

The details of average daily clearing turnover and month-wise settlement values during the financial year April 01, 2024, to March 31, 2025, are tabulated below:

Table No. 6:

Month	Average Daily No. of Contracts Cleared (in lakhs)	Average Daily Clearing Turnover (₹ in crores)	Average Daily Funds Pay-in (₹ in crores)
Apr-24	18.32	8,304.83	23.65
May-24	4.07	3,200.12	15.65
Jun-24	3.87	3,104.79	27.00
Jul-24	1.84	1,501.61	7.00
Aug-24	3.60	3,006.72	11.88
Sep-24	2.67	2,251.05	10.24
Oct-24	4.62	3,906.49	8.01
Nov-24	3.69	3,115.62	17.03
Dec-24	4.83	4,120.37	28.78
Jan-25	4.77	4,131.59	30.64
Feb-25	4.70	4,111.48	40.94
Mar-25	3.75	3,254.76	23.50

Note: Clearing turnover and contracts are across all exchanges on single side



The Core Settlement Guarantee Fund for CD Segment stood at ₹ 375.21 crores as of March 2025.

1.4 Securities Lending and Borrowing Market

NSE Clearing is an Approved Intermediary (AI) with SEBI. In F.Y. 2024-25, the average daily value clearing turnover increased by 34.21% to ₹ 208.29 crores from ₹ 155.20 crores as compared to the previous F.Y. 2023-24. During F.Y. 2024-25, securities cleared in SLBS increased from 502 in previous F.Y. 2023-24 to 689.

1.5 Debt Market

1.5.1 Over the Counter

The average daily settlement value at NSE Clearing for OTC trades cleared in Corporate Bonds, Certificate of Deposits and Commercial Papers during the F.Y. 2024-25 stands at ₹ 6,032 crores, ₹ 6,503 crores and ₹ 3,699 crores, respectively. The highest settlement value, during this period, of ₹ 39,768.88 crores (across all debt instruments) was recorded on trade date March 11, 2025.

The month-wise average daily settlement statistics for debt instruments are as under:

Table No. 7:

(₹ in crores)

Month	Corporate Bonds	Commercial Papers	Certificate of Deposits	State Development Loans	Government Securities	Total
Apr-24	4,551.62	4,824.79	2,494.38	30.73	5.02	11,906.53
May-24	5,382.05	5,994.56	3,898.96	16.34	4.25	15,296.16
Jun-24	5,157.45	4,789.35	3,293.99	25.45	7.47	13,273.71
Jul-24	5,467.33	3,622.01	2,662.55	69.28	7.07	11,828.23
Aug-24	5,917.04	5,083.75	3,857.87	20.11	4.13	14,882.91
Sep-24	6,415.63	5,802.10	4,025.91	20.55	9.62	16,273.81
Oct-24	5,904.52	6,373.35	3,051.88	35.16	8.16	15,373.07
Nov-24	5,124.60	5,459.64	3,812.61	35.70	2.70	14,435.26
Dec-24	5,725.67	9,983.70	4,528.92	69.20	2.48	20,309.97
Jan-25	5,111.34	6,998.26	2,419.15	55.80	2.24	14,586.81
Feb-25	7,298.59	8,840.18	5,000.12	9.70	6.55	21,155.14
Mar-25	10,631.31	10,466.09	5,756.65	40.13	4.90	26,899.08

During F.Y. 2024-25, NSE Clearing settled 161 repo trades on corporate bonds valuing ₹ 11,856.91 crores as compared to 770 repo trades valuing ₹ 69,422.5 crores settled in the previous F.Y. 2023-24.

1.5.2 Exchange Traded

During F.Y. 2024-25 average daily corporate bonds traded on exchange traded platform (CM Segment) was ₹ 30.35 crores.

1.6 Mutual Fund Service System (MFSS)

As on March 31, 2025, 45 mutual fund houses were enabled under the MFSS. During F.Y. 2024-25 the average daily subscription, redemption and switch-in/out was ₹ 54.44 crores, ₹ 89.56 crores and ₹ 15.31 crores, respectively.

1.7 Risk Management

1.7.1 Capital Market & Securities Lending & Borrowing segments

NSE Clearing has placed utmost focus on risk management by putting in place an On-line Position monitoring system which has successfully and efficaciously addressed the market risks. Margins are computed on an on-line real time basis at client level. The Value at Risk (VaR) Margins are applied which is statistically arrived at covering 99% value at risk.

1.7.2 Futures & Options, Currency and Commodity Derivatives segments

NSE Clearing has in place many risk management measures including monitoring of exposure on a real time basis through the system called PRISM (Parallel Risk Management System) and also end of day monitoring of client level exposures.

The most critical component of PRISM is the online real time client level portfolio-based margining and monitoring system. The robustness of the system is time tested and has proved its efficient handling of volatile situations effectively, on numerous occasions in the past and especially on highly volatile days in the year. The actual margining and position monitoring is done on-line, on an intra-day basis. NSE Clearing uses the SPAN (Standard Portfolio Analysis of Risk) system for the purpose of margining, which is a portfolio-based system.

SPAN is a registered trademark of the Chicago Mercantile Exchange, used herein under License. The objective of SPAN is to identify overall risk in a portfolio of futures and options contracts for each member. The system treats futures and options contracts uniformly, while at the same time recognising the unique exposures associated with options portfolios like extremely deep out-of-money short positions and inter-month risk. SPAN is used to determine the largest loss that a portfolio might reasonably be expected to suffer from one day to the next day. The parameters used in the computation of margins are revised six times a day.

1.8 New Initiatives and Developments

I. Introduction of custodian participation in T+0 settlement cycle

The beta version of optional T+0 settlement cycle, introduced with effect from March 28, 2024, was enabled only for non-custodian clients. Since February 10, 2025 the same has been extended to allow trades to be executed for custodial clients as well, thereby providing greater market participation in the optional T+0 settlement cycle.

II. API based mechanism for early pay-in of securities

Early pay-in instructions were received by NCL through files from depositories. NCL along with Central Depository Services (India) Limited (CDSL) has implemented Application Programming Interface (API) messages for communication of early pay-in of securities. This has helped in implementing a seamless flow of early pay-in instructions while providing

encrypted communication between the clearing corporation and the depository. Similar API based mechanism for early pay-in of securities between National Securities Depositories Limited (NSDL) and NCL is under testing.

III. API for receiving securities in pledge repledge mechanism

NCL accepts collaterals in form of securities like equity shares, units of mutual fund, corporate bonds, government securities in demat mode through its pledge repledge mechanism. The pledge instructions were received from depositories through files in periodic interval. NCL along with NSDL and CDSL have implemented API which has reduced the processing time for accepting pledged securities and thereby providing timely addition of collateral.

IV. Direct payout of securities to clients' demat accounts

The Market Infrastructure Institutions (MIIs) comprising Exchanges, Clearing Corporations and Depositories successfully implemented the direct payout mechanism for settlement of securities w.e.f. February 2025 under the guidance of SEBI. This enables securities payout to be released directly to the demat accounts of the investors thereby enhancing operational efficiency, transparency and investor protection.

V. Auction for internal shortages

NCL had provided a facility where clearing members could choose to include their internal shortages in the auction conducted by the clearing corporation. With the implementation of direct payout of securities to client demat accounts and as advised by SEBI, any shortages arising due to inter se netting of positions between clients i.e., internal shortages, are now handled through NCL's process of buy-in auction. This has led to operational efficiency and greater accuracy in the identification of internal shortages which was earlier voluntary in nature.

1.9 Other achievements

CRISIL has continued its highest corporate credit rating of 'AAA/Stable' to NSE Clearing Limited. 'AAA/Stable' rating indicates highest degree of strength with regard to honouring debt obligations. NSE Clearing is the first Indian Clearing Corporation to get this rating. The rating reflects NSE Clearing's rigorous risk management controls and adequate settlement guarantee cover.

NSE Clearing has been accorded with this rating for the 17th consecutive year.

1.10 Opportunities and increased coverage

1.10.1 Clearing Members

New Self Clearing Members have been added on Capital Market, F&O & Currency Derivatives segments. Self-Clearing membership was granted to 14 new members in the F&O segment and 15 new members in Capital Market segment. In Currency Derivatives segment, 6 Self Clearing Members have been registered. Clearing membership was granted to 3 new members in F&O segment, 3 in Currency Derivatives Segment and 2 in Capital Market Segment.

Self-Clearing Members also surrendered from Capital Market, F&O & Currency Derivatives segments. 30 such members were surrendered from Capital Market, 14 in F&O segment and 10 in Currency Derivatives segment. Also, 4 Trading cum Clearing Membership surrendered from F&O, 5 in Currency Derivatives segment and 1 in Capital Market Segment.

There were no new addition or removal of Custodian Clearing Members & Professional Clearing Members.

1.10.2 Participants & custodians in SLBM

390 participants, 8 custodian-cum-participants and 5 custodians are registered in SLBM as on March 31, 2025.

1.10.3 Multiple Depositories / Banks

NSE Clearing is electronically connected to both the depositories viz. NSDL and CDSL for securities settlement and 14 clearing banks namely Axis Bank Ltd., Bank of India, Canara Bank, Citibank N.A., HDFC Bank Ltd., Hongkong & Shanghai Banking Corporation Ltd., ICICI Bank, IDBI Bank Ltd., IndusInd Bank Ltd., Kotak Mahindra Bank Ltd., Standard Chartered Bank, State Bank of India, Union Bank of India and JP Morgan Chase Bank for funds settlement.

2 INFORMATION TECHNOLOGY

NSE Clearing successfully delivered many path breaking initiatives across Clearing, Settlement, Risk Management and Collateral functions during F.Y. 2024-25.

- Technology was leveraged effectively to deliver these initiatives by technology architecture revamp, business process re-engineering, technology modernization and process optimizations.
- To achieve the fastest Turn Around Time and error free executions during daily operations, all the processes were automated.
- Automation included data validation as well as process / data sanctity checks along with exception handling to ensure seamless clearing and settlement activities within the shortened settlement cycle.

Key programs during F.Y. 2024-25 across functions are summarized below:

2.1 Clearing & Settlement

▪ Direct payout of securities to client demat accounts

- This regulatory initiative was rolled out to enhance operational efficiency and reduce risks associated with the handling of clients' securities at member end.
- The key highlights of the implementation are as follows:
 - **Mandatory Direct Payout:** It was mandated that securities for payout must be credited directly to the client's demat account, replacing the previous pooled method used by members.

- Mechanism for Unpaid Securities: Clearing Corporations (CCs) implemented mechanisms for Trading Members to identify unpaid securities and funded stocks under margin trading facilities.
- Handling Internal Shortages: In cases of internal shortages among clients, NCL platforms were enhanced for Trading Members and Clearing Members to handle these through auction processes.
- This necessitated critical technical architecture and design modifications in clearing and settlement platforms.
- It also required performance enhancements due to the increased volume handling expectation in the critical securities payout and auction processing areas.
- This initiative was successfully rolled out effective February 25, 2025.
- **Modernization of Clearing, Settlement, Collateral and Offline Risk Management platforms**
 - NSE Clearing has initiated a program to modernize its existing technology platforms to make them future ready.
 - Discovery phase was initiated as a first phase of this modernization journey with focus on finalizing the next generation solution architecture, technology frameworks and technology stack.
 - The same was successfully completed in October 2024.
 - Additionally, it covered the illustrative business use cases with mapping of new technologies and frameworks implementation.
 - After the successful completion of the discovery phase, the modernization program delivery phase was initiated.
- **API based mechanism for Early Pay-in interface between NSE Clearing and Depositories**
 - As a technology modernization initiative, API based early pay-in interface was implemented between NSE Clearing and depositories.
 - This replaced the earlier file based early pay in mechanism with the depositories.
 - It ensured encrypted Early Pay-in data transfer on a real time basis resulting in operational efficiencies.
 - The same is being rolled out in production environment in close coordination with depositories.
- **T+0 settlement CP confirmation CP Trade facility for Securities Under T+0**
 - There was no facility available for CP trade confirmation by custodians in CM segment for securities under T+0 settlement.
 - As a customer service initiative, same was rolled out during the year.
 - Clearing & Settlement platforms associated with T+0 settlement, were rearchitected to introduce this functionality.
 - Downstream processes in both clearing and settlement were also suitably re-designed to manage the same.
 - Production roll out was successfully carried out in September 2024.

- **Business Process Optimization for Cash Market & Futures & Options daily processing**

- In a continuous endeavor to optimize business processes, strategic initiatives were undertaken in critical Cash Market and Futures & Options segments.
- Total 14 business process optimization initiatives were successfully implemented during the year involving solution architecture / design changes.

2.2 Risk Management & Collateral

- **API based mechanism for Pledge / Repledge interface between NSE Clearing and Depositories**

- As a technology modernization initiative, API based Pledge / Repledge interface was implemented between NSE Clearing and depositories.
- This replaced the earlier file-based pledge / Repledge mechanism with the depositories.
- It ensured encrypted pledge / Repledge data transfer on a real time basis resulting in operational efficiencies.
- The same is being rolled out in production environment in close coordination with depositories.

- **Business Process Optimization for Collateral processing**

- In a continuous endeavor to optimize business processes, strategic initiatives were undertaken in the Collateral Processing.
- Collateral Allocation Process optimization initiatives were successfully implemented during the year.
- Auto heal implemented across various processes, so that application heals itself in case of any communication failure.

- **Multi-Mother implementation in Risk Management**

- The existing derivative risk management system had reached its capacity limits due to increased volumes. Therefore, it was necessary to redesign the system to handle current and future volume increases while maintaining high throughput and low latency.
- To achieve this, horizontally scalable architecture has been implemented, enabling load distribution across multiple engine instances.
- The production roll-out was planned in two phases. In the initial phase, the online risk engines were upgraded to the Multi-Mother Version to enable horizontal scaling by distributing the load across multiple engine instances. The primary goal of this phase was to ensure that the latest version is deployed and operational before we proceed with scaling up the environment.
- Multi-Mother Capability in the Online Engine was successfully completed across all production environments in January 2025.
- The subsequent phase focused on scaling up the setup to two Mothers by incorporating an additional instance and the necessary configurations. This would ensure effective load distribution across the available engines by allocating Clearing Members based on trade volumes. The goal being to enhance system efficiency and manage the increased load seamlessly.
- The same is being rolled out in the production environment in close coordination with all stakeholders.

▪ Business Process Optimization & Performance Improvements in Risk & C2N

- In a continuous endeavor to optimize business processes, strategic and performance improvements initiatives were undertaken in critical Cash Market and Futures & Options segments. Some of the key initiatives include,
 - NCMS F&O segment CP trade approvals, Inter CC communication, Trade Capturing & handling of CP trade actions
 - Query optimizations to improve trade downloads in Cash & F&O Segments
 - Optimized Margin Feed aimed at enhancing intraday CM and TM Updates in the Risk and NMASS interface.
 - Ongoing rollout of Trades & Actions downloads using improved API Ver. 2.0 in F&O segment
 - Ongoing phase wise migration of Collateral Interfaces from CIM to NMASS
 - Automation of Inter-CC member shifting processes in Risk Management
- This necessitated critical technical architecture and design modifications to achieve performance enhancements essential to manage the increased volume handling expectation in the critical member facing interfaces.

3 HUMAN CAPITAL

We cultivate a work environment that fosters growth, inclusivity, and innovation, underpinned by mutual respect and shared purpose. We provide a wide range of professional development opportunities, place strong emphasis on health and wellness, and invest in building a diverse and inclusive workplace. Our performance driven culture is designed to align individual aspirations with organizational goals, empowering employees to thrive while contributing meaningfully to NSE Clearing's continued success.

F.Y. 2024-25 Highlights



Key Focus Areas

Culture and Values

At NSE Clearing, our culture is deeply rooted in our core values - **Integrity, Customer-focused culture, Passion for Excellence, Trust, Respect, and Care for the individual.** These principles are not just guiding statements but experiences that shape our day-to-day operations and long-term vision. We hold ourselves to the highest standards of ethics and transparency, ensuring that integrity is at the heart of every decision and action we take. We are driven by a passion for excellence, consistently striving to exceed expectations and set benchmarks. We foster an inclusive and collaborative environment where every individual is respected, valued, and supported in their growth.

Building Talent Continuity @NSE Clearing Across Generations

Our workforce is a vibrant blend of generations - ranging from the seasoned experience of Gen X, Gen Y to the fresh perspectives of Millennials and Gen Z. This unique generational mix brings together a diverse array of skills, values, and insights that contribute to our dynamic work culture and operational excellence. Each generation complements the other, fostering an environment of mutual respect, learning, and innovation. This synergy between generations is one of the pillars of NCL's continued success. While mix of Millennials and Gen Z bring in fresh perspectives, digital fluency, and a strong inclination toward innovation and sustainability, helping us adapt quickly to new technologies and emerging trends, at the same time, our senior professionals contribute with deep domain knowledge, strategic thinking, and years of industry experience that provide us stability and long-term vision. This blend of youthful energy and seasoned wisdom ensures that while we remain rooted in strong fundamentals, we are agile enough to lead in a rapidly transforming financial ecosystem. Together, this intergenerational collaboration drives the resilience, relevance, and growth of NSE Clearing as a trusted institution for the nation.

Diversity, Equity and Inclusion (DEI)

At NSE Clearing, we believe that diversity, equity, and inclusion are essential to building a high-performing, future-ready organization. Women represent a strong one-third of our workforce, contributing meaningfully across departments. These professionals bring deep expertise, leadership, and commitment to roles that are critical to the functioning of our markets.

Health, Safety and Wellbeing

At NSE Clearing, employee health, safety, and well-being form a foundational pillar of our people policy framework. We recognize that a thriving workforce is essential to achieving sustainable success, and we are deeply committed to fostering an environment where our people feel safe, supported, and empowered. Our comprehensive approach to well-being is guided by a robust policy that integrates physical health, mental wellness, workplace safety, and work-life balance. We offer a wide range of initiatives including health check-ups, mental health counseling, wellness programs, comprehensive insurance cover and preventive healthcare awareness drives.

Workplace safety remains a top priority, with protocols designed to minimize risk and ensure preparedness in case of emergencies. Periodic safety drills, compliance audits, and training sessions are conducted to maintain a safe and secure working environment.

We also acknowledge the importance of psychological safety and strive to create a culture of openness, respect, and empathy, where employees feel comfortable sharing concerns and seeking help. Through these initiatives, we aim not just to safeguard the health and safety of our employees but to actively promote their holistic well-being, ensuring they feel valued, energized, and equipped to deliver their best every day.

To support the wellbeing of employees and ease the challenges of commuting during peak hours, we introduced Flexible Working Hours. This has helped us to ensure better management of work-life integration and better autonomy over employees' schedules. As part of its employee wellness program, NSE Clearing offers a range of Value-Added Services designed to support the holistic well-being of its workforce. These include doctor consultation, Employees Assistance Program, OPD claims, and access to an on-site gymnasium facility. In addition, NSE Clearing actively fosters a vibrant and inclusive workplace through various employee engagement initiatives as a part of its Staff Welfare Interventions. The organization's people centric policies promote participation in a variety of activities for employees and their families – from family gatherings and festive celebrations to national events, sports and many more. Together, these initiatives help create a supportive, balanced, and thriving work environment.

Engaging employees through communication

Transparent and timely communication is a cornerstone of our people-first approach. Over the past year, we have further strengthened our internal communication channels to ensure that employees remain informed, engaged, and empowered. A key enabler in this journey has been **HR Bytes**, which has evolved into a trusted and go-to reference for all HR-related announcements, including new policies, policy updates, and important organizational communications.

Rewards & Recognition

To foster a culture of appreciation and celebrate everyday excellence, we revived a dedicated **Rewards and Recognition** platform that empowers employees to acknowledge and appreciate each other's contributions in real time. The program is thoughtfully integrated with Group Company's core values, ensuring that every recognition reinforces the behaviors and principles that define our culture. By making appreciation visible and value-driven, the platform has strengthened employee morale, promoted cross-functional collaboration, and enhanced overall engagement across the organization. In this model employees can receive recognitions from peers, managers, and senior management of NSE Clearing.

We celebrate employee contributions through various recognition initiatives that acknowledge exceptional performance and dedication. Regular recognitions throughout the year highlight outstanding achievements, while special milestones honor long-term commitment and loyalty. These efforts reinforce a culture of appreciation and motivate employees to continue excelling within the organization.

Learning and Development

Talent Development Plan for F.Y. 2024-25 aimed to create a future-ready workforce, fostering innovation and resilience. Our focus has been on empowering employees to become agile, skilled, and inspired leaders in the capital markets through digital learning, immersive experiences, and personalized growth paths.

Anchored in our four strategic pillars: **Building Future-Ready Capabilities, Enhancing Workforce Engagement, Empowering Leaders at Every Level, and Enabling Growth-Focused Retention**, we are dedicated to making learning accessible to all. We strive to ensure that every employee has equitable access to meaningful opportunities for growth, development, and success within an inclusive, secure, and enriching environment. The Following Learning and Development initiatives were undertaken by NSE Clearing Limited:

1. **Upskilling & Reskilling:** NCL's commitment to building a future-ready workforce is anchored in its focused approach to upskilling and reskilling, driven by a systematic **Training Need Identification** process that aligns both organizational priorities and individual aspirations.
2. **Blended Learning Ecosystem:** NCL's talent development approach integrates real-world exposure with formal learning tracks. Employees grow through **on-the-job assignments, peer guidance**, and team-based challenges, complemented by expert sessions and digital modules for **just-in-time** learning. The "Exchange 360" Learning Series, offered in-depth operational insights.
3. **Digital Innovation:** By adopting a **digital-first learning ecosystem**, the organization has unlocked flexible, on-demand access to skill-building resources. The revamped platform's intuitive design and personalized content have driven **99% learner adoption** empowering employees to learn what they need, when they need it.
4. **Self-Driven Development:** NSE Clearing empowers employees to own their growth journey. The **Learning Rewards** initiative celebrates consistent learners, inspiring a culture of self-driven development. Additionally, **Saarathi Mentoring Program** pair newcomers with experienced colleagues, fostering smooth onboarding and organic knowledge exchange across teams.
5. **Leadership Development:** Programs like the *Accelerated Leadership Program*, *Women Leaders Program*, and *First-time Managers Program* have equipped leaders with strategic and people management skills.
6. **Career Advancement Support:** Through the **Work Integrated Learning Program (WILP)** and **Employee Education Assistance Program (EEAP)**, employees are supported in obtaining professional degrees and certifications, aligning personal aspirations with organizational goals.

Together, these initiatives reflect NSE Clearing's holistic, digitally enabled, and inclusive talent development strategy for F.Y. 2024–25—one that builds a resilient, future-ready workforce equipped to navigate the complexities of the financial sector.

Financial Wellbeing

We support the financial well-being of our employees through a comprehensive framework that ensures security, and transparency. Our financial benefits include tax management option, life and accident insurance, and robust medical coverage, all designed to provide financial stability for our workforce. We also offer Salary Advance options to support employees facing unforeseen financial needs. Our variable pay program is performance-linked, fostering a high-performance culture while ensuring that management compensation is aligned with organizational objectives. All compensation practices are governed by a strong compliance framework, and we maintain full adherence to statutory regulations, internal audit standards, and disclosure requirements. This holistic approach to financial well-being reinforces our commitment to employee security, motivation, and sustained professional growth.

Performance Management

Our performance management approach emphasizes meritocracy, accountability, and ongoing development. We foster a culture where employees are recognized and rewarded based on their performance and impact. We focus on encouraging excellence and ensuring that rewards are closely aligned with individual achievements and business outcomes. By prioritizing a merit-based and results-driven environment, we continue to strengthen employee motivation and drive organizational success.

Interplay of Capitals

	Human
Financial	Through continuous investment in professional development and leadership capabilities, we strengthen our talent base, boost employee engagement, and optimize the value derived from our human capital.
Intellectual	Our employees' diverse skills and shared knowledge form the bedrock of our intellectual strength. This essential resource drives our ability to craft solutions that meet the evolving demands of our stakeholders, positioning us at the forefront of value creation.
Infrastructure	Modern infrastructure and robust operational framework are thoughtfully designed to foster employee safety, well-being, and continuous development, enabling our workforce to perform at their best and contribute meaningful value to a wide range of stakeholders.
Social & Relationship	By engaging in advocacy and collaboration, our employees can build meaningful connections with society and contribute positively beyond the workplace.
Natural	Environmental responsibility is embedded in our culture, as we proactively engage employees in initiatives that promote stewardship and inspire positive change within the organization and in the wider community.

Sr. No	Name of the Award/Recognition	Recognized By
1	Employers of the Future 2024	Lead Up Universe & Outlook Business
2	1000 Women Leaders Ally Award 2024	Jombay
3	WOW Workplace Award 2025	Jombay
4	Top 50 Future Ready Employers of India 2025	Fortune India and CIEL HR

Image Library

1. L&D Session – Leadership Intervention



2. Festival Celebration



3. Health and Wellness



4. Sports



3.1 Resources committed towards strengthening regulatory functions and towards ensuring compliance with regulatory requirements applicable to Clearing Corporation

As per Schedule II, Part - C of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, departments handling the risk management, member registration, compliance, inspection, enforcement, default, investor protection and investor services functions shall be considered as Regulatory departments in a Clearing Corporation.

The Company has dedicated resources to manage the regulatory departments. There are 97 resources in these functions in various designations. Total cost, including employee related cost, Technology related cost and Space & Infrastructure Cost is ₹ 128.15 crores. Further, there are various committees (which are sub-committees of the Board) to oversee the regulatory functions; these committees comprise members of the Board and external experts, as required.

3.2 Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition and redressal of sexual harassment at workplace and Internal Complaints Committees ("ICC") have also been set up to redress any such complaints received. The Company is committed to providing a safe and conducive work environment to all of its employees and associates. Further, the Policy also gives shelter to contract workers, probationers, temporary employees, trainees, apprentices of the Company and any person visiting the NCL at its office. NCL has zero tolerance on sexual harassment at the workplace. The employees are required to undergo mandatory training/certification on the Prevention of Sexual Harassment Act to sensitize themselves and deepen their awareness.

NCL has constituted ICCs across all relevant locations of the Company in India to consider and resolve sexual harassment complaints reported pursuant to the provisions of the Prevention of Sexual Harassment Act. The role of ICCs is not restricted to mere redressal of complaints but also encompasses prevention and prohibition of sexual harassment. Over the years, NCL has worked extensively on creating awareness on relevance of sexual harassment issues and innovative measures to help employees understand the forms of sexual harassment. NCL periodically conducts sessions for employees across the organization to build awareness about the Policy and the provisions of the Prevention of Sexual Harassment Act. During F.Y. 2024 - 25, the Company did not receive any complaints pertaining to sexual harassment, and accordingly, no complaints were required to be disposed off. Further, there were no cases pending for more than 90 days during F.Y. 2024-25.

The disclosures required to be given under the Prevention of Sexual Harassment Act are given in the following Table No. 8. We are giving the below details based on the POSH annual report filed by us for the year:

Table No. 8:

1	Number of complaints of sexual harassment received in the year	Nil
2	Number of complaints disposed off during the year	Not applicable
3	Number of cases pending for more than 90 days	Nil
4	Number of workshops or awareness programs against sexual harassment carried out	Awareness program for all employees done.
5	Nature of action taken by the employer	Not applicable

4 FINANCIALS

4.1 FINANCIAL RESULTS

The key highlights of standalone and consolidated financial performance of the Company for the financial year ended March 31, 2025, is summarised below:

Table No. 9: (₹ in crores)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Income	2,749.98	2,172.23	2,777.05	2,188.91
Expenditure	523.36	385.31	555.58	410.38
Profit before tax and exceptional item	2,226.62	1,786.92	2,221.47	1,778.53
Add/(Less): Exceptional Item	-27.13	-22.88	-27.13	-22.88
Profit before tax	2,199.49	1,764.04	2,194.34	1,755.65
Provision for tax (including deferred tax)	573.84	449.74	573.84	449.74
Profit after tax	1,625.65	1,314.30	1,620.50	1,305.91
Add: Items that will be reclassified to profit or loss	-	-	3.16	0.72
Less: Items that will not be reclassified to profit or loss	-1.73	-1.01	-1.73	-1.10
Add/(less): Income-tax to relating items that will not be reclassified to profit or loss	0.44	0.25	0.44	0.25
Total comprehensive income	1,624.36	1,313.54	1,622.37	1,305.78
Surplus brought forward from previous year	1,197.44	984.73	1,096.96	917.76
Total	2,821.80	2,298.27	2,719.33	2,223.54
Less: Dividend distributed (including DDT) during F.Y. 2023-24 & F.Y. 2022-23	-28.90	-22.50	-28.90	-22.50
Less: Contribution to core SGF (net of tax impact)	-1,421.81	-1,078.33	-1,474.48	-1,103.36
Less: Share issue Expenses	-	-	-	-
Amount available for appropriation	1,371.09	1,197.44	1,212.79	1,097.68

For more details, please refer to 'Management Discussion & Analysis' which forms part of the Board's Report.

4.2 Result of operations and the State of Company's Affairs

During the F.Y. 2024-25, on a standalone basis, the total income of the Company increased to ₹ 2,749.98 crores from ₹ 2,172.23 crores in the previous year and the profit after tax stood at ₹ 1,625.65 crores as against ₹ 1,314.30 crores in the previous year.

During the F.Y. 2024-25, on a consolidated basis, the total income of the Company increased to ₹ 2,777.05 crores from ₹ 2,188.91 crores in the previous year and the profit after tax stood at ₹ 1,620.50 crores as against ₹ 1,305.91 crores in the previous year.

During the F.Y. 2024-25, there has been no change in the nature of business of the Company.

4.3 STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS

The standalone and consolidated financial statements of the Company for F.Y. 2024-25 are prepared in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and as stipulated by Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as also in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The audited standalone and consolidated financial statements together with the Independent Auditor's Report thereon forms part of this Annual Report.

Pursuant to the provisions of Section 129(3) of the Act read with the Rules made thereunder, a statement containing the salient features of the financial statements of the subsidiary company in Form AOC-1 is attached to the financial statements of the Company as **Annexure - 3**.

Pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of your Company, along with relevant documents and separate audited accounts in respect of subsidiary, are available on the website of your Company.

Pursuant to the provisions of Section 136 of the Act, financial statements of the subsidiary are available for inspection by Shareholders at the registered office of the Company during business hours. The Company will make available the said financial statements and related detailed information about the subsidiary company upon the request by any shareholder of your Company. Any shareholder desirous of obtaining copies of the audited financial statements may write to the Company at rtank@nsccl.co.in.

4.4 DIVIDEND

The Board of Directors at their meeting held on April 25, 2025 had recommended a final dividend at ₹ 0.20/- per equity share (on the face value of ₹ 10/- each) for the financial year ended March 31, 2025, subject to the approval of the shareholders at the ensuing Annual General Meeting (AGM).

The dividend, if approved, would result in a total cash outflow of ₹ 28.90 crores and shall be paid to those shareholders whose names appear in the Register of Members as on August 15, 2025, being the record date.

Pursuant to the provisions of the Income-Tax Act, 1961, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Accordingly, the payment of the aforementioned dividend, if approved, would be subject to deduction of tax at source, as applicable. The dividend will be paid within the statutory timeline prescribed under the Act. The dividend recommended is in accordance with the Dividend Distribution Policy of the Company.

Pursuant to Regulation 43A of the Listing Regulations, the Board of Directors of the Company have adopted a Policy for Distribution of Dividend which is made available on the website of the Company at

https://www.nseclearing.in/sites/default/files/disclosure-doc/2023-04/NCL_Dividend_Policy.pdf

4.5 UNPAID / UNCLAIMED DIVIDEND

As on March 31, 2025, no amount is lying as unpaid / unclaimed dividend.

4.6 TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves. The entire amount of profits post appropriation is retained in the profit and loss account.

4.7 PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE ACT

The Company has not given any loan to any person during the financial year. The guarantee provided or investments made by the Company during the financial year are in accordance with the provisions of the Act and the particulars of such guarantee / investments made have been set out in the Notes to Financial Statements which form part of this Annual Report.

4.8 PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year ended March 31, 2025, all contracts / arrangements / transactions entered into by the Company with related parties were on an arm's length basis and in the ordinary course of business except for the sale of NSE IFSC Clearing Corporation Limited (NSEICC), wholly owned subsidiary, by the Company to NSE IFSC Limited, wholly owned subsidiary of National Stock Exchange of India Limited, which was at arm's length but not in ordinary course of business and the same was approved by the Governing Board, based on the recommendation of the Audit Committee, at its meeting held on January 22, 2025 and by the Shareholders at the Extra ordinary General Meeting held on February 25, 2025 and were in compliance with the applicable provisions of the Act and Listing Regulations. Further, the sale of NSEICC was completed on June 10, 2025.

Further, no contracts/arrangements/transactions which were material, were entered into with related parties in accordance with the Policy on Materiality and Dealing with Related Party Transactions. Pursuant to the provisions of the Act and the Listing Regulations, the Company has formulated a Policy on Materiality and Dealing with Related Party transactions as approved by the Board, which is available on the Company's website at:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2024-05/Policy%20On%20Materiality%20and%20Dealing%20with%20Related%20Party%20Transactions.pdf>

Pursuant to Section 134(3)(h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contracts or arrangements with related parties are reported in Form AOC-2 and are attached herewith as **Annexure - 1** to this Report.

4.9 DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has laid down a system of internal financial controls with reference to its financial statements. The Company has implemented sound internal control practices across all processes, units and functions. Such processes are well documented with comprehensive and well defined Standard Operating Procedures (SOPs) which, inter-alia, includes the financial controls in the form of maker & checker, strict adherence to financial delegation given by the Board at various levels, systemic controls, information security controls as well as role-based access controls, etc. Further, these controls are periodically reviewed for change management in the eventualities of the introduction of new processes / change in processes, change in the systems, change in personnel handling the activities, etc. Such controls are independently reviewed by the internal auditors / operational reviewers of your Company. The internal financial controls of the Company with respect to the financial statements are adequate and are operating effectively.

The Statutory Auditors have reviewed the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India and have issued their audit report thereon.

4.10 SHARE CAPITAL

During the F.Y. 2024-25, there is no change in the capital structure. The details with respect to share capital as on March 31, 2025 are as under:

The Issued, Subscribed and Paid-up equity share capital of the Company as on March 31, 2025 was ₹ 14,45,00,00,000/- (Rupees One Thousand Four Hundred and Forty Five Crores only) divided into 1,44,50,00,000 (One Hundred Forty-Four Crores and Fifty Lakhs) equity shares of face value ₹10/- (Rupees Ten) each. Further, the Company has no convertible securities.

4.11 SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

NSE IFSC Clearing Corporation Limited (NSEICC), a step-down subsidiary of NSE, wherein 100% share capital is held by NCL, commenced operations as a Clearing Corporation in GIFT International Financial Services Centre (GIFT IFSC), Gandhinagar, Gujarat, India, with effect from June 05, 2017, after receiving approval from SEBI.

The IFSC Authority granted recognition to NSEICC on May 24, 2021, which has been subsequently renewed annually. The paid-up share capital of NSEICC as on March 31, 2025, stood at ₹ 250 Crores comprising 25 Crore equity shares of ₹ 10/- each.

NSEICC clears and settles trades executed on NSE IFSC Limited (NSEIX). NSEICC has the following types of clearing membership – Professional Clearing Member, Trading Cum Clearing Member, and Trading Cum Self Clearing Member. NSEICC has put in place a robust and comprehensive Risk Management System. NSEICC has adopted the best global practices including client-level asset segregation and real-time risk management and adopted the CPMI IOSCO Principles for Financial Market Infrastructures (PFMIs).

Clearing Banks and Depositories are the key link between clearing members and NSEICC for funds and securities settlement. The members are required to maintain and operate a clearing and pool account with any one of the designated clearing banks and depository participants respectively.

There are currently 8 Banks (IBU) empaneled with NSEICC for issuance of collateral and 6 Banks (IBU) for settlement of funds. For settlement of securities, NSEICC has established connectivity with India International Depository IFSC Limited (IIDI), a Depository in IFSC and with Global CSD Clearstream. During the F.Y. 2024-25, NSEICC has incurred a loss of ₹ 5.13 crores as compared to loss of ₹ 8.40 crores. As at March 31, 2025, the net worth of NSEICC stood at ₹ 166.07 crores.

Initiatives and major events during F.Y. 2024-25:

1. NSEIX has introduced a category – Remote Trade Participant (RTP), based on IFSCA guidelines, who can trade in GIFT without having physical presence in GIFT. All the RTPs are required to enter into an agreement with an IFSCA registered Clearing Member for clearing and settlement of its transactions executed on the Stock Exchanges. IFSCA further amended the guidelines, wherein an entity regulated by the securities market regulator in its home jurisdiction (country where it has been incorporated), shall be eligible to be onboarded as RTP. In case if an entity is not regulated by the securities market regulator in its home jurisdiction, it needs to be a member of Stock Exchanges, or such other Stock Exchanges, as may be specified by IFSCA from time to time. IFSCA has also removed the mandatory membership criteria of 1 year under the given list of exchanges.
2. NSEICC has introduced a new facility whereby the clearing member may raise a request for adjustment of available cash collateral deposit, towards their respective funds pay-in obligation via C2N.
3. Settlement cycle for NSE IFSC Receipts on US Stocks has been revised from T+3 to T+2 from September 03, 2024.
4. NSEICC started providing clearing, settlement & Risk Management services for contracts of Corporate Bond Index (FUTCBI) being traded at GIFT (NSEIX) w.e.f. December 30, 2024.
5. NSEICC has introduced a web-based platform as NSEICC OTC Reporting Platform (NORP), for reporting of issuance of Offshore Derivative instrument by non-bank entities in GIFT IFSC. The facility is made available w.e.f. February 03, 2025.
6. NSEICC has successfully carried out Live Clearing & Settlement, Risk Management activities from its Disaster Recovery Site from April 08, 2024, till April 12, 2024, and from December 02, 2024, till December 06, 2024.
7. CARE Rating has reaffirmed the credit rating of 'CARE AAA' to NSEICC. This rating is considered to have the highest degree of safety and carry lowest credit risk.
8. Implementation of near DR site in IFSC in addition to its DR site.
9. Introduced the facility for simpler Institutional Trade Confirmation.

Business Growth for the F.Y. 2024-25:

Over the year, GIFT Nifty has achieved several milestones which include an all-time High Open Interest of 399,188 contracts worth US \$20.84 billion (INR 1,74,275 crores equivalent) as on September 24, 2024.

Operational Updates:

As of March 31, 2025:

1. NSEICC clears and settles derivative contracts on 10 Indices (6 equity indices and 4 corporate bond indices), 7 currency pairs, 209 single stocks, 1 DR Receipt and 50 NSEIFSC Receipts.
2. NSEICC accepts Cash, Fixed Deposit Receipt, Bank Guarantee, and US Treasury Securities as collateral.
3. The total value of the settlement for F.Y. 2024-25 is US \$91.59 million, while the highest monthly settlement in F.Y. 2024-25 was US \$14.54 million for March 2025.

Clearing Banks and Depositories are the key link between clearing members and NSEICC for the settlement of funds and securities. Further, for the settlement of securities, NSEICC has established connectivity with India International Depository IFSC Limited (IIDL), a depository in IFSC and with Global CSD Clearstream. 8 (eight) clearing banks were empanelled with NSEICC for issuance of collateral and 6 (six) Banks were empanelled for clearing and settlement of funds.

As on March 31, 2025, NSEICC had 22 (twenty two) registered clearing member, of which 20 (twenty) clearing members are active. There were 12 (twelve) Trading cum Clearing Members, 6 (six) Trading cum Self Clearing Members and 2 (two) Professional Clearing Members.

As of March 31, 2025, the Settlement Guarantee Fund (SGF) was US \$11.30 million.

Further, on June 10, 2025, the Company completed the transaction of sale of 100% stake of its wholly owned subsidiary, NSEICC to NSEIX, wholly owned subsidiary of National Stock Exchange of India Limited (NSE). Accordingly, post June 09, 2025, the Company does not have any Subsidiary.

The Company does not have any joint venture or associate company(ies).

4.12 DEPOSITS

Your Company has not invited, accepted or renewed any deposits in terms of Section 73 of the Act, read with its applicable rules. Accordingly, the requirement to furnish details relating to deposits covered under Chapter V of the Act, is not applicable.

4.13 RISK MANAGEMENT

The Company has an enterprise-wide risk assessment and review mechanism which *inter-alia* consists of risk identification, assessment and categorization of risks taking into account the impact and likelihood of risks and putting in place adequate controls and mitigation plans which has helped in reducing the overall risk exposure for the Company and also the impact thereof.

In this direction, the Company has a Risk Management Committee, a sub-committee of the Board, which meets periodically to review the efficacy and adequacy of the Company's risk management exercise and the controls and mitigation plans put in place to reduce the overall impact of the various inherent risks.

For each of the identified risk areas, the Company maintains detailed Risk Registers mainly containing details such as risk description, risk indicators, categorization of the risk, current controls, mitigation plans, etc.

In terms of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations"), the Company is required to constitute a Risk Management Committee, *inter-alia*, to formulate a detailed risk management policy. Accordingly, the Risk Management Committee has formulated a risk management policy and monitors its implementation.

With respect to Cyber and Information Security Risk, your Company has implemented state-of-the-art cyber security architecture, controls and solutions. Your Company has adopted the SEBI mandated cyber security framework for the design and operation of controls that defend from advanced cyber-attacks. During the financial year under review, no major cyber security incidents or breaches were observed.

4.14 MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY AND THE DATE OF THE REPORT

There were no material changes and commitments affecting the financial position of your Company which have occurred between the end of the financial period to which the Financial Statements relate and the date of this Report. Further, it may be noted that the Company has divested its 100% stake of NSEICC effective June 10, 2025.

4.15 DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the financial year under review, there were no significant or material orders passed by the Regulators or Courts or Tribunal which would impact the going concern status of your Company and its future operation.

However, the following orders have been passed by Regulators or Courts or Tribunal:

Inter CCP Collateral

In the matter of Inter-CCP Collateral, SEBI has issued Show Cause Notice to NCL dated November 21, 2023, wherein a Settlement Order dated October 29, 2024, was passed and NCL made a payment of ₹ 27,13,10,000/- in the form of settlement.

4.16 STATUTORY AUDITORS

M/s. Khandelwal Jain & Co., Chartered Accountants [Firm Regn. No. 105049W] were re-appointed as the Statutory Auditors of the Company for a further period of 5 (five) years from the conclusion of the 27th Annual General Meeting, i.e., July 05, 2022, till the conclusion of the 32nd Annual General Meeting to be held in year 2027.

The Auditor's Report for the financial year ended March 31, 2025, issued by the Statutory Auditor forms an Integral part of this Annual Report and the said report does not contain any qualification, reservation or adverse remark or disclaimer.

4.17 SECRETARIAL AUDITOR

In terms of provisions of Section 204 of the Companies Act and the rules laid down thereunder, the Board appointed M/s. Mehta & Mehta, Company Secretaries, as the Secretarial Auditors of your Company, to conduct the Secretarial audit for a period of 3 years starting from financial year 2024-25 till financial year 2026-27.

In terms of Regulation 24A of the Listing Regulations, with effect from April 01, 2025, your Company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries for not more than two terms of five consecutive years, as a Secretarial Auditor, with the approval of the shareholders at its AGM and such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditors of the Company before March 31, 2025, shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor's.

Taking into account the above requirements, based on the recommendation of the Audit Committee, the Board at its meeting held on July 04, 2025, had approved the appointment of M/s. Mehta & Mehta, Company Secretaries (Firm Registration Number – MU000019250) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years commencing from financial year 2025-26 to financial year 2029-30, subject to the approval of the shareholders.

The Resolution in respect of appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, as the Secretarial Auditor is included in the Notice convening the 30th Annual General Meeting of the Company.

The recommendation followed a detailed evaluation of proposals received by the Company and consideration of factors such as technical capabilities, independence, industry experience, subject matter expertise, profile of audit partners and team, quality of audit practices, and past association with the Company.

Your Company has received a written consent from the Secretarial Auditor that the appointment, if approved, will be in accordance with the applicable provisions of the Listing Regulations, Act and rules framed thereunder. Further, the Secretarial Auditors have confirmed that they are not disqualified to be appointed as the Secretarial Auditor of your Company.

The Secretarial Audit Report issued for the financial year ended March 31, 2025, issued by M/s. Mehta & Mehta, Secretarial Auditors is annexed herewith as **Annexure - 2** to this report and the said report does not contain any qualification, reservation, adverse remark or disclaimer.

4.18 REPORTING OF FRAUDS BY AUDITORS

During the financial year under review, neither the statutory auditors nor the secretarial auditors have reported any instances of fraud to the Audit Committee in terms of Section 143 (12) of the Act.

4.19 SECRETARIAL STANDARDS

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, issued by the Institute of Company Secretaries of India (ICSI) have been duly complied with by your Company.

4.20 EXTRACTS OF THE ANNUAL RETURN

Pursuant to the provisions of Section 92(3) and 134(3)(a) of the Act, a copy of Annual Return for the F.Y. 2024-25 is made available on the website of the Company and can be accessed through the following weblink:

<https://www.nseclearing.in/disclosures/other-disclosures>

5 DIRECTORS AND KEY MANAGERIAL PERSONNEL

5.1 BOARD OF DIRECTORS AND KMPs

Pursuant to the provisions of the SECC Regulations, the Governing Board of every recognised clearing corporation shall comprise of:

- (a) Public Interest Directors (PID).
- (b) Non-Independent Directors (NID); and
- (c) Managing Director.

As on March 31, 2025, the Board consist of 8 Directors namely, Mr. Abhaya Hota [DIN: 02593219] (Chairperson of the Board), Mr. G S Hegde [DIN: 09515748], Mr. Jayant Haritsa [DIN: 09524601], Dr. Golaka Nath [DIN: 09750678] and Mrs. Priti Savla [DIN: 00662996] are Independent Directors under the category of the 'Public Interest Directors', Mr. Ian Desouza [DIN:10721685] and Mr. Piyush Chourasia [DIN: 07130931] are Directors under the 'Non-Independent Director / Shareholder Director' category and Mr. Vikram Kothari [DIN: 07898773] is the Managing Director & Chief Executive Officer (MD & CEO) of the Company and he is included in the category of 'Non-Independent Director'. Accordingly, Mr. Vikram Kothari is not liable to retire by rotation during his tenure as MD & CEO.

Changes During the year

Mr. Yatrik Vin ceased to be a Non-Independent Director from the Governing Board of NCL consequent to the retirement by rotation at the 29th Annual General Meeting held on August 22, 2024.

SEBI approved the appointment of Mr. Ian Desouza (DIN: 10721685) and Mr. Piyush Chourasia (DIN: 07130931) as the Non-Independent Director (NID) / (Shareholder Director (SHD)) on the Governing Board of NCL with effect from September 26, 2024.

Mr. Ian Desouza, is liable to retire by rotation, in terms of Section 152(6) of the Act, at the ensuing 30th Annual General Meeting and being eligible has offered himself for re-appointment. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 04, 2025, approved the re-appointment of Mr. Ian Desouza. Details of the proposal for his re-appointment are mentioned in the Explanatory Statement of the Notice of the 30th Annual General Meeting of the Company pursuant to Section 102 of the Companies Act, 2013. The re-appointment of the Director is appropriate and in the best interest of the Company. The Board recommends his re-appointment to the Shareholders, subject to the approval of SEBI.

The composition of the Board is in conformity with the Act and SECC Regulations, enjoining a specified combination of Executive, Non-Executive and Public Interest Directors with at least one Independent Women Director. The Chairperson of the Board is a Non-Executive Director and in conformity with Listing Regulations is not related to the Managing Director.

Mr. G S Hegde and Prof. Jayant Haritsa were appointed as PID on the Governing Board of the Company w.e.f. June 17, 2022, for a period of three years i.e. upto June 16, 2025. Pursuant to SECC Regulations, PIDs are appointed for three years, and the tenure can be extended by another term of three years after carrying out evaluation exercise as prescribed under the law. Further, the application for re-appointment has to be made four months before the end of the tenure. Considering the same, the Company had made an application to SEBI w.r.t. re-appointment of Mr. G S Hegde and Prof. Jayant Haritsa.

SEBI vide its letter dated June 17, 2025, approved the re-appointment of Mr. G S Hegde and Prof. Jayant Haritsa for another term of three years with effect from June 17, 2025.

Key Managerial Personnel

Pursuant to Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Vikram Kothari, MD & CEO, Mr. Hardik Parikh, Chief Financial Officer and Mr. Ravin Tank, Company Secretary.

Pursuant to SECC Regulations, the Key Managerial Personnel of NCL as on March 31, 2025, are:

Sr. No.	Name	Designation
1	Mr. Vikram Kothari	Managing Director and Chief Executive Officer
2	Mr. Hardik Parikh	Chief Financial Officer
3	Ms. Rana Usman	Chief Operations Officer - Clearing & Settlement
4	Mr. Huzefa Mahuvawala	Chief Risk Officer
5	Mr. Uppili Krishnan Srinivasan	Chief Technology Officer - Applications & Development
6	Mr. Amit Pujara	Chief Regulatory Officer & Compliance Officer
7	Ms. Hima Bindu Vakkalanka	Vice President - Operations Risk & Strategic Projects
8	Mr. Aniket Bhanu	Vice President - Research & Policy
9	Mr. Sijo Eluvathingal	Vice President - Collaterals Operations
10	Mr. Nirajkumar Chhangani	Vice President - Technology Operations
11	Mr. Nilesh Tinaikar	Vice President - Business Solution Group
12	Mr. Deepak Maharishi	Vice President - Technology - Apps & Development
13	Mr. Amit Hatakar	Vice President - Technology - Apps & Development
14	Mr. Animesh Jain	Vice President and Head - Application Development & Maintenance
15	Mr. Thomas Cherian	Chief Technology Officer - Operations
16	Mr. Pradeep Kumar Mukilmaridur	Head Legal
17	Mr. Sachin Shetty	Vice President - Risk Operations
18	Mr. Manish Karwatkar	Vice President - Business Solution Group
19	Ms. Nisha Pillai	Vice President - Clearing
20	Ms. Kavita Shanbhag	Vice President - Technology - Apps & Development
21	Mr. Satish Jathan	Vice President - Settlement
22	Mr. Vijayakumar Chandrasekaran	Chief Information Security Officer
23	Mr. Santosh Kumar Sadasivan	Vice President - IT Infrastructure
24	Ms. Irsha Kale	Associate Vice President - Human Resources
25	Mr. Ravin Tribhuvan Tank	Company Secretary

Changes during the year

Mr. Sachin Shetty – Vice President – Risk Operations, Mr. Manish Karwatkar – Vice President – Business Solution Group, Ms. Nisha Pillai – Vice President – Clearing, Ms. Kavita Shanbhag – Vice President – Technology – Apps & Development were appointed as KMPs on account of promotion w.e.f. April 01, 2024.

Mr. Thomas Cherian was appointed as Vice President – Chief Technology Officer – Operations w.e.f. April 15, 2024, Mr. Hardik Parikh was appointed as the CFO of the Company w.e.f. from May 29, 2024, Mr. Satish Jathan was appointed as Vice President – Settlement w.e.f. June 19, 2024, Mr. Vijayakumar Chandrasekaran was appointed as Chief Information Security Officer joined on July 03, 2024 and Mr. Santosh Sadasivan – Vice President – Head Infra was appointed on August 12, 2024.

Ms. Mira Desai – Vice President – Technology ceased as KMP with effect April 30, 2024 & Mr. Amit Amlani resigned from the position of Chief Financial officer (CFO) w.e.f. from May 28, 2024, and ceased to be a KMP (Vice-president Finance) w.e.f. from August 05, 2024.

Post the period under the review, Mr. Nishant Jha – Vice President – Technology ADM, Mr. Onkar Phadnavis – Vice President – Settlement and Mr. Rijesh Kottungal – Vice President – Technology Operations were appointed as KMP under SECC Regulations w.e.f. April 01, 2025.

5.1.1 Director's e-KYC

The Ministry of Corporate Affairs (MCA) has vide amendment to the Companies (Appointment and Qualification of Directors) Rules, 2014, mandated KYC of all the Directors through the e-Form DIR-3 KYC. All Directors of NCL have complied with the aforesaid requirement.

5.1.2 Disclosure under Section 164 of the Companies Act, 2013

The Company has received the disclosures in the Form DIR-8 required under Section 164 of the Act and has noted that none of the directors have incurred any of the disqualifications on account of non-compliance with any of the provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. Further, there were no acts of omission / commission by the Company itself, leading to the disqualification of its directors.

5.2 NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board / Committee meetings are pre-scheduled and a tentative annual calendar of the Board and Committee meetings is circulated to the Directors well in advance to help them plan their schedule and ensure meaningful participation in the meetings. Only in case of special and urgent business, if the need arises, the Board's or Committee's approval is taken by passing resolutions through circulation or by calling the Board/Committee meetings at a shorter notice, as permitted under the law.

The Board meets at regular intervals to discuss and decide on the Company / business policy and strategy apart from other agenda items. The Board exhibits strong operational oversight seeking presentations on different matters in quarterly meetings.

During the F.Y. 2024-25, Ten meetings of the Board were held. For further details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

During the year under review, the total duration of the Board meetings, i.e. approximate aggregate number of hours was approximately 19 hours. The maximum gap between any two meetings was less than one hundred and twenty days.

5.3 DECLARATION BY PUBLIC INTEREST DIRECTORS

In terms of provisions of Regulation 2(1)(o) of SECC Regulations, Public Interest Director means an Independent Director representing the interests of investors in securities market and who is not having any association, directly or indirectly, which in the opinion of the Board, is in conflict with his / her role.

In terms of SECC Regulations, SEBI has approved the appointments of Mr. Abhaya Hota, Prof. Jayant Haritsa, Mr. G S Hegde, Dr. Golaka Nath and Mrs. Priti Savla as Public Interest Director on the Governing Board of NSE Clearing Limited.

The Company has, *inter-alia*, received the following declarations from all the Public Interest Directors:

▪ Criteria of Independence

In terms of the provisions of Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations, the Public Interest Directors meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Public Interest Directors have also confirmed that they are not aware of any circumstances or situations, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence;

▪ Fit and Proper

The Public Interest Directors satisfy the “fit and proper” criteria as stipulated under Regulation 20 of the SECC Regulations;

▪ Code for Independent Directors

The Public Interest Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Act;

▪ Independent Director's Databank

Pursuant to Rule (6) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, they have registered themselves with the Independent Director's Databank maintained by the Indian Institute of Corporate Affairs; and

▪ Code of Conduct

The Public Interest Directors have affirmed compliance with the Code of Conduct for the Board of Directors and Senior Management of the Company.

The Public Interest Directors did not have any conflict of interest with the Company.

In the opinion of the Board, all the Public Interest Directors of the Company possess the requisite expertise and experience (including the proficiency). Further, they all fulfil the conditions specified under the Companies Act, Listing Regulations and SECC Regulations and are independent of the management.

▪ Familiarisation Programme

In terms of Regulation 25(7) of the Listing Regulations, your Company conducts the Familiarisation Programme for all the Directors including Public Interest Directors. The details of the same are disclosed in the Report on Corporate Governance which forms part of this Report.

5.4 COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTORS

Pursuant to the requirements of the Act, the Listing Regulations and SECC Regulations, the Nomination and Remuneration Committee shall formulate a criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.

Regulation 27 of the SECC Regulations provides for formulation of Compensation Policy which shall be in accordance with the norms specified under the said Regulations.

In compliance with the said Regulations, the Company has laid down:

- (i) Policy for Nomination and Appointment of Directors, KMPs and Senior Management Personnel; and
- (ii) Remuneration Policy.

The aforementioned policies of the Company are given as **Annexure - 4**.

5.5 MANNER IN WHICH THE FORMAL ANNUAL EVALUATION OF PERFORMANCE BY THE BOARD OF ITS OWN PERFORMANCE, OF ITS COMMITTEES, INDIVIDUAL DIRECTORS AND INDEPENDENT EXTERNAL PROFESSIONALS WAS CARRIED OUT

The Board, on the recommendation of Nomination and Remuneration Committee, had put in place methodology and assessment process for effective evaluation of the Board, its Committees, Individual Directors including Chairperson, Public Interest Directors and Independent External Professionals.

Details on assessment process, criteria for evaluation, outcome, feedback are provided in the Report on Corporate Governance, which forms part of this Integrated Annual Report.

6 DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Sections 134(3) read with 134(5) of the Act, with respect to the Directors' Responsibility Statement, it is hereby confirmed that –

- (i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of NCL at the end of the financial year i.e. March 31, 2025 and of the profits of NCL for that year;
- (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of NCL and for preventing and detecting fraud and other irregularities;
- (iv) the Directors had prepared the annual accounts on a going concern basis;
- (v) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and were operating effectively.

7 CORPORATE SOCIAL RESPONSIBILITY

NSE along with its subsidiaries including NCL has formed NSE Foundation, an entity incorporated under the provisions of the Act, to initiate, supervise and co-ordinate activities to implement Corporate Social Responsibility (CSR) projects which have been approved by the CSR Committee and by the Board of the Company.

The Company has constituted a Committee in accordance with Section 135 of the Act. During the F.Y. 2024-25, ₹ 19.54 crores were required to be spent to implement the CSR Policy of the Company in the manner laid down in Section 135(5) of the Act out of which ₹ 0.78 crores was spent and the balance ₹ 18.92 crores has been transferred to an unspent CSR account by the Company. Further, the Company has committed a full amount towards the Health Care Project.

The CSR policy is available on the Company's website at:

https://www.nseclearing.in/sites/default/files/disclosure/NSE_Group_CSR_Policy.pdf

The Annual Report on CSR activities as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached herewith as **Annexure - 5**.

8 CORPORATE GOVERNANCE

NCL is a public limited company, whose securities are not listed on any of the Stock Exchanges. Pursuant to the provisions of Regulation 33 of the SECC Regulations, the disclosure requirements and corporate governance norms as specified for listed companies are *mutatis mutandis* applicable to a recognized Clearing Corporation.

The Corporate Governance Report, for the F.Y. 2024-25 which forms part of Board's Report as **Annexure - 6**, is prepared pursuant to Listing Regulations and SECC Regulations. A certificate from a Practicing Company Secretary confirming compliance with the conditions of disclosures and Corporate Governance is also attached to the Corporate Governance Report.

9 COMMITTEES OF THE BOARD

Details of the composition of Committees of the Board, meetings held, attendance of the Directors at such Meetings and other relevant details are given in the Corporate Governance Report forming part of this Report.

10 MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the period under review is presented in a separate section forming part of the Annual Report.

11 VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has formulated the 'Whistle Blower Policy' and the same has been in force since January 2015. The Policy, as on date, provides a mechanism for reporting alleged violation of Code of Ethics or Code of Conduct or any law or regulation to the Whistleblower Panel or the Chairperson of Audit Committee. Protected Disclosures should preferably be reported in writing as soon as possible after the whistleblower becomes aware of the same.

All Protected Disclosures reported under the Policy will be thoroughly investigated by the Whistleblower Panel or Chairperson of the Audit Committee. No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure. Complete protection will be given to whistleblowers against any unfair practice. No Personnel has been denied access to the relevant Committee.

If the findings of the investigator(s) conclude commission of an unethical and improper act, disciplinary action or any other action, as deemed appropriate, will be initiated against the person concerned. One complaint was received and resolved during the financial year.

A report is being submitted to the Chairperson of the Audit committee as and when any Protected Disclosures are received along with the results of investigations, if any, and the action initiated with regard to the same. The Board of NCL periodically takes up the policy for its review and for bringing in suitable changes wherever required so that the policy remains relevant at all times.

Further, a Whistle Blower can raise a concern by way of following means:

1. Sending an email addressed to whistleblower@nsccl.co.in
2. Sending a letter in a sealed envelope marked confidential to the below mentioned address and should be addressed to the Whistle Blower Panel. The letter can either be typed or written in a legible handwriting in any language including English.
Whistle Blower Panel,
NSE Clearing Limited
Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400051
3. The Whistle Blower should give his/her name and address in an attached letter which shall be detached in order to maintain the anonymity of the Whistle Blower.
4. In exceptional cases (such as potential victimization or threat to the Whistle Blower), the Whistle Blower can directly make a Protected Disclosure to the Chairperson of the Audit Committee of NCL, by writing at (auditchairperson@nsccl.co.in)

As per the requirements of Listing Regulations, whistle blower policy is available on the Company's website at:

https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-08/Whistle%20Blower%20Policy_NCL.pdf

12 BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR)

In accordance with Regulation 34(2)(f) of the Listing Regulations read with National Guidelines on Responsible Business Conduct issued by the Ministry of Corporate Affairs, the BRSR has been prepared to provide an overview of the Company's initiatives in the areas of environmental, social, and governance matters. The BRSR forms part of the Annual Report and the same is made available on NCL's website at <https://www.nseclearing.in/>.

Further, SEBI vide its circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177 dated December 20, 2024, introduced the Industry standards for disclosure of the BRSR Core, with Key Performance Indicators categorized into general requirements and attribute-wise requirements. In accordance with this requirement, the Company has appointed Bureau Veritas India Private Limited (CIN:U74210MH2001PTC134262) as the assurance provider for the BRSR core of the Company for the F.Y. 2024-25. The Statement issued by the Assurance Provider is annexed to the BRSR.

13 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO

The disclosure of particulars with respect to conservation of energy and technology absorption in terms of Section 134(3)(m) of the Act read with Rule 8 of Companies (Accounts) Rules, 2014 are given hereunder.

NCL, a wholly owned subsidiary of NSE, is carrying on its operations from the premises of NSE. NCL, together with other companies in NSE Group, has undertaken the following major technological initiatives towards energy conservation, green / renewable energy which demonstrates the commitment towards the sustainable development and clean environment, namely: -

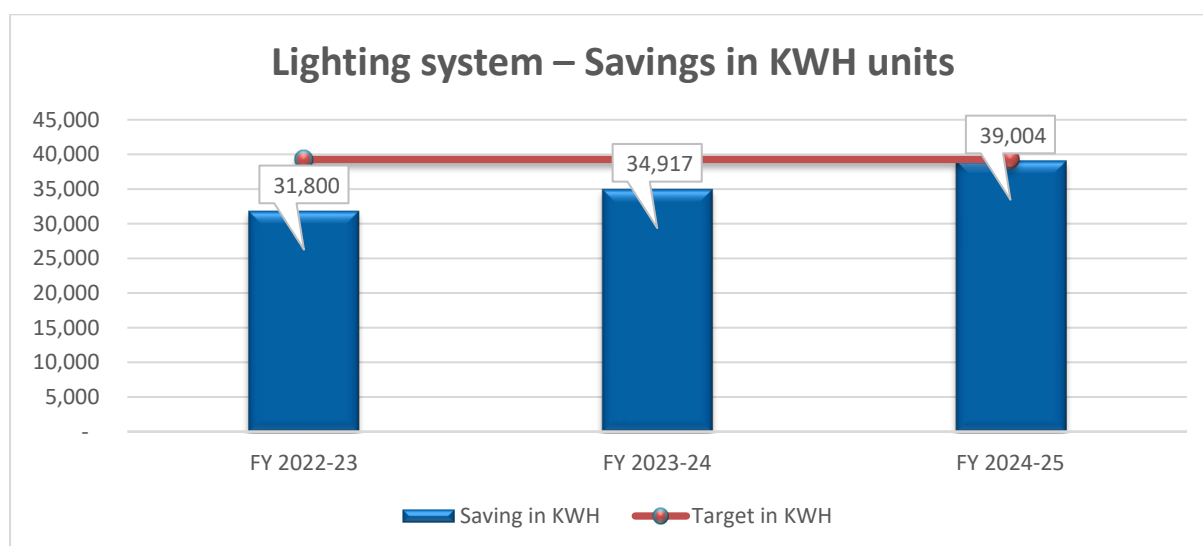
A. Conservation of Energy

1. The steps taken or impact on conservation of energy:

i) Lighting Transformer and LED Lights:

Lighting Transformers have been introduced in the lighting feeders to regulate incoming power supply which reduces excess power consumption and enhances the life of the luminaries. Additionally, LED Lights have been introduced across entire office area.

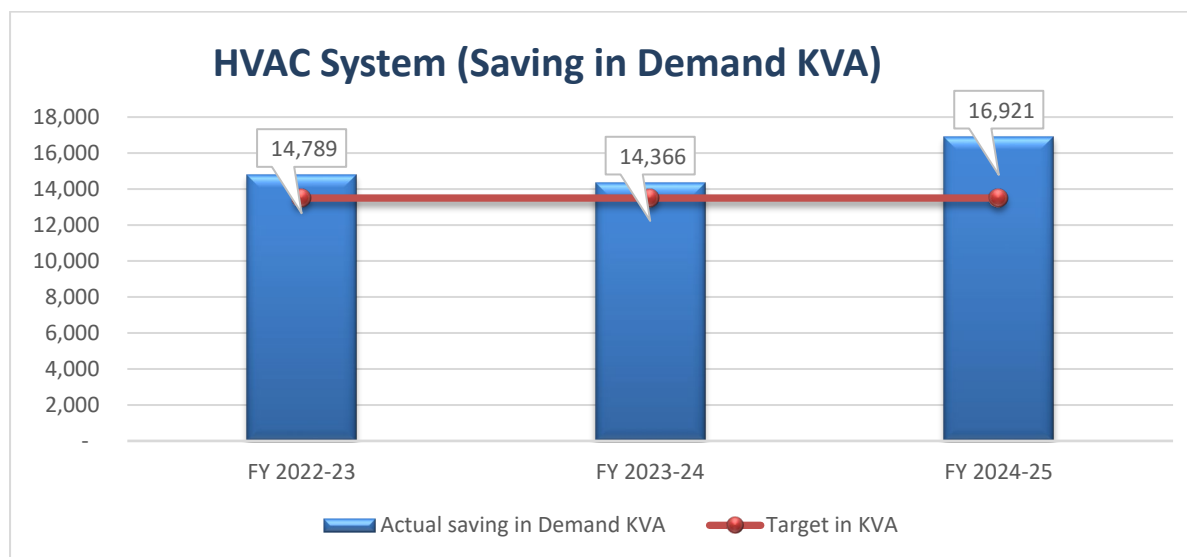
These measures have saved around 39,004 units in the F.Y. 2024-25.



ii) Thermal Energy Storage System:

Thermal Energy Storage System has been introduced in the Air-conditioning (AC) System at Exchange Plaza. It was observed that most of the Services (i.e. AC Chillers, Air Handling Unit's, Lifts, Lighting, PC, Plumbing System, etc.) in the building were operated mainly during office / day hours. Amongst them, the AC Chillers and its associated equipments used to consume more than 30% of the total peak demand load. In view of this, NSE had decided to reduce its demand load during peak hours by introducing the aforesaid plant in the existing AC System. In this system, the AC Chillers are being operated at night hours to form the "Chill" (i.e. Glycol Water at a temperature below zero degree centigrade) which gets stored in a Thermal Storage Tank. The next day, the stored Chill is being utilised through Heat Exchangers for air-conditioning the entire office area. On account of this, the Services which were operating mainly during office hours have been distributed and NSE had surrendered the extra power.

This way, NSE group has saved around 16,921 Demand KVA in the F.Y. 2024-25.



iii) Occupancy Sensors:

Motion/Occupancy Sensors have been installed at the entire office areas to operate the Lights automatically based on the occupancy in the respective areas.

iv) Building Management System:

The Building Management System (BMS) had been installed at the inception stage itself to enable NSE to operate the Building's Services more effectively. By using BMS System, the Air Handling Units (AHU) of air-conditioning system are being operated (i.e. switching ON /OFF) as per the exact timetable scheduled for respective floors. It also helps NSE to regulate / control the temperature of the workspace area well within a prescribed tolerance. With this effective operation and regulation of AHU's, electricity is being conserved on a day-to-day basis.

v) Automatic Power Factor Control Units:

The Automatic Power Factor Control Units have been installed to improve the power factor (i.e. by counterbalancing the inductive load of the building with capacitive load) of the entire electrical load of the building. Power Supplier gives incentives i.e. by-passing certain discount in the electricity bill on account of this regularly.

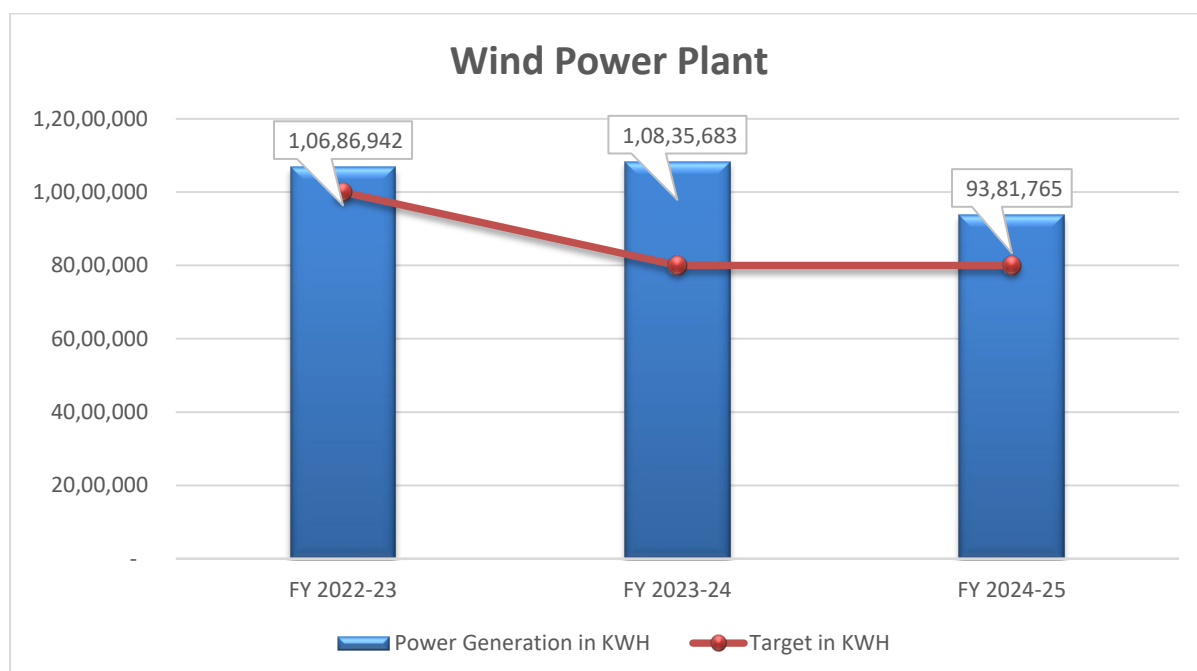
2. The steps taken by the Company for utilizing alternate source of energy

i) Wind Power Plant:

NSE has its own Wind Power Plant of the capacity of 5 MW (i.e. 4 nos. of 1.25 MW of Windmills) at Satara in Maharashtra. In Wind Power Plant, the Wind Electric Generator (WEG) converts the Kinetic Energy available in the Wind to Electrical Energy by using a Rotor, Gearbox and Generator. With regard to the operation of Wind Power Plant, it goes hand-in-hand with the Local Electricity Board. The Plant is connected to the Main Power Grid of the Local Electricity Board. As per renewable energy policy of Govt. of Maharashtra, the quantum

of electricity generated through the Wind Power Plant is fed to the grid, which gets set off against the power consumption towards High Tension (HT) installation of the 'Wind farmer' (which in this case is NSE) anywhere in that grid.

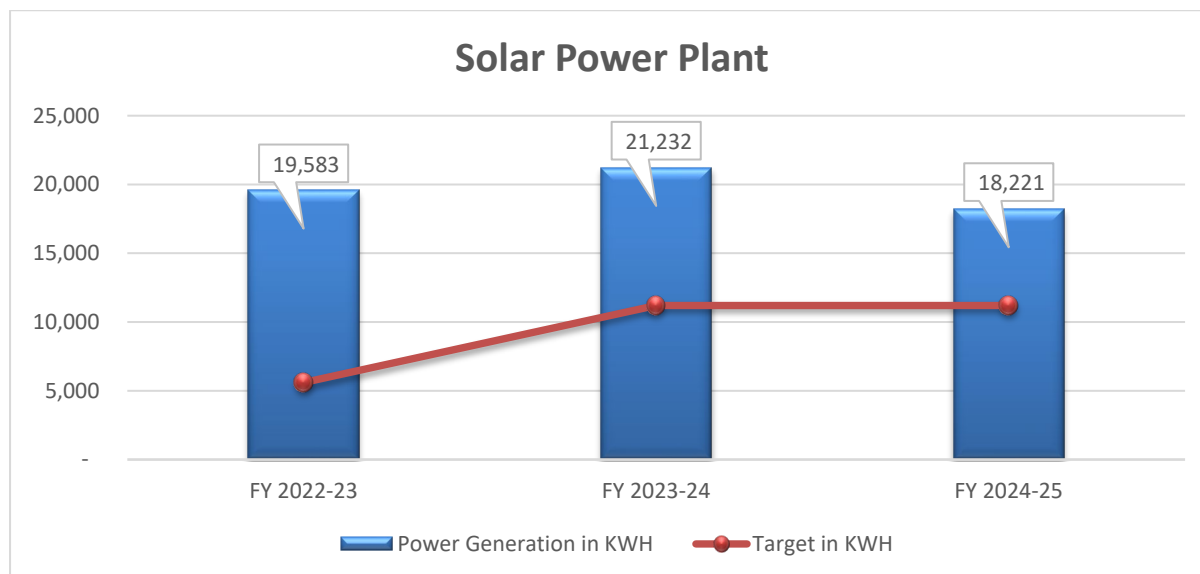
Accordingly, the aforesaid Wind Power Plant has generated 93,81,765 electricity units in the F.Y. 2024-25.



ii) Solar Power Plant:

The Solar Power Plant of the capacity of 10 KW each has been installed at Exchange Plaza and BCP Premises at Kotturpuram, Chennai building which harnesses the Solar Power to cater to part of the lighting load of the buildings.

This way NSE group has saved around 18,221 units in the F.Y. 2024-25.



B. Technology absorption

(i) The efforts made towards technology absorption.

Transformation: From Operational Maturity to Intelligent Infrastructure F.Y. 2024–25 was a year of transformation commencement, marked by a shift from traditional infrastructure management to a more intelligent, automated, and agile ecosystem. NCL's Technology Infrastructure function undertook a series of strategic initiatives aimed at modernisation, automation, and innovation.

Modernisation: The company has worked with other MIs to enhance and support the connectivity requirements that are needed for the exchanges to increase the number of channels / matching engine related enhancements done by them.

In line with the same to accommodate the increase in volumes and to improve the latency of the risk management in the Derivative Segment to make it future ready, investments were made during the year both in enhancing the software and the underlying infrastructure.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution.

Modernisation & Automation: Routine tasks such as system health checks, and patching were automated, leading to faster turnaround times, reduced manual effort and improved consistency.

Innovation: Advanced monitoring tools, enhanced data protection mechanisms, and infrastructure consolidation and optimisation strategies were introduced, improving responsiveness and reducing operational risks. Also, NCL took strategic call of moving all Cloud based application to on-prem data centre and successfully migrated the same.

Governance & Compliance: NCL reinforced its commitment to transparency and regulatory alignment by strengthening audit readiness, improving software asset governance, and proactively addressing vulnerabilities. These initiatives reflect a culture of continuous improvement and a strategic focus on building a resilient, intelligent, and future-ready infrastructure.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

(a) the details of technology imported; Not Applicable

(b) the year of import; Not Applicable

(c) whether the technology been fully absorbed; Not Applicable

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and - Not Applicable

(iv) The expenditure incurred on Research and Development - Not Applicable

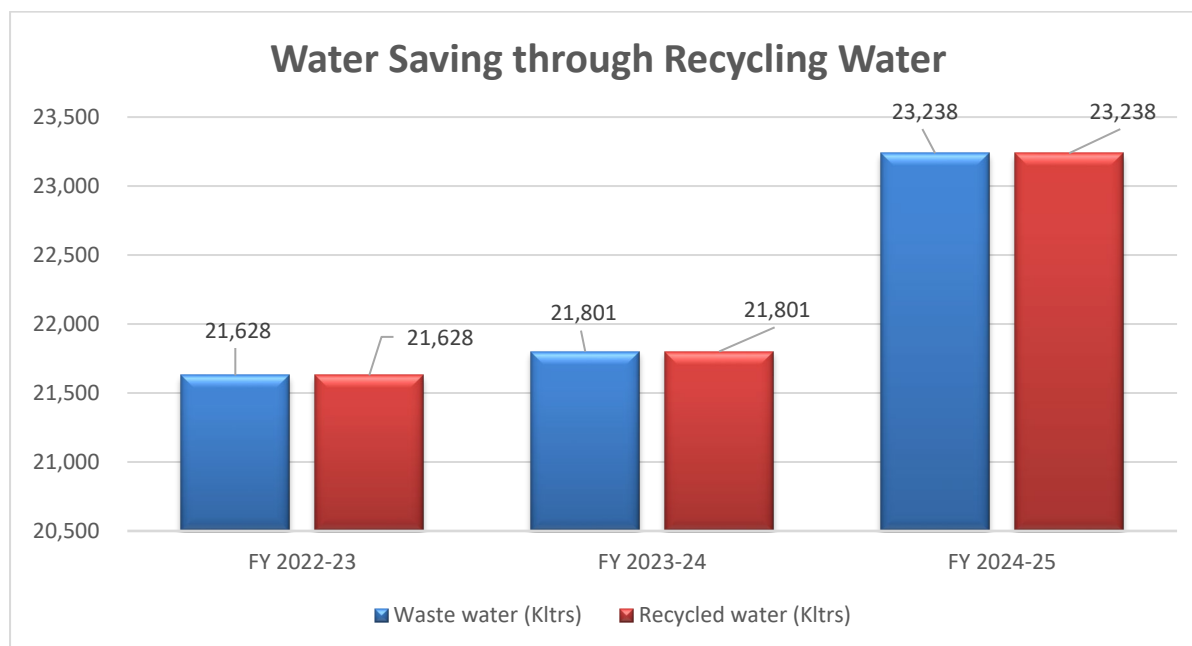
C. Other initiatives

i) Water Recycling - Sewerage Treatment Plant

This plant has been installed at the inception stage itself to enable NSE to reuse building's domestic and flushing water (i.e. after treatment) for its Cooling Towers associated with AC System and for Gardening purposes every day.

This way NSE group has saved around 23,238 Kilolitres of Water in the F.Y. 2024-25.

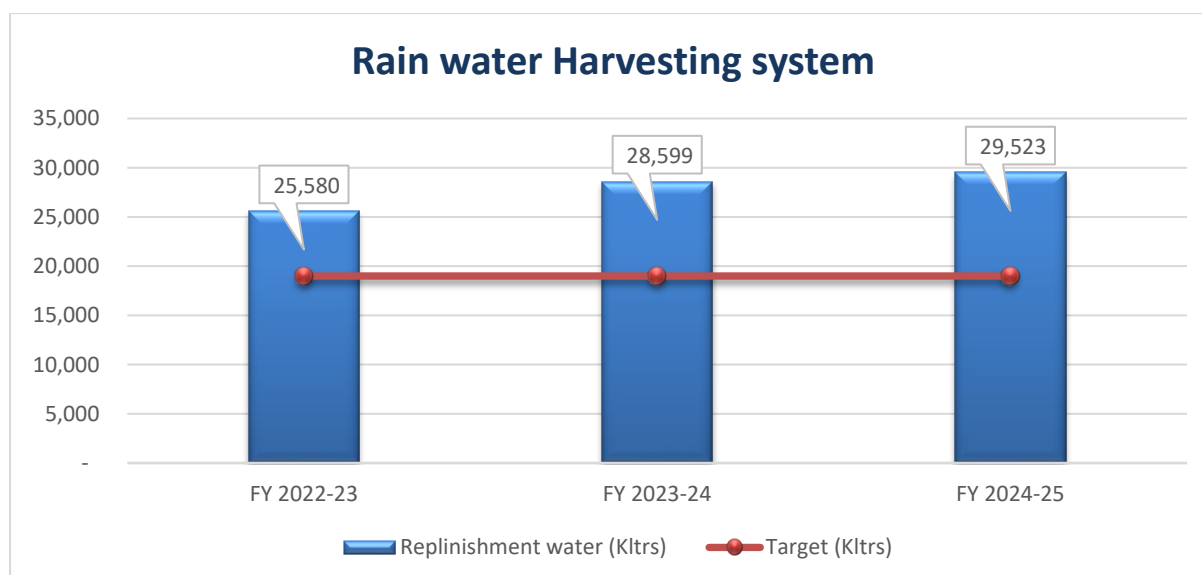




ii) Rain Water Harvesting System:

Envisaging water scarcity in future as well as present water shortages, a proper Hydro – Geological survey was conducted at Exchange Plaza to explore the possibility of harvesting the rainwater in the periphery of Exchange Plaza. Accordingly, post survey and feasibility, Rainwater Harvesting System has been installed. By using this System, water is percolated into the soil in the Exchange Plaza campus.

This way NSE group saved approximately 29,523 kL through rainwater harvesting.



iii) Waste Management:

Vermiculture Plant:

The compostable material like food waste collected from Canteen, Garden Organics and Paper and Cardboard gets collected at one place. Post shredding, the aforesaid organic material gets loaded into Vermiculture plant for the decomposing process. Post 7 days of an on-going process, vermicompost / manure get generated and is being used for Gardening purposes. This way NSE has generated around 175 Kg of manure in the F.Y. 2024-25.

Waste Disposal:

The Company believes in reduce, recycle and reuse and manages its waste efficiently through various initiatives such as Vermiculture system, Sewage treatment plant. We reduce the E-waste and ensure that the E-waste generated is recycled efficiently.

E- Waste – As per the NSE group E-Waste Policy, the E-Waste in the Exchange Plaza building as well as its Branch Office premises is recycled through authorized E-waste Vendor shortlisted by the Central Pollution Control Board (CPCB) / Maharashtra Pollution Control Board (MPCB).

Food Waste – Food waste generated at Exchange Plaza building is processed through Vermiculture System installed at its building wherein manure (i.e. Vermicompost) generated through it is used for Gardening purposes.

Water Recycling – Sewage water generated at the Exchange Plaza is recycled through Sewage Treatment Plant installed at its Exchange Plaza building and the processed water is used for secondary purposes i.e. for cleaning, for Cooling Towers associated with Heating, Ventilation and Air Conditioning (HVAC) System.

14 FOREIGN EXCHANGE EARNINGS / OUTGO DURING THE YEAR UNDER REVIEW

The details of foreign exchange earnings and outgo are mentioned below:

Particulars	For the financial year ended March 31, 2025	For the financial year ended March 31, 2024
Foreign Exchange earnings	Nil	Nil
Foreign Exchange outgo		
- Capital	3.22	160*
- Revenue	0.84	0.95

*Capital contribution of ₹ 160 Crores to NSEICC.

15 SEGMENT REPORT

NCL operates only in one Business Segment i.e. facilitating clearing and settlement of securities and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

Necessary disclosure in this regard forms a part of notes to the annual accounts as approved by the Statutory Auditors of the Company.

16 PARTICULARS OF EMPLOYEES

As on March 31, 2025, there are 394 employees on the payroll of NCL. The Statements and Disclosures pursuant Section 197(12) of the Act, read with Rule 5(1) & (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed herewith as **Annexure - 7**. Pursuant to the provisions of Regulation 27 of the SECC Regulations, ratio of compensation paid to each Key Management Personnel, vis-a-vis. median of compensation paid to all employees of NCL is enclosed herewith as **Annexure - 8**.

17 PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016, either filed by the Company or against the Company.

18 DIFFERENCE IN AMOUNT OF THE VALUATION

Pursuant to the provisions of Companies (Accounts) Rules, 2014, the Company affirms that for the financial year ended on March 31, 2025, there was no instance of one-time settlement with any bank or financial institution. Therefore, the requirement to disclose the details of the difference between the amount of the valuation done at the time of one-time settlement and the valuation done while taking a loan from the Banks or Financial Institutions along with the reasons thereof is not applicable to the Company.

19 COST AUDIT / COST RECORDS

Maintenance of cost records and cost audit as specified by the Central Government under Section 148 of the Act is not applicable for the business activities carried out by the Company.

20 RECOMMENDATIONS OF AUDIT COMMITTEE

During the F.Y. 2024-25, there were no instances, wherein the Board had not accepted recommendations made by the Audit Committee.

21 DETAILS OF FINANCIAL DISINCENTIVE ON ACCOUNT OF TECHNICAL GLITCHES

During the F.Y. 2024-25, the Company has not made any payment with respect to financial disincentive on account of technical glitches.

22 ACKNOWLEDGMENT

Your Directors' wish to place on record their gratitude for the co-operation and support extended by the Government of India, Securities and Exchange Board of India and Reserve Bank of India.

The Board also wishes to place on record their sincere appreciation for the unstinted efforts of the employees at all levels towards the continued growth of NCL.

For and on behalf of the Board of Directors

Abhaya Hota

Chairperson

DIN:02593219

Place: Mumbai

Date: July 04, 2025

ANNEXURE 1 TO DIRECTORS' REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

During the financial year ended March 31, 2025, the Company has not entered into any contract or arrangement or transaction with related parties which is not at arm's length.

2. Details of material contracts or arrangement or transactions at arm's length basis

- a) Duration of the contracts / arrangements/transactions - On-going Transaction
- b) Date(s) of approval by the Board, if any:
Approved by the Audit Committee on March 06, 2024, as all transactions are in the ordinary course of business and at arm's length basis.
- c) Amount paid as advances, if any: Nil

The other details of material transactions entered into by the Company during the financial year ended March 31, 2025, are given below:

Name of the related party & Nature of relationship	Nature of transaction	Financial year ended March 31, 2025 (₹ in crores)	Financial year ended March 31, 2024 (₹ in crores)
National Stock Exchange of India Limited, Holding Company	Clearing and Settlement charges received from NSE.	1,507.17	1,315.80

For NSE Clearing Limited

Abhaya Hota
Chairperson
DIN:02593219

Place: Mumbai
Date: July 04, 2025

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014}

To,
The Members,
NSE Clearing Limited
Exchange Plaza, Plot C-1,
Block G, Bandra Kurla Complex,
Bandra East, Mumbai - 400051, Maharashtra, India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NSE Clearing Limited** (hereinafter called "the Company"). Secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct / statutory compliance and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2025**, complied with the statutory provisions listed here under and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2025**, according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(during the period under review not applicable to the company)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(during the period under review not applicable to the company)**;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to the extent applicable;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(during the period under review not applicable to the company)**;

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(during the period under review not applicable to the company);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 **(during the period under review not applicable to the company);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(during the period under review not applicable to the Company);**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(during the period under review not applicable to the Company);**
- (i) The Securities Contract (Regulation) (Stock Exchange & Clearing Corporations) Regulations, 2018

We have examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent referred in Regulation 33 of Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 **(Listing Regulations')**

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc, as mentioned.

We further report that:

The Board of Directors of the Company is duly constituted Executive Directors, consisting of the Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all the Directors and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Company has complied with the provisions pertaining to Corporate Social Responsibility as per Section 135 of Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, further with respect to the difference in disclosure in Form CSR-2 pertaining to financial year 2023-24 filed in the financial year 2024-25 which is filed with Ministry of Corporate Affairs, the Company has given required clarification to the authorities.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

We further report that during the audit period the Company there were following specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc:

- a. The members of the company at their Annual General Meeting dated August 22, 2024 declared a final dividend of Rs. 0.20 /- (Rupees Zero point Two Zero Only) per Equity Share of Rs. 10/- each (fully paid-up) for the financial year ended March 31, 2024.
- b. The members of the company at their Annual General Meeting dated August 22, 2024 appointed Mr. Ian Gerard Desouza and Mr. Piyush Sudhir Chourasia as the Directors of the Company.
- c. The Board of Directors and members at their meeting held on January 22, 2024 and February 25, 2025 respectively approved the proposal for sale of 100% stake in NSE IFSC Clearing Corporation Limited by NSE Clearing Limited to NSE IFSC Limited.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

Atul Mehta

Partner

FCS No: 5782

CP No: 2486

Place: Mumbai

Date: April 25, 2025

UDIN: F005782G000199305

PR No.: 3686/2023

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

To,
The Members,
NSE Clearing Limited
Exchange Plaza, Plot C-1,
Block G, Bandra Kurla Complex,
Bandra East, Mumbai - 400051, Maharashtra, India

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6) As regard the books, papers, forms, reports and returns filed by the Company under the provisions referred in Secretarial Audit Report in Form MR-3, the adherence and compliance to the requirements of the said regulations is the responsibility of management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the Company with various authorities under the said regulations. We have not verified the correctness and coverage of the contents of such forms, reports, returns and documents.
- 7) The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Mehta &Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)

Atul Mehta
Partner
FCS No: 5782
CP No: 2486
Place: Mumbai
Date: April 25, 2025
UDIN: F005782G000199305
PR No.: 3686/2023

ANNEXURE - 3 TO DIRECTORS' REPORT

Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Form AOC 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A" Subsidiary

Name of the Subsidiary	NSE IFSC Clearing Corporation Limited
The date since when subsidiary was acquired	December 02, 2016
Reporting date	March 31, 2025
Share Capital (₹ in crores)	250.00
Reserves and Surplus (₹ in crores)	(144.13)
Total Assets (₹ in crores)	289.57
Total Liabilities (₹ in crores)	289.57
Investments (₹ in crores)	57.36
Turnover (₹ in crores)	27.08
Profit before Taxation (₹ in crores)	(5.13)
Provision for Taxation	-
Profit after Taxation (₹ in crores)	(5.13)
Proposed Dividend	-
% of shareholding	100%

Notes:

- During the F.Y. 2024-25, NSE IFSC Clearing Corporation Limited was a wholly owned subsidiary (WOS) of NSE Clearing Limited. Further, it ceased to be WOS w.e.f June 10, 2025.

For and on behalf of the Board of Directors

Abhaya Hota
Chairperson
DIN:02593219

Vikram Kothari
Managing Director & CEO
DIN:07898773

Hardik Parikh
Chief Financial Officer

Ravin Tank
Company Secretary

Place: Mumbai
Date: July 04, 2025

ANNEXURE 4 TO DIRECTORS' REPORT

NOMINATION AND REMUNERATION POLICIES**NSE Clearing Limited****Policy for Nomination and Appointment of Directors, KMPs and Senior Management Personnel****1. Introduction**

NSE Clearing Limited (hereinafter referred to as “NCL” or “the company”) is governed by the Companies Act, 2013 and rules notified thereunder; the Securities Contracts (Regulation) Act, 1956 read with rules notified thereunder and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred to as “SCR (SECC) Regulations, 2018”) including disclosure requirements and corporate governance norms as specified for listed companies to the extent applicable to stock exchanges/clearing corporations.

Pursuant to Section 178 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SCR (SECC) Regulations, 2018, the Board of Directors of NCL is mandated to constitute a Nomination and Remuneration Committee which shall, amongst other things, formulate the criteria for determining qualifications, positive attributes and independence of a Director and criteria for identifying persons who may be appointed in senior management and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. Accordingly, NCL has constituted a Nomination and Remuneration Committee. This Policy lays down the broad guideline for nomination and appointment of Directors and Senior Management.

2. Objective

The objective of this Policy is to lay down a framework in relation to appointment of Directors, Key Managerial personnel and Senior Management Personnel under Companies Act and SECC Regulations. The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) and Securities Contracts Regulations (Stock Exchanges and Clearing Corporations) Regulations, 2018 (SECC Regulations). The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and Senior Management Personnel.

The objectives of this Policy are:

- a. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMPs and Senior Management including Key Managerial Personnel.
- b. To institute processes that enables the identification of individuals who are qualified to become Directors and who may be appointed as Key Managerial Personnel and/or in senior management. The NRC shall recommend to the Board of Directors the appointment of Directors, KMPs and Senior Management Personnel and their removal under the Companies Act. The appointment of KMPs under SECC Regulations shall be approved by the NRC.
- c. To formulate the criteria for identifying the persons who are qualified to become Directors and such persons who may be appointed as the KMPs / Senior Management Personnel of the Company.
- d. To determine the composition of the Board of Directors.
- e. To determine the qualifications, positive attributes and independence of a director and
- f. To ensure Board Diversity and implementation of succession planning in the Company.

3. Definitions

- (i) **“Board of Directors”** or **“Board”** shall mean the collective body of directors of NCL;
- (ii) **“Director”** means a director appointed to the Board of NCL;
- (iii) **“Independent Director”** shall have the meaning as defined under the Companies Act, 2013 read with relevant rules and the Listing Regulations.
- (iv) **“Key Managerial Personnel (KMP)”** means as defined under Section 2(51) of the Companies Act, 2013 and/or as per Regulation 2(j) of SCR (SECC), Regulation, 2018.
- (v) **“Managing Director”** means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation.—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorized by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any

negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

- (vi) **“Nomination and Remuneration Committee” or “the Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 of the Listing Regulations and Regulation 27 of the SECC Regulations.
- (vii) **“Non- Independent Director”** means a means a director elected or nominated by the shareholders who are neither Trading Members nor Clearing Members, as the case may be, or their associates and agents;” as defined under SCR (SECC) Regulations, 2018);
- (viii) **“Policy”** means this “Policy for Nomination and Appointment of Directors, KMPs and Senior Management Personnel.”
- (ix) **“Public Interest Director”** means an Independent Director as defined under SCR (SECC) Regulations, 2018.
- (x) The term **“Senior Management”** shall mean officer/personnel of the company who are members of its core management team excluding Board of Directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the company secretary and the chief financial officer [Regulation 16(d) of Listing Regulations]. It includes KMPs under the Companies Act, 2013 and those recommended by the NRC to be part of senior Management from time to time.
- (xi) **“Whole-time director”** as defined under Section 2(94) of the Companies Act, 2013 includes a director in the whole-time employment of the company;

Words and definitions not defined herein, shall have the same meaning as provided in the Companies Act, 2013 read with relevant Rules, Listing Regulations and SECC Regulations or other relevant provisions as may be applicable.

4. Interpretation

In any circumstance where the terms of this Policy differ from any existing or enacted law, rule, regulation governing the Company, the law, rule or regulation will take precedence over the provision of this Policy. Further, apart from the criteria and requirements laid down in this policy, the NRC and the Board will also be guided by the SEBI Directives, Circulars, Letters and Guidance notes with respect to the nomination and appointment of Directors, KMPs and Senior Management Personnel issued by SEBI from time to time.

5. Parameters for recommending a candidate for appointment as Director

When recommending a candidate for appointment as Director, the Committee will have regard to the following qualifications and positive attributes:

- (i) the appointee should satisfy the 'fit & proper criteria' as stipulated under SCR (SECC) Regulations, 2018 (refer Annexure A) and other requirements as prescribed by SEBI from time to time;
- (ii) assessing the appointee against a range of criteria which includes, but not be limited to, qualifications, skills, industry experience, background and other qualities required to operate successfully in the position;
- (iii) the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company, in case of senior management their contribution towards effectiveness of the organisation as a whole would be considered;
- (iv) the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;
- (v) ability of the appointee to represent the Company;
- (vi) ability to work individually as well as a member of the Board and with the senior management;
- (vii) influential communicator with power to convince other in a positive way;
- (viii) ability to participate actively in deliberation and group processes;
- (ix) have strategic thinking and facilitation skills;
- (x) act impartially keeping in mind the interest of the company on priority basis;
- (xi) has attained minimum age of 21 years and is not older than 75 years or such other age as may be prescribed from time to time, in case of Public Interest Directors.
- (xii) shall not be disqualified under Section 164 of the Companies Act, 2013
- (xiii) Personal specifications:
 - Educational qualification;
 - Experience of management in a diverse organization;
 - Interpersonal, communication and representational skills;
 - Demonstrable leadership skills;
 - Commitment to high standards of ethics, personal integrity and probity; and

- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace.
- (xiv) Enrollment of name in the Databank for the position of Independent Director / PID, being maintained by the Indian Institute of Corporate Affairs at Manesar to qualify as an Independent Director.
- (xv) While evaluating the candidature of an Independent Director, the Committee shall review the criteria for determining Independence as stipulated under the Companies Act 2013, Listing Regulations and other applicable regulations or guidelines.
- (xvi) The Committee takes a broad perspective with respect to Independence and takes into consideration not only the dealings, transactions, relationships with the concerned Individual Director but also with relatives, entities and organizations affiliated to it.
- (xvii) The Committee, along with the Board, regularly reviews the skill, characteristics required from the Board & Individual Directors. One of the prime objectives of this exercise is to identify competency gaps in the Board and make suitable recommendations. The objective is to have a board of diverse background and experience in business, technology, governance and areas that are relevant for NSE Clearing Limited.
- (xviii) Besides considering all other qualifications with regards to talent, relevant professional experience, proven track record of performance and achievement, ethics and integrity, ability to bring in fresh and independent perspectives, sector specific experience and expertise, the Committee objectively evaluates whether an individual can dispassionately discharge the statutory functions of a Director as enshrined in the Companies Act, 2013, SCR (SECC) Regulations, 2018 and Listing Regulations.

As far as the position of Managing / Executive Director is concerned, the person to be appointed will be assessed against a range of criteria which shall include but shall not be limited to qualifications, skills, industry experience, fit & proper, background and other attributes required for the said position. The person appointed as Managing / Executive Director shall have all the powers and authorities as prescribed by the Board of Directors and as provided in the Articles of Association and applicable provisions of the Act. Managing / Executive Director will be overall in-charge of the business, administration and other affairs of the Company subject to the superintendence, control and directions of the Board of Directors and he shall guide, control and supervise the employees of the Company, their functions, the business carried on by the Company and all administrative matters.

With respect to the selection of the Managing Director & Chief Executive Officer (MD & CEO), the Management shall ensure that no applicant is invited for an interview for the post of Managing Director & CEO unless the applicant has obtained necessary clearance / No objection certificate from the requisite authorities,

wherever required, in view of SEBI letter dated September 7, 2021, regarding the policy for the appointment of the Managing Director of MIs.

6. Guiding factors to be considered while appointing PIDs

- a. Governing Board shall comprise of atleast one PID having the requisite qualification and experience in each of the areas of capital markets, finance and accountancy, legal and regulatory practice and technology.
- b. Atleast one person shall be inducted having experience and background in finance/ accounts who may preferably be inducted in the audit committee.
- c. Persons currently holding positions of trust and responsibility in reputed organisations or person who have retired from such positions.
- d. Persons who are likely to have interested positions in commercial contracts and affairs of stock exchanges, may preferably be excluded. Persons who are regular speculators in the market or are a director in the board of the Promoter entity of the Stock Exchange or Clearing Corporation, shall be excluded.

7. Composition of Board under SECC Regulations

The Board of NCL shall include:

- (a) Non- Independent Directors;
- (b) Public Interest Directors; and,
- (c) Managing Director & Chief Executive Officer;
- (d) SEBI Nominee Director, if any.

Besides taking into account provisions as specified in the Articles of Association, applicable provisions contained in the Companies Act and Rules made thereunder and Listing Regulations, the Committee shall also take into account the following while deciding the composition of the Board and its size:

- The number of public interest directors shall not be less than the number of Non-Independent directors to constitute the quorum for the meeting of the governing board.;
- The Managing Director & CEO shall be included in the category of non-Independent Directors;
- The Managing Director & CEO of the Company shall not
 - (a) be a shareholder or an associate of a shareholder of a recognised stock exchange or recognised clearing corporation or shareholder of an associate of a recognised stock exchange or recognised clearing corporation, as the case may be;
 - (b) be a trading member or a clearing member, or his associate and agent, or shareholder of a trading member or clearing member or shareholder of an associate and agent of a trading member or a clearing member;
- Any employee of a recognised stock exchange or recognised clearing corporation may be appointed on the governing board in addition to the

Managing Director & CEO and such director shall be deemed to be a non-Independent Director;

- SEBI may appoint one or more persons as its Nominee not exceeding three in number, as director(s) on the governing board of any recognised stock exchange and such director(s) shall enjoy the same status and power as the other directors of the governing board.
- The governing board of the Company shall comprise of directors having the requisite qualifications and experience in the areas of capital markets, finance and accountancy, legal and regulatory practice, technology, risk management and management or administration
- The Company may also appoint directors having qualification and experience in other areas which may be specific to them.
- The Chairperson shall be elected by the Governing Board from amongst the Public interest Directors and shall be subject to prior approval of SEBI;
- No trading member or clearing member, or their associates and agents, shall be on the Board. The exceptions / exemptions in this regard shall be as stipulated in the SCR SECC Regulations, 2018, from time to time;
- No foreign portfolio investor shall have any representation in the Board; and
- The Public Interest Directors on the Board shall be appointed by the SEBI.
- The Public Interest Directors shall be eligible to become a Non-Independent Director only after a cooling period of 3 years after ceasing to be a Public Interest Director.

8. Term / Tenure :

a) Managing Director & CEO / Whole-time Director:

- i. The Company shall appoint or re-appoint any person as its MD & CEO for a term not exceeding 5 (five) years at a time.
- ii. Post the completion of the first term, the company shall conduct the appointment process for appointment of the MD & CEO afresh. The MD may be appointed for a maximum period of ten years, subject to an age limit of sixty-five years.
- iii. No re-appointment shall be made earlier than 1 (one) year before the expiry of the term.
- iv. The appointment and tenure of the MD & CEO would be governed by the applicable provisions of the Companies Act, 2013 and SECC Regulations, as may be mandated by SEBI from time to time.

b) Public Interest Director

- i. A Public Interest Director shall be appointed for a fixed term of 3 (three) years on the Board and for such extended period as may be approved by SEBI, subject to performance evaluation as provided in the Board Evaluation Policy and subject to the maximum age limit of seventy-five years.

- ii. At the time of appointment of the Public Interest Director, it shall be ensured that number of boards on which such Public Interest Director shall serve is restricted to 7 (seven) listed companies as a Public Interest Director.
- iii. The appointment and tenure of the Public Interest Director would be governed by the applicable provisions of the Companies Act, 2013 and as may be mandated by SEBI from time to time.
- iv. Shareholders' approval shall not be necessary for the appointment of PID.

c) Non- Independent Director

- i. The appointment and tenure of the Non-Independent Director would be governed by the applicable provisions of the Companies Act and as may be mandated by SEBI from time to time. The Non-Independent Director shall be liable to retire by rotation as per the provisions of Companies Act, 2013 in this behalf.
- ii. The appointment of a Non-Independent Director who has attained the age of 75 years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person.

9. Evaluation

The NRC shall by itself or through the Board or an independent external agency as prescribed in the Board Evaluation Policy, evaluate the performance of the Board / Committee(s), Individual Directors and Chairman at a regular interval (yearly) and review implementation and compliance.

10. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act or the prevailing policy of the Company, as applicable. The Board / Committee will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

11. Board Diversity

The Board shall consist of such number of Directors, including at least one-woman Independent Director, as is necessary to effectively manage the Company of its size. The NRC will lead the process for Board appointments. All Board appointments will be based on meritocracy in the context of the skills, diverse experience, independence and knowledge which the Board as a whole requires to be effective. The candidates will be considered against objective criteria, having due regard to the benefits of diversity on the Board. NCL believes that increased diversity in Board is associated with better financial performance, greater innovation and has a positive impact on the Company.

12. Familiarization Program for Directors

The Company shall provide an orientation to new Directors and continuing education / training to all its Directors and shall periodically provide materials or briefing sessions for all Directors on subjects that would assist them in discharging their duties. Each new Director shall spend reasonable time for personal briefings by senior management on the Company's operations, its material subsidiaries, strategic plans, its financial statements, its key policies and practices and other details as may be desired by the Director. Public interest directors shall peruse the relevant laws, code of conduct, etc. and submit an undertaking that they are aware of their role, responsibilities and obligations. The Company shall provide at least seven days of training to all director each year.

13. Criteria for appointment of KMPs and Senior Management Personnel

The following attributes shall be taken into consideration for selecting suitable candidates for appointment as senior management personnel:

- (i) The KMPs and Senior Management Personnel identified as KMP of NCL should satisfy the "Fit and Proper Person" criteria as prescribed by SECC Regulations (Refer Annexure A);
- (ii) Assessing the appointee against a range of criteria which includes but not be limited to qualifications, skills, industry experience, background and other qualities as may be required to operate successfully in the position;
- (iii) Contribution towards effectiveness of the organisation as a whole;
- (iv) ability of the appointee to represent the company;
- (v) ability to work individually as well as part of team of senior management;
- (vi) influential communicator with power to convince other in a positive way;
- (vii) ability to participate actively in deliberation and group processes;
- (viii) have strategic thinking and facilitation skills;
- (ix) act impartially keeping in mind the interest of the company on priority basis;
- (x) Profile shall include:
 - Educational qualification;
 - Experience of management in a diverse organization;
 - Interpersonal, communication and representational skills;
 - Demonstrable leadership skills;
 - Commitment to high standards of ethics, personal integrity and probity;
 - Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace

The NRC / Management from time to time shall identify the level, designation and names of (i) Key Management / Managerial Persons under SCR (SECC) Regulations, 2018, Listing regulations and Companies Act and / or persons who forms part of Senior Management and recommend the same to NRC for its approval. The Managing Director & CEO is empowered to identify the candidates in the Senior Management in terms of the criteria prescribed herein and recommend their appointment to NRC.

14. The approval matrix for selection of various categories of KMP roles will be as follows: -

Sr. No.	Category of KMPs	Final approving authority / Committee
1	KMPs under SEBI SECC regulations	The NRC
2	KMPs under Companies Act, 2013	The NRC and The Board
3	KMPs categorized as Senior Management (Senior roles reporting directly to MD & CEO)	The NRC and The Board

15. Guidelines for appointment of KMPs / Senior Management (SM)

- a) Appointment of MD & CEO does not fall under the scope of this process and will be governed by the SEBI defined process for the same.
- b) The NRC upon the recommendations of the MD & CEO and Human Resource Officer shall periodically review and consider the list of Key Managerial Personnel / SM segmented under
 - (i) due for retirement (within 1 year)
 - (ii) organization readiness to mitigate risks on account of attrition, capability gaps and performance of the role holder.
 - (iii) The NRC shall also consider the new vacancies that may arise because of business needs/up-gradation of Department(s)/Regional Office(s).
- c) The MD & CEO and Human Resource Officer would be responsible to identify roles, designations & levels to be considered as KMP / SM and recommend to the NRC for review and approval.
- d) For vacancies arising out of newly created roles, which fall under the definition of KMPs / SM or on account of exit or transfer to any other role of any existing KMP / SM (subject to approval of the NRC), the Human Resources team will initiate hiring process.

16. Selection process for KMP roles

- i. The process for selection of the candidate for the role can be done either through internal career movement or through external hires based on merit. While doing so, a balance needs to be drawn between the potential available

- talent within the group and drawing on talent available outside the group to enable the management to hire the best talent based on merit.
- ii. Human Resources may utilize the services of professional search firms to assist in sourcing and evaluating external potential candidates.
 - iii. For KMP appointments through external candidates, timely and planned steps should be taken for selection of a candidate to ensure that the appointment is made well before the retirement / relieving of the concerned officer to ensure smooth transition.
 - iv. The interview panel for recommending candidates fitment for KMP roles to the NRC should consist of a minimum of 3 members i.e. the MD & CEO, Head of the Department reporting to the MD & CEO & Head Human Resource.
 - v. The NRC shall assess suitable candidates based on the recommendations of the MD & CEO and Head Human Resource. The NRC based on its interaction will decide to either accept or reject the candidate and further reserves the right to evaluate more candidates before finalizing the recommended candidate.
 - vi. As a process, at least one NRC member needs to interview the candidate and share his/ her assessment comments, which will be shared with the other NRC members for their consideration and approval to initiate further action.
 - vii. In the event of any unexpected occurrence in respect of KMP role holder, the supervisor in charge shall take interim charge of the responsibilities.

17. KMP Offer and compensation guidelines

- a) Head Human Resource will obtain compensation approval from the MD & CEO and NRC before extending the final offer to the selected candidate.
- b) 50% of the variable pay earned for each financial year of the KMPs under SECC Regulations shall be paid to the employee on completion of three years from the last date of the respective financial year, subject to malus and claw back.
- c) KMP roles in Regulatory / Compliance functions as defined under SEBI SECC Regulations will be for a fixed term as prescribed by the NRC.
- d) The Fixed term period for KMP roles - for regulatory functions as per SEBI norms defines fixed term for the role and not with the organization. The organization will have the flexibility to further extend the fixed term post expiry of the same.

- e) Employees in KMP roles in the Regulatory function can be moved within the function during the fixed term period; however, they cannot be transferred to any role out of the Regulatory function during the fixed term period.
- f) The NRC approvals should be obtained for seeking any extension of term in KMP roles and then intimated to SEBI
- g) Human Resources team would be responsible to inform fresh appointees as KMPs in advance of their appointment and the implications of their being in a KMP role and obtain their consent and documentation demonstrating fit and proper status before extending the final offer to the candidate.

18. Succession Planning

The Committee shall review, approve and aid the Board in succession and emergency preparedness plan for Key Executives (which includes persons for appointments to the Board and to senior management). The above mentioned criteria may be applied for such identification and evaluation.

19. Amendment

Any amendment or modification in the Companies Act, 2013, Listing Regulations, SECC Regulations, 2018, Rules, Regulations and directives issued under the respective statutes (which include Listing Regulations) and any other applicable Regulation relating to NRC shall automatically be applicable to the Company.

20. Disclosure

This policy shall be placed on the Company's website in accordance with provisions of the Companies Act, 2013 and Listing Regulations and the salient features of the policy, if any, shall be disclosed in the Board's report.

21. Review of the policy

This Policy shall be reviewed once a year to ensure that it meets the regulatory requirements or latest industry practice or both and the changes shall be placed in the NRC and the Board.

ANNEXURE A**Fit and proper criteria under SECC Regulations**

A person shall be deemed to be a fit and proper person if:

- (A) such person has a general reputation and record of fairness and integrity, including but not limited to-
- i. financial integrity;
 - ii. good reputation and character; and
 - iii. honesty;
- (B) such person has not incurred any of the following disqualifications:
- i. conviction of the person by a court for any economic offence or an offence of the securities laws ;
 - ii. an order for winding up has been passed against the person;
 - iii. the person has been declared insolvent and has not been discharged;
 - iv. an order, restraining, prohibiting or debarring the person from dealing in securities or from accessing the securities market, has been passed by the Board and a period of three years from the date of the expiry of the period specified in the order has not elapsed;
 - v. any other order against the person, or any of its whole time directors or managing partners, which has a bearing on the securities market, has been passed by the Board and a period of three years from the date of the order has not elapsed;
 - vi. the Board has initiated recovery proceedings under the SEBI Act, 1992 and are pending;
 - vii. the person is not financially sound or has been categorized as a willful defaulter; and
 - viii. any other disqualification as may be specified by the Board from time to time.
2. the person has not been found to be of unsound mind by a court of competent jurisdiction and have not been declared a fugitive economic offender; and
3. the person has not been convicted of an offence involving moral turpitude.

If any question arises as to whether a person is a fit and proper person, the Board's (i.e. SEBI's) decision on such question shall be final

NSE Clearing Limited

Remuneration Policy

1. Introduction

NSE Clearing Limited (hereinafter referred to as “NCL” or “the company”) is governed by the Companies Act, 2013 and Rules notified thereunder; the Securities Contracts (Regulation) Act, 1956 read with rules notified thereunder and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred to as “SCR (SECC) Regulations, 2018”) including disclosure requirements and corporate governance norms as specified for listed companies to the extent applicable to clearing corporations.

Section 178 of the Companies Act, 2013 and SCR (SECC) Regulations, 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”) prescribe that the Nomination and Remuneration Committee shall recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

Regulation 27 of the SCR (SECC) Regulations, 2018 mandates that the Remuneration Policy for the Key Management Personnel of the Clearing Corporation shall be in accordance with the norms specified by SEBI.

2. Definitions

- (i) **“Board of Directors” or “Board”** shall mean the collective Body of Directors of NCL;
- (ii) **“Director”** means a Director appointed to the Board of NCL;
- (iii) **“Independent Director”** shall have the meaning as defined under the Companies Act, 2013 read with relevant rules and the Listing Regulations.
- (iv) **“Key Managerial Personnel (KMP)”** means as defined under Section 2(51) of the Companies Act, 2013 and/or as per Regulation 2 of SCR (SECC), Regulation, 2018
- (v) **“Senior Management”** under Companies Act means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. “Senior Management” under SEBI (Listing Obligations and Disclosure Requirements), 2015 mean officers / personnel of the Exchange who are members of its core management team excluding Board of Directors comprising all members of management one level below the chief executive officer/managing director/whole time

director/manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer. It may include such persons identified by the NRC / Board from time to time in terms of the Companies Act, 2013 and Listing Regulations.

- (vi) **“Managing Director”** under the Companies Act, 2013 means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation.—For the purposes of this clause, the power to do administrative acts of a routine nature when so authorized by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management;

- (vii) **“Nomination and Remuneration Committee” or “Committee”** shall mean a Committee of Board of NCL, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013, Regulation 19 of the Listing Regulations and Regulation 27 of SCR (SECC) Regulations, 2018.
- (viii) **“Other Employees”** means any person (other than KMPs under the Companies Act and SECC Regulations and Senior Management Personnel) employed to work full time on the payrolls of the Company.
- (ix) **“Policy”** means this Remuneration Policy.
- (x) **“Public Interest Director”** means an Independent Director, representing the interests of investors in securities market and who is not having any association, directly or indirectly, which in the opinion of the Securities and Exchange Board of India (“SEBI”), is in conflict with his role;
- (xi) **“Whole-time director”** includes a director in the whole-time employment of the company;

Words and definitions not defined herein, shall have the same meaning as provided in the Companies Act, 2013 read with relevant rules, Listing Regulations and SCR (SECC) Regulations 2018 or other relevant provisions; as may be applicable.

3. Interpretation

In any circumstance where the terms of this Policy differ from any existing or enacted law, rule, regulation governing the Company, the law, rule or regulation will take precedence over the provision of this Policy.

4. Objectives

The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management Personnel.

The objectives of this policy are:

- (a) To lay down a policy for payment of remuneration to the Directors, Key Managerial Personnel, Senior Management and other employees of NCL;
- (b) To assist the Board on determination of remuneration payable to the Directors, Key Managerial Personnel, Senior Management and other employees of NCL;
- (c) To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (d) To ensure that relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- (e) To ensure that the remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- (f) To decide on the Annual Performance Linked Pay (variable pay) payable to Managing Director & Chief Executive Officer (CEO) and to approve annual increase in the Total Pay payable to Managing Director & CEO;
- (g) To assist the Board's overall responsibility relating to executive compensation and recommend to the Board appropriate compensation packages for Whole-time Directors and Senior Management personnel in such a manner so as to attract and retain best available personnel for position of substantial;
- (h) To approve release of variable pay of KMPs under SEBI Regulations withheld earlier; and
- (i) To approve Variable Pay and Fixed Pay of KMPs under SEBI Regulations.

5. Remuneration of Directors, KMP and Senior Management

- (a) The remuneration / compensation, etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company, Central Government and SEBI, wherever required. It shall be as per the statutory provisions of the Companies Act, 2013 read with the rules made thereunder for the time being in force. The requirements, if any, prescribed by SEBI from time to time in this regard shall be followed while determining the compensation payable to Directors, KMP and Senior Management.
- (b) The remuneration / compensation to be paid to the KMP shall be approved by the Committee. For KMP's under Companies Act, 2013, it shall be as per the statutory provisions of the Companies Act, 2013 read with the rules made thereunder for the time being in force. For KMP's under SCR (SECC) Regulations, 2018, the requirements prescribed by SEBI from time to time in this regard shall be followed while determining the compensation payable to

them, which shall be determined by the Committee. For those Senior Management, compensation payable shall be recommended by the Committee to the Board for its approval.

- (c) The Committee shall lay down remuneration policy of the Company from time to time in accordance with market practice and the Company philosophy subject to SEBI norms, as may be applicable.
- (d) The annual compensation shall consist of a fixed component and a variable component. The variable component shall be within a range of 25% to 50% of the total pay in respect of KMPs under SCR (SECC) Regulations, 2018. This shall however not be applicable to the other employees.
- (e) The Head Human Resources will obtain compensation approval from the Managing Director & CEO and the NRC before extending the final offer to the selected candidate.
- (f) 50% of the variable pay in respect of the KMPs in respect of each financial year shall be paid to the KMP concerned on completion of 3 years from the last date of the respective financial year which will be kept invested in fixed deposits till final payment, if any and paid to the employee concerned with accrued interest if and when the final payment is made. However, as a malus arrangement, the said amount or any part thereof along with accrued interest as per fixed deposit rate for the applicable period in respect of a financial year may be prevented from being paid by the compensation committee, after providing an opportunity of being heard to the concerned KMP, in case of fraud, misfeasance, misappropriation or excessive risk taking by the concerned employee intentionally causing financial loss to the company.
- (g) The KMPs are also covered under a claw back arrangement under which the compensation committee may require an employee to return previously paid in full or vested remuneration partially or fully including the interest earned (if any), after providing an opportunity of being heard to the concerned KMP, under the following circumstances namely fraud, misfeasance, misappropriation and intentionally causing financial loss to the company. The claw back is exercisable within a period of three years from the end of financial year in which the remuneration was paid or vested. The claw back is not exercisable in respect of retiral benefits accrued to KMPs in terms of SCR (SECC) Regulations, 2018.
- (h) ESOPs and other equity linked instruments shall not be offered or provided as part of the compensation for the Key Management Personnel.
- (i) The following factors shall be considered while fixing compensation package for the KMPs:
 - A. performance, potential, qualification, experience, expertise,
 - B. role and responsibilities
 - C. level of employees, inflation, attraction and retention of talent,
 - D. market benchmark / comparable to the industry standards,

- E. size and complexities of operation,
- F. financial condition and health of the Company, revenues, net profit,
- G. average levels of compensation payable to employees in similar ranks, periodic review, etc.

(j) Incentive to take excessive risks over the short term shall be discouraged.

(k) The Managing Director & CEO and Head Human Resources will be responsible for execution of the compensation strategy, practices and plan (covering both fixed pay and variable pay) for the other Employees in line with the compensation policy

6. Remuneration criteria for Managing Director & CEO

The remuneration / compensation, if any, etc. of the Managing Director & CEO shall be subject to the approval of the NRC, Board and Shareholders of the Company, wherever required, under applicable laws.

7. Remuneration criteria for Independent Directors/ Public Interest Directors / Non- Executive Directors

The Independent Directors/ Public Interest Directors / Non- Executive Directors of the Company are entitled to sitting fees for attending the meetings of the Board or Committees thereof. The reimbursement of expenses for attending the Board and other Committee meetings including travelling, boarding and lodging expenses, shall be paid by the Company.

8. Amendment

Any amendment or modification in the Companies Act, 2013, SCR(SECC) Regulations, 2018, Rules, Regulations and directives issued under the respective statutes (which includes Listing Regulations) and any other applicable provision relating to the remuneration/compensation/commission, etc. shall automatically be applicable to this Policy.

9. Disclosure

This Policy shall be placed on the Company's website in accordance with provisions of the Companies Act, 2013 and Listing Regulations and the salient features of the policy, if any, shall be disclosed in the Board's report.

10. Review of the policy

This Policy shall be reviewed once a year by the Nomination and Remuneration committee and Board to ensure that it meets the regulatory requirements or latest industry practice or both. The changes made to the Policy shall be placed before the NRC and the Board for approval.

ANNEXURE 5 TO THE DIRECTOS' REPORT

ANNUAL REPORT OF THE CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR FY 2024-25

1. Brief Outline on CSR Policy of the Company:

NSE Group understands that the economic and social well-being of the community is closely interlinked to their habitats and the environment. NSE Group therefore strives to integrate triangulated focus to improve the quality of life of its identified beneficiaries towards creating inclusive societies, while meeting its social, economic and environmental responsibilities.

Based on the Schedule VII in section 135 of the Companies Act 2013, NSE Group has identified eight CSR areas as issues of concern to be addressed in the developmental landscape in India to be undertaken through NSE Foundation. They are i) primary Education, ii) Elder care, iii) Safe Drinking Water & Sanitation, iv) Health & Nutrition, v) Environment Sustainability, vi) Skill Development & Entrepreneurship, vii) Funding of incubators in academic institutions and other agencies and viii) Disaster Relief and Rehabilitation.

2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of Meeting of CSR Committee held during the financial year [^]	Number of Meeting of CSR Committee attended during the financial year
1	Dr. Golaka Nath	Chairperson, Independent Director	3	3
2	Mr. G S Hegde	Independent Director	3	3
3	Mrs. Priti Savla	Independent Director	3	3
4	Mr. Ian Desouza*	Non-Independent Director	2	1

Note:

[^] Number of Meetings held during the tenure of Member

* Appointed as Member w.e.f. November 19, 2024

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

Composition of CSR Committee:	https://www.nseclearing.in/other-committees
CSR Policy:	https://www.nseclearing.in/sites/default/files/disclosure/NSE_Group_CSR_Policy.pdf
CSR projects:	https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-04/Revised%20Annual%20Action%20Plan.pdf

4. Provide the executive summary along with web-links of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Impact assessments were undertaken by third party assessment agencies (selected via the due vendor governance process of NSE) for concluded projects of NSE Group CSR. Through the assessments, agencies have reviewed the programmes in line with the outlined objectives. The projects fall under the focus areas of Primary Education (13), Safe Drinking Water & Sanitation (6), Elder Care (4), Funding to Incubators (3), Skill Development (2) and Environment Sustainability (2). The list of impact assessments is summarized below:

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
1	Jaldhara: Integrated Water, Sanitation and Hygiene (WASH) interventions in Nandurbar, Maharashtra	Sanitation and Safe Drinking Water	Nandurbar	The initiative focused on WASH improvements in 40 Nandurbar villages. Awareness sessions in schools and communities boosted sanitation, menstrual hygiene, and open defecation-free environments. The initiative led to 98% improved handwashing practices, 100% toilet usage, and 97% sanitary pad use among respondents. Further, the program reduced waterborne diseases, enhanced public health, and improved privacy and dignity, particularly for women and girls. Key findings indicate significant behavioural changes post-intervention, demonstrating the initiative's success in promoting healthy hygiene practices.
2	Serving and enriching education to under-privileged tribal children in Talode block of Nandurbar district	Primary Education	Nandurbar	This primary education program aimed to improve access and quality for 2,760 underprivileged tribal children across 51 villages. With the All-India Institute of Local Self-Government (AILSG) as the on-ground partner, 102 Children's Resource Centers were established, reaching 4,170 children. The programme also facilitated 87,806 counselling sessions, 53,526 home visits, and 12,444 WASH sessions, significantly improving educational outcomes and hygiene practices. Parental involvement also increased through 582 Parents Apex Body sessions.
3	Sustainable community ODF program at Ramanathapuram block, Ramanathapuram district, Tamil Nadu	Sanitation and Safe Drinking Water	Ramanathapuram	The project aimed to achieve open defecation-free status in Ramanathapuram. It retrofitted 3,200 household latrines, 60 school toilets and 10 Anganwadi toilets impacting 50,000 direct and 100,000 indirect beneficiaries. Key findings include 93% of retrofitted toilets being well-maintained, 92% respondents reported reduction in WASH-related illnesses, and 62% reporting reduced medical expenses. Additionally, 98% of students found school toilets functional, and 93% were aware of importance of handwashing. The program's success is evident in improved hygiene practices, and community well-being.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
4	To provide sustainable livelihood by way of providing construction Skill training and employment / self-employment for Rural Youth from Nandurbar, Maharashtra	Skill Development and Entrepreneurship	Nandurbar	This initiative in Nandurbar aimed to provide sustainable livelihoods through construction skills training. Key findings include a 97% job placement rate post-training, with 69% earning ₹ 8,000-9,000 monthly. Around 95% respondents stated that they could fully support their families financially. The program also led to improved socio-economic well-being, with 71% able to bear medical costs, 67.5% reporting increased food consumption, and 66% affording education costs. The program demonstrated significant positive impacts on the trainees' livelihoods and communities.
5	Karadi Path Magic English SLL program	Primary Education	Nandurbar	Launched by the NSE Foundation in Nandurbar, Maharashtra, the program aimed to enhance English skills in 424 Zilla Parishad primary schools. It focused on comprehension and contextual learning. Key findings include an 84% improvement in listening proficiency, 67% in speaking, and 50% in reading. Confidence in English communication increased, and 55% of students found the music path highly engaging. Teachers' English proficiency improved, with many transitioning to English instruction. Around 98% of students reported enjoying English classes, and 94% preferred the learning approach adopted under the program, highlighting its success in fostering language skills and classroom participation.
6	Block transformation for ODF sustainability and WASH compliant communities, schools, Ashramshalas and other key institutions	Sanitation and Safe Drinking Water	Navapur Block, Nandurbar District	The project focused on sustaining Open Defecation Free (ODF) status of 114 gram panchayats, 50,150 households, and 252 schools. Key findings include 80% of student respondents were accessing piped water, 84% of schools had handwashing units, and 81% of respondents reported reduction in open defecation. Further, Nigrani Samitis significantly boosted community participation. Despite progress, gaps in sanitation infrastructure remain. Addressing menstrual health challenges still requires culturally sensitive interventions. The project significantly improved water access, sanitation, and hygiene behaviors in the community.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
7	Promotion of swachh and swasth Hindaun block of Karauli district in Rajasthan	Sanitation and Safe Drinking Water	Karauli	The objectives of the project was to enhance water and sanitation infrastructure in 23 schools, 11 villages, 10 Anganwadi centres, and one PHC in Karauli district. Key findings include 96% of students reporting availability of water in restrooms, 98% reported having functional school toilets, and 92% highlighted improvement in toilet cleanliness. Additionally, 87% of beneficiaries had consistent water supply, 64% of women reported improved quality of life, and 97% of beneficiaries participated in Behavioural Change Communication (BCC) sessions. The project successfully improved water and sanitation infrastructure, contributing to better hygiene practices and community well-being.
8	Foundational learning enhancement in primary grades [I-V] in government schools in Hindaun block of Karauli district, Rajasthan	Primary Education	Karauli	The program aimed to provide foundational literacy to underprivileged students in 150 government schools in Hindaun block, Karauli district, Rajasthan. Educational resources and teacher capacity building were program's main components. Key findings include 96% of students feeling more engaged in class. Further students registered improvement competency levels in Mathematics, with those scoring 60%-75% increased from 6.5% to 26%, and those scoring $\geq 75\%$ increased from 3% to 17%. Furthermore, in Hindi, students in the $<30\%$ marks category decreased from 66% to 36%, and those scoring $\geq 75\%$ increased from 2% to 4%. Additionally, 98% of students assisted their families in reading, writing, and calculations. Teachers reported learning new methods, and 95% noted improved community attitudes towards education. The intervention significantly improved student retention, attendance, and literacy skills.
9	Creating enablers for ODF sustainability	Sanitation and Safe Drinking Water	Nandurbar Block, Nandurbar District	The initiative targeted to sustain Open Defecation Free (ODF) status across 137 gram panchayats, enhancing sanitation, healthcare, and waste management practices. Key findings include 96% respondents having regular toilet access, 85% reporting reduced waste-related diseases, and 99% observing improved waste disposal. School sanitation improved with 95% running water availability and 99% student participation in hygiene sessions. The project's comprehensive approach led to increased cleanliness (96%) and raised awareness of open defecation risks, contributing to a healthier and more resilient community in Nandurbar.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
10	Making Mandrail block of Karauli district as Open Defecation Free sustainable block through school, AWC and community centered wash interventions	Sanitation and Safe Drinking Water	Karauli	The project enhanced WASH infrastructure in schools and promoted sustainable hygiene practices. Key findings include 90% school children stated that they have access to drinking water, 98% reported improved toilet functionality, and 89% highlighted having handwashing facilities near toilets. Hygiene practices improved for 82% of students, and disease instances reduced due to heightened hygiene awareness. The project elevated health and sanitation standards, benefiting both students and the wider community. This initiative highlights the importance of WASH interventions for long-term well-being.
11	Improving language and numeracy skills of 8,139 children in primary and upper primary schools of Mandrail block in Karauli district of Rajasthan state	Primary Education	Karauli	The key interventions under the program included Shiksha Mitras recruitment, teacher training in Activity-Based Learning (ABL), Village Level Learning Centres (VLLCs) during the pandemic, and Children's Groups for health, hygiene, and life skills. The key outcomes of the project include 80% attendance in VLLCs, 0% dropout rates from schools, 500+ re-enrolled out-of-school children, 314 teachers trained in ABL, and strengthened school governance. The program effectively improved access to education, teaching methodologies, and community involvement, contributing to holistic child development.
12	Sustainable environment & livelihoods through soil & water conservation and improving soil health	Environment Sustainability	Karauli	The intervention targeted to promote sustainable environmental practices and enhance livelihoods through soil and water conservation. Implemented in 76 villages, the project improved water resource access for 78% of respondents, prevented soil erosion for 93% of farmers, increased farm income for 53% and 92% of farmers adopted organic farming practices. The intervention's approach enhanced agricultural productivity, soil health, and community well-being in the drought-prone region.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
13	Vidya - enhancing learning of tribal students in Dhadgaon block of Nandurbar	Primary Education	Nandurbar	The objectives of the initiative were to enhance learning outcomes in Marathi and Mathematics for students in grade 1-5 in intervention schools of Nandurbar district. Key findings include 88% of students showing increased interest in English and 91% learning names of local trees in English. The initiative established 50 Bal Bhavans, engaged 12 students per hamlet class during COVID-19, and strengthened SMCs. The project improved educational outcomes, community involvement, and continuity in education despite pandemic challenges.
14	Project Samarthya: elderly care programme (55 years+) in Nandurbar district, Maharashtra	Elder Care	Nandurbar	The project sought to enhance social sustainability and well-being of elderly citizens of targeted locations in Nandurbar district. It empowered the elderly through digital, financial, and legal literacy and fostering linkages with government schemes. Key findings include 60% of beneficiaries reporting monthly savings, 99% receiving free healthcare services, and 62% highlighting improved well-being. Digital literacy empowered 61% respondents by boosting mobile and banking skills. The project also improved agricultural productivity, creating a sustainable model for elderly well-being. Project Samarthya promoted social and financial inclusion and improving livelihoods for elderly population.
15	Project- Student Teacher Empowerment Program (STEP) Plus	Primary Education	Ramanathapuram	The program targeted to improve educational outcomes in 69 government schools of Ramanathapuram, supporting 3,191 students, with a focus on enrolling girls. Key findings include improvement in educational outcomes as exemplified by consistent increase in average scores from Baseline to Impact Assessment across grades and subjects. Further, the project enhanced student engagement, with 90% enjoying learning, and improved teacher pedagogical skills. Challenges included student tracking and pandemic-related issues.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
16	Sahaj Path: Bridging learning gaps of students in government primary schools of Dubrajpur block of Birbhum district, West Bengal	Primary Education	Birbhum	The intervention targeted to address educational disparities in 168 government primary schools in Dubrajpur block, Birbhum. The program focused on marginalized communities, improving English proficiency from 10% to 84%, Mathematics from 25% to 88%, and vernacular skills from 24% to 86%. Key interventions included learning centers, upgraded school facilities, and innovative teaching methods. Community engagement led to 95% parent and SMC participation. Regular reading sessions and health awareness reached over 85% of parents. The program improved foundational learning, school attendance, and holistic development among students.
17	SCORE [Sustainable Conservation of Water Resources Through Enabling] community-led development	Environment Sustainability	Ramanathapuram	The project focused on water scarcity in Ramanathapuram, Tamil Nadu. Key interventions included renovation of 70 water bodies, promoting organic farming, and enhancing community-led water management. The project improved water availability, with 44% of tanks retaining water for 6-8 months, increased irrigated land per farmer from 1.34 to 1.60 acres, and boosted livestock farming for 67% of respondents. Groundwater levels improved in 65% of wells, and women's land ownership rose to 73%. The project enhanced agricultural productivity, economic stability, and environmental sustainability, providing a model for water-stressed regions.
18	Healthcare access to geriatric population through technology	Elder Care	Ramanathapuram & Nandurbar	The program targeted to improve healthcare for geriatric populations in intervention location of Nandurbar, Maharashtra, and Ramanathapuram, Tamil Nadu. It covered 27,771 patients through 61,347 teleconsultations, with 99% receiving free medicines. Two tertiary hospitals conducted 1,058 specialist teleconsultations which were rated 'Excellent' by 42% of respondents. The project held 22 health camps and 20,350 counselling interactions, with 67% patients utilizing PHC help desks. Additionally, 1,746 elderly members formed 173 Elders' Self-Help Groups, attending 142 training sessions. The initiative improved healthcare access and quality for the elderly, with sustained positive impacts in both districts.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
19	Anupad	Primary Education	Nashik	The initiative sought to address educational challenges in 18 tribal Ashramshalas in Nashik district. Key achievements include increase in grade appropriate Marathi literacy proficiency of students from 10% to 70% and mathematics competency from 15% to 65%. The initiative improved classroom participation, parental involvement, and reduced dropout rates. 70% of students developed regular reading habits, and despite pandemic challenges, Shikshan Mitras provided personalized support. The program influenced school-level policies and enhanced teaching practices, contributing to better educational outcomes in underserved tribal communities.
20	EQUIP Thirupullani Project (Education Quality Improvement Project)	Primary Education	Ramanathapuram	The intervention targeted educational challenges in 50 government primary schools in Thirupullani, Tamil Nadu. The program improved grade appropriate Tamil proficiency from 35% to 77%, English from 30% to 84%, and Math from 34% to 87%. Key interventions included teacher training, community involvement, and upgraded learning resources. Community-driven initiatives boosted school attendance and reduced dropout rates. 95% of parents and SMC members participated in decision-making, and 78% of students developed regular reading habits. The program enhanced education quality and fostered holistic development of students in underserved communities.
21	Skill Mitra And Udyog Mitra model for livelihood in two blocks of Ramanathapuram	Skill Development and Entrepreneurship	Ramanathapuram	The program provided vocational training, mentorship, and community engagement, focusing on trades like palm leaf crafting, jute production, and tailoring to marginalized communities in Mandapam and Thirupullani, Tamil Nadu. Key achievements include 85% of participants improving skills, over 60% women participants enhancing economic independence, and Udyog Mitras supporting micro-businesses. The program increased livelihood awareness for 95% of respondents. It boosted employability, economic self-reliance, and community resilience, aligning with local market demands and government priorities.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
22	Akshara: Learning centers for primary children in Rameswaram	Primary Education	Ramanathapuram	The project targeted literacy and numeracy gaps among students of grades 1-5. Key achievements include a increase in foundational math proficiency from 2% to over 70% and undertaking capacity building training for 53 teachers. The project engaged 44 community tutors for personalized student support and 90% of parents in educational activities, strengthening school-community collaboration. Improved access to learning resources and remote engagement strategies ensured continuity despite the pandemic. The project enhanced educational outcomes and fostered an inclusive learning environment.
23	Shraddha – Towards active and healthy ageing	Elder Care	Yavatmal, Nalgonda, Purbi Midnapore & Supaul	The initiative aimed to improve elderly welfare in Maharashtra, Telangana, Bihar, and West Bengal. Key interventions included healthcare support, social inclusion, and economic empowerment through Elderly Self-Help Groups (ESHGs). The project enhanced healthcare access for 99% elderly respondents in Pochampally and 98% in Kolaghat through Gram Chikitsa Centres. Further, increased social participation was reported by 98% respondents in Pochampally and 100% in Ghatanji. Furthermore, an improvement in financial well-being was highlighted by 98% respondents in Pochampally, 91% in Supaul and 100% in Birbhum. COVID-19 support included food security and vaccinations. Overall, ESHGs significantly improved the quality of life for seniors, promoting inclusion and well-being.
24	Aalambana – Towards active and healthy ageing	Elder Care	Birbhum, Ramanathapuram & Karauli	The intervention targeted to enhance elderly welfare in Tamil Nadu, Rajasthan, and West Bengal. Key findings include improved social interactions through Elderly Self-Help Groups (ESHGs) for 96% respondents in Ramanathapuram, 89% in Karauli, and 66% in Birbhum. Financial circumstances improved for 100% respondents in Birbhum, 94% in Karauli, and 97% in Ramanathapuram. The Gram Chikitsa Centre enhanced healthcare access for 98% elderly in Birbhum, 100% in Karauli, and 99% in Ramanathapuram. Digital literacy saw an increase, evidenced by enhanced usage of digital devices by seniors. Overall, ESHGs greatly improved seniors' quality of life, fostering inclusion and well-being.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
25	Creating a learning culture	Primary Education	Mumbai	The program focused on improved foundational literacy and numeracy for students in grades 1-5 in targeted schools located in Kurla, Mumbai. Overall, it reached 7,314 students, 4,407 parents, and 100+ teachers through workshops, training, and digital resources. Key findings include 96% of teachers reported seeing improved student engagement, 100% of parents noted enhanced confidence in their children, and 99% of students felt more confident in previously challenging subjects. The program fostered holistic development, innovation in teaching practices, and strengthened community involvement, creating a supportive and inclusive learning environment.
26	Strengthening WASH in municipal schools of Ahmedabad	Integrated Primary Education and WASH	Ahmedabad	The project sought to address foundational learning gaps in Gujarati, EVS (Environmental Studies), and Mathematics for grades 3-5 in Ahmedabad municipal schools. Key achievements include increase in grade appropriate Mathematics proficiency from 18% to over 70%, training 62 teachers in innovative teaching methods, and active participation from 85% of parents and SMC members. The project also upgraded school infrastructure with drinking water taps, clean toilets, and handwashing stations. Hygiene practices improved for 94% of students, and hygiene awareness campaigns promoted better sanitation habits among students and their families. The project enhanced educational outcomes and community engagement.
27	Siksha setu	Primary Education	Nandurbar	The initiative aimed to improve educational outcomes for over 20,000 students in Nandurbar through digital learning using the computer application. The key outcomes of the program include 73.3% of respondents reporting improvement in Mathematics skills and 74.4% in Marathi skills. In competency assessments, advancements were noted in Algebra (64% students) and Writing Skills (84% students). Students using the app for 20+ hours reported greater progress. Post-app use, 86% students felt more confident, 83% more motivated, and 87% saw improved English skills. During the lockdown, 88% students found the app crucial for continuing education. The program enhanced student learning and engagement through interactive techniques.

Sr. No.	Name of the Project	Focus areas	Location	Project Outputs
28	Innovative medical devices for affordable healthcare	Funding of incubators	Mumbai	The project targeted to address critical gaps in India's medical device ecosystem by deploying advanced devices and training innovators to improve healthcare accessibility for underserved communities. Key deployments included 100 Knee Ankle Foot Orthoses (KAFO), 79 digital stethoscopes, and 59 diabetic foot screeners. Collaboration with local NGOs, healthcare professionals, and government bodies facilitated effective device deployment and training. The project highlighted the importance of customized training, strong partnerships, indigenous content, and local manufacturing.
29	Hyperlocal air pollution monitoring using mobile monitoring for Chennai Gurugram and Mumbai	Funding of incubators	Chennai	The project sought to create a cost-effective air quality monitoring system using vehicle-mounted and stationary devices in Mumbai and Gurugram. Key interventions included deploying 25 mobile and 25 static devices in Chennai, and 40 mobile and 80 static devices in Gurugram, generating hyperlocal air quality maps for real-time pollution assessment. The project provided insights into the effectiveness of combining mobile and stationary devices, enabling dynamic monitoring and immediate responses to pollution spikes.
30	Integrated energy monitoring and management system for a large commercial complex towards 100% renewable energy utilization	Funding of incubators	Chennai	The initiative aimed to optimize energy usage and leverage renewable sources. Key objectives included maximizing renewable energy consumption and storage, minimizing overall energy use, and reducing costs. The EMS system achieved 90% renewable energy usage, saving approximately ₹ 33 Lakhs per month. By charging storage during lower-rate hours and using stored energy during peak times, the system enhanced energy efficiency and significantly lowered the carbon footprint. The project demonstrates the potential for sustainable energy practices to drive economic and environmental benefits in India's journey towards a greener future.

As required by Rule 8(3) of the Companies (CSR Policy) Rules 2014 and amendments thereunder, the Company has carried out impact assessment through independent third parties, the summary of the reports is provided as a link.

Link: <https://www.nseclearing.in/disclosures/other-disclosures>

5. a) Average net profit of the company as per section 135(5): ₹ 9,84,95,67,313.27/-
 b) Two percent of average net profit of the company as per section 135(5):
 ₹ 19,69,91,346.26/-
 c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
 d) Amount required to be set off for the financial year: Nil
 e) Total CSR obligation for the financial year (5b+5c+5d): ₹ 19,69,91,346.26/-
6. a) Amount spent on CSR Projects (both ongoing projects and other than ongoing project): ₹ 27,81,069.54/-
 b) Amount spent in Administrative Overheads: Nil
 c) Amount spent on Impact Assessment, if applicable: ₹ 49,88,099/-
 d) Total amount spent for the financial year (6a+6b+6c): ₹ 77,69,168.54/-
 e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in ₹)	Date of transfer	Name of the Fund	Amount (in ₹)	Date of transfer.
77,69,168.54	18,92,22,831.46	March 28, 2025	N.A.	Nil	N.A.

f) Excess amount for set off, if any:

Sr. No.	Particulars	Amount
i)	Two percent of average net profit of the Company as per section 135(5)	Not Applicable
ii)	Total amount spent for the financial year	
iii)	Excess amount spent for the financial year [(ii)-(i)]	
iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No	Preceding financial year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
				Name of the Fund	Amount (in ₹)	Date of transfer		
1	2023-24	10,64,50,283.00	-	N.A.	Nil	N.A.	10,64,50,283.00	-
2	2022-23	1,88,85,399.00	17,03,404.30*	N.A.	Nil	N.A.	1,71,81,994.70	-
3	2022-21	-	-	N.A.	Nil	N.A.	-	-

*Excluding Mobilization advance given of ₹ 61,26,084/- to EPC Contractor for ongoing project.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: No

If yes, enter the number of Capital assets created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sr. No .	Short particulars of the property or assets (including complete address and location of the property)	Pincode of the property or assets(s)	Date of creation	Amount of CSR amount spent	Details of entity / authority / beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

In the year under report, ₹ 19,69,91,346.26/- being the amount required to be spent to implement the Corporate Social Responsibility Policy of the Company, ₹ 77,69,168.54/- has been spent.

The CSR Committee and Board have approved a large greenfield project over three phases for a multispecialty OPD hospital with bone marrow transplant facilities at Advanced Centre for the Treatment, Research and Education in Cancer (ACTREC), Navi Mumbai. Accordingly, the balance amount of ₹ 18,92,22,831.46 has been transferred to unspent CSR account as per the provisions of section 135(6) of the Companies Act, 2013 to be utilized for the said project.

For and on behalf of the Board of Directors

Vikram Kothari
Managing Director & CEO
DIN:07898773

Golaka Nath
Chairman, CSR Committee
DIN:09750678

Date: April 25, 2025
Place: Mumbai

ANNEXURE 6 TO DIRECTORS' REPORT

CORPORATE GOVERNANCE REPORT

I. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law and commitment to values and ethical business conduct to achieve the Company's objective of effective discharge of its social responsibility and enhancing shareholder value.

NSE Clearing Limited ("NCL" or "the Company" or "Clearing Corporation") is a company incorporated under the Companies Act, 1956. NCL is also a recognised Clearing Corporation under Securities Contracts (Regulation) Act, 1956 read with Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations"). NCL is required to comply with Securities Contracts (Regulation) Act, 1956, the Rules and Regulations laid down thereunder and the directives and circulars issued by the Securities and Exchange Board of India ("SEBI") from time to time for the purpose of its governance.

Pursuant to Regulation 33 of the SECC Regulations, the disclosure requirements and corporate governance norms as specified for listed companies are *mutatis-mutandis* applicable to a recognised clearing corporation. NCL has focused on good governance practices and endeavors to improve the same in the corporate landscape. NCL has rigorously stood by the core principles of corporate governance and considers integrity, transparency, fairness, accountability and adherence to the law as the pillars of its business practices. For the information of its stakeholders, NCL is furnishing the Report on Corporate Governance for the financial year ended March 31, 2025.

II. BOARD OF DIRECTORS**A. Composition of the Board and Category of Directors**

The Company, being a Market Infrastructure Institution ("MII"), is governed by the SECC Regulations.

Pursuant to Regulations 23(1) and 23(3) of SECC Regulations, the Board of the Company shall comprise of Public Interest Directors ("PIDs"), Non-Independent Directors ("NIDs") and Managing Director ("MD"), and the number of PIDs shall not be less than the number of NIDs on the Governing Board of the Company. Further, Regulation 23(4) of SECC Regulations, prescribes that the MD shall be included in the category of Non-Independent Directors.

Pursuant to Regulation 2(1)(o) of SECC Regulations, PIDs has been defined as an Independent Director representing the interest of investors in securities market and who is not having any association, directly or indirectly, which in the opinion of SEBI, is in conflict with the role. Further, as per Regulation 2(1) (ka) of SECC Regulations, NID has been defined as a director elected or nominated by the shareholders who are neither trading members nor clearing members, as the case may be, or their associates and agents.

In addition to the above, SEBI may appoint one or more persons, not exceeding three in number, as nominee directors on the Governing Board of the Clearing Corporation. Currently, SEBI has not appointed any such directors on the Governing Board of NCL.

All the Directors of the Company are fit and proper persons in terms of Regulation 20 of SECC Regulations.

Being a recognized clearing corporation, appointments of all the categories of Directors of the Company have been approved by the SEBI.

As on March 31, 2025, the Board consists of 8 (eight) Directors of which 5 (five) are Public Interest Directors, 2 (two) Non-Independent Director and 1 (One) Managing Director & Chief Executive Officer (MD & CEO), all being professionals having experience in diverse areas as specified under SECC Regulations. The said composition of the Board was in compliance with the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and SECC Regulations.

The Board of Directors, in the Policy for Nomination and Appointment of Directors, KMPs and Senior Management Personnel, underscored the need for board diversity by stating that the Board shall have an appropriate combination of executive and non-executive directors and their appointments shall be based on meritocracy in the context of skills, diverse experience, independence and knowledge, which the Board as a whole requires, to be effective, after keeping in mind SEBI prescribed norms such as:

- qualifications in the area of capital markets, finance and accountancy, legal and regulatory practice, technology, risk management and management or administration
- at least one person having experience and background in finance / accounts who may preferably be inducted in the audit committee
- persons currently holding positions of trust and responsibility in reputed organizations or person who have retired from such positions.

Accordingly, the Directors are chosen from among eminent persons or experts in the field as aforementioned. None of the Directors hold any shares in the Company except for Mr. Ian Desouza and Mr. Piyush Chourasia who jointly with National Stock Exchange of India Limited (NSE) holds 8 equity shares of the Company, each. Further, the Directors are not inter-se related to each other.

The Board of Directors of NCL is comprised of qualified members who bring in the required skills, expertise and competence enabling them to make a significant contribution to the Board and its Committees. The Board members are committed to maintain highest standards of Corporate governance, fostering trust, transparency and accountability within the organisation.

The Chairperson of the Board is a Non-Executive Independent Director. The composition of the Board is in conformity with SECC Regulations and Listing Regulations.

The composition of the Governing Board as on March 31, 2025, was as follows: -

Name of Director	Category of Directorship
Mr. Abhaya Hota	Chairperson & Public Interest Director (Independent Non-Executive Director)
Mr. G S Hegde	Public Interest Director (Independent Non-Executive Director)
Mr. Jayant Haritsa	Public Interest Director (Independent Non-Executive Director)
Dr. Golaka Nath	Public Interest Director (Independent Non-Executive Director)
Mrs. Priti Savla	Public Interest Director (Independent Non-Executive Director)
Mr. Ian Desouza	Non-Independent Director (Non-Executive Director)
Mr. Piyush Chourasia	Non-Independent Director (Non-Executive Director)
Mr. Vikram Kothari	Managing Director & CEO (Executive Director)

❖ **Changes during the year and till the date of this report:**

1. Mr. Yatrik Vin ceased to be a Non-Independent Director / (Shareholder Director (SHD)) on the Governing Board of NCL consequent to the retirement by rotation at the 29th Annual General Meeting held on August 22, 2024.
2. SEBI approved the appointment of Mr. Ian Desouza (DIN:10721685) and Mr. Piyush Chourasia (DIN:07130931) as the Non-Independent Director (NID) / (Shareholder Director (SHD)) on the Governing Board of NCL with effect from September 26, 2024.

The Skillsets / expertise in specific functional areas of Board of Directors as on March 31, 2025, are as under:

Name of Director	Skillsets / expertise					
	Capital Market	Finance and Accounting	Legal and Regulatory practice	Technology	Risk Management	Management / Administration
Mr. Abhaya Hota	√	√	√	√	√	√
Mr. G S Hegde	√	-	√	-	-	√
Mr. Jayant Haritsa	-	-	-	√	√	√
Dr. Golaka Nath	√	-	√	√	√	√
Mrs. Priti Savla	-	√	√	-	√	√
Mr. Ian Desouza	√	√	√	-	-	√
Mr. Piyush Chourasia	√	-	√	√	√	√
Mr. Vikram Kothari	√	√	√	-	√	√

❖ Board Diversity

Over the years, NCL has been privileged to have eminent individuals from diverse fields to serve as Directors on its Board. NCL places a strong emphasis on ensuring diversity within the Board encompassing aspects such as experience, knowledge, perspective, background, gender, age and culture.

❖ D&O Insurance

In line with the requirements of Regulation 25(10) of the Listing Regulations, NSE group has taken Directors and Officers Insurance (D&O) which is applicable to NCL for all its Directors and Members of the Senior Management for such quantum and for such risks as determined by the NSE's Board.

❖ Chairperson of the Board

The Chairperson plays a pivotal role in ensuring the Board's overall efficiency. Key responsibilities include setting the Board Agenda, ensuring timely and accurate dissemination of information to the Directors, fostering positive relationships, promoting effective participation of both Public Interest Directors and Non-Independent Directors, and cultivating a culture of transparency and constructive debate.

Regulation 23(2) of the SECC Regulations provides that the appointment of a Chairperson shall be from amongst the Public Interest Directors with the prior approval of SEBI.

The Board of Directors at its meeting held on April 25, 2023, elected Mr. Abhaya Hota as Chairperson of the Governing Board of the Company and pursuant to SEBI letter dated May 31, 2023, Mr. Abhaya Hota was appointed as the Chairperson of the Company.

❖ Managing Director & CEO

The MD & CEO is at the helm of operations and is responsible for the Company's day-to-day operations. He serves as the driving force behind its strategic execution, in alignment with the directives of the Governing Board.

Acting as a vital link between the Governing Board and the senior management team, the MD & CEO ensures seamless implementation of decisions made by the Board and its Committees. This role is vital in aligning operational execution with the overarching strategic vision of the Company.

❖ Public Interest Directors (PIDs)

The Public Interest Directors play a crucial role by offering constructive feedback, providing strategic direction, offering expert advice, and ensuring management accountability. The tenure of PIDs is governed by the directives issued by SEBI and is aligned with the regulatory requirements.

In the opinion of the Board, the PIDs satisfy the conditions specified under the Act, Listing Regulations and SECC Regulations. Furthermore, they maintain independence from the management, thereby reinforcing transparency and governance integrity.

B. BOARD MEETINGS

❖ Schedule of Board / Committee meetings

The dates of the Board / Committee and the Annual General Meeting are proposed in advance. The final annual schedule that is fixed is circulated to all the Directors as part of the agenda in the Board meeting for information.

The Company Secretary attends all Board meetings and generally assists Directors in the discharge of their duties and also ensures good information flow within the Board and between the Board and Senior Management. In addition, the Company Secretary attends to Secretarial and Board governance matters and is responsible for ensuring that Board procedures are followed.

As per the provisions of the SECC Regulations, voting on a resolution in the meeting of the Governing Board is valid only when the number of PIDs that have cast their vote on such resolution is equal to or more than the number of NIDs who have cast their vote on such resolution.

❖ Board agenda

The Board has chosen to receive all its agenda papers electronically for all its Board and Committee meetings and has eliminated the need for hard copy of Agenda Papers. However, a hard copy of the Board agenda papers are sent to the Directors at specific request. The agenda papers for Board and Committee meetings are uploaded onto a secure portal which can be accessed digitally.

At the quarterly Board meetings, the MD & CEO gives a comprehensive update on NCL's business and operations. The CFO presents the financial performance and significant financial highlights. Certain business heads provide an update on their areas of business and Key Management Personnel are present at Board meetings, when required. The agenda also includes minutes of the meetings of all the Board Committees and the unlisted subsidiary (NSE IFSC Clearing Corporation Limited) for the information of the Board.

For any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board / Committee Meeting for noting. The Chairpersons of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee meetings, which are generally held prior to the Board meeting. Any feedback or observations made by the Board, wherever necessary, form part of the action taken report for their review at the subsequent meetings.

❖ Number of Board Meetings

The Board met Ten times during the year, the maximum interval between any two meetings of the Board was less than one hundred and twenty days, in strict adherence to regulatory requirements. The necessary quorum was present for all the meetings.

BOARD OF DIRECTORS

Composition and Attendance of the Board Meetings

Composition of the Board*

Chairperson :

Mr. Abhaya Hota (PID)

Directors :

Dr. Golaka Nath (PID)

Mr. G S Hegde (PID)

Mr. Jayant Haritsa (PID)

Mrs. Priti Savla (PID)

Mr. Ian Desouza (NID)

Mr. Piyush Chourasia (NID)

Mr. Vikram Kothari (MD & CEO)

* as on March 31, 2025

PID - Public Interest Director

NID - Non-Independent Director

MD & CEO - Managing Director & Chief Executive Officer

No. of meeting held during the financial year

10

Total No. of Directors



- Independent Director
- Non-Independent Director

Average Attendance

97%



Date of Meeting	Mr. Abhaya Hota	Dr. Golaka Nath	Mr. G S Hegde	Mr. Jayant Haritsa	Mrs. Priti Savla	Mr. Yatrik Vin*	Mr. Vikram Kothari	Mr. Ian Desouza	Mr. Piyush Chourasia
Apr 15, 2024	✓	✓	✓	✓	✓	✓	✓	-	-
Apr 30, 2024	✓	✓	✓	✓	✓	✓	✓	-	-
Jul 16, 2024	✓	✓	✓	✓	✓	✓	✓	-	-
Aug 02, 2024	✓	✓	✓	✓	✓	✗	✓	-	-
Oct 17, 2024	✓	✓	✓	✓	✓	-	✓	✓	✓
Dec 09, 2024	✓	✓	✓	✓	✓	-	✓	✓	✓
Jan 22, 2025	✓	✓	✓	✓	✓	-	✓	✓	✓
Feb 10, 2025	✓	✓	✓	✓	✓	-	✓	✓	✓
Mar 03, 2025	✓	✓	✓	✓	✓	-	✓	✓	✓
Mar 31, 2025	✓	✓	✓	✓	✓	-	✓	✗	✓

✓ - Present

✗ - Leave of absence

Note:

- Number of Board Meetings held during the tenure of Director

*Mr. Yatrik Vin (Non-Independent Director), retired by rotation in the 29th Annual General Meeting (AGM) of the Company held on August 22, 2024.

*SEBI approved the appointment of Mr. Ian Desouza (DIN: 10721685) and Mr. Piyush Chourasia (DIN: 07130931) as the Non-Independent Director (NID) / (Shareholder Director (SHD)) on the Governing Board of NCL with effect from September 26, 2024.

C. Directors' Attendance Record and Directorships

As mandated by the Listing Regulations, Directors are neither member of more than ten Board level Committees nor act as Chairperson of more than five such committees across all entities in which he or she is a Director. Table No.1 gives the details of the composition of the Board, attendance and details of Committee Membership and Committee Chairmanship.

Table No. 1

Details of Directors along with the Directorship(s) and Chairmanship(s) or Membership(s) of Committees in other companies as on March 31, 2025:

Name of the Director and DIN	Category	Attendance Particulars			No. of Directorships / Chairmanships and Committee Chairmanships / Memberships		
		Number of Board Meetings during the year		Last AGM	Other Directorship (s) / Chairmanship (s)	Other Committee Membership (s)	Other Committee Chairmanship (s)
		Held#	Attended				
Mr. Abhaya Hota (DIN: 02593219)	Public interest Director	10	10	Y	2	2	1
Mr. G S Hegde (DIN: 09515748)	Public interest Director	10	10	Y	-	-	-
Mr. Jayant Haritsa (DIN:09524601)	Public interest Director	10	10	Y	-	-	-
Dr. Golaka Nath (DIN: 09750678)	Public interest Director	10	10	Y	-	-	-
Mrs. Priti Savla (DIN: 00662996)	Public interest Director	10	10	Y	5	5	2
Mr. Ian Desouza*^ (DIN: 10721685)	Non-Independent Director	6	5	NA	8	6	2
Mr. Piyush Chourasia* (DIN: 07130931)	Non-Independent Director	6	6	NA	6	-	-
Mr. Vikram Kothari (DIN: 07898773)	Managing Director & CEO (Non-Independent Director)	10	10	Y	-	-	-
Mr. Yatrik Vin** (DIN: 07662795)	Non-Independent Director	4	3	Y	NA	NA	NA

Y= Yes; N=No; NA=Not Applicable

* Number of Board Meetings held during the tenure of Director

** Ceased to be Director on the Governing Board w.e.f. August 22, 2024

^ The Chairmanship of Committee in a Private Company (being a deemed public Company) is included

* Appointed as Non-Independent Director on the Governing Board w.e.f. September 26, 2024

Note:

1. The Directorships / Committee memberships held by Directors as mentioned above, do not include Directorships / Committee memberships in Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Memberships / Chairmanships of only the Audit Committee and Shareholders Relationship Committee of all Public Companies have been considered.

Table No. 2

Names of the listed entities where the Directors as on March 31, 2025 is a Director and the category of Directorship:

Name of Director	Name of Listed Entity	Category of Directorship
Mr. Abhaya Hota	The Federal Bank Limited	Non-Executive - Independent Director
	Protean eGov Technologies Limited	Non-Executive - Independent Director
Mrs. Priti Savla	Pitti Engineering Limited	Non-Executive - Independent Director
	IRB Infrastructure Developers Limited	Non-Executive - Independent Director
	Apcotex Industries Limited	Non-Executive - Independent Director
Mr. G S Hegde	-	-
Mr. Jayant Haritsa	-	-
Dr. Golaka Nath	-	-
Mr. Ian Desouza	-	-
Mr. Piyush Chourasia	-	-
Mr. Vikram Kothari	-	-

Separation of Offices of Chairperson & Chief Executive Officer

The Company has been following the principle of separation of the role of Chairperson and the Chief Executive Officer. Mr. Abhaya Hota is the Non-Executive Chairperson of the Company. Mr. Vikram Kothari is the MD & CEO of the Company and is entrusted with the day-to-day management of the affairs of the Company. The MD & CEO carries out his functions subject to superintendence, control and management of the Board of Directors of the Company. Further, Chairperson is not related to MD & CEO of the Company.

D. On-going familiarisation programme for existing Directors of the Board

An induction programme is conducted for all newly appointed Directors through one-on-one meetings with Managing Director & CEO and Functional Heads of the Company to familiarise them with the business operations of NCL.

NCL provides regular training sessions to all the Directors including Public Interest Directors (Independent Directors) covering the matters as specified under Regulation 25(7) of the Listing Regulations.

The Company conducts programmes / presentations / training sessions at regular intervals, to familiarise the Directors with the strategy, operations and functions of the Company, which provides an opportunity to the Directors to interact with the senior leadership team of the Company. It helps them to understand the Company's, business model, markets, services and product offerings, technology, risk management strategy, governance policies etc. Details of the familiarization programmes conducted for Directors during the financial year 2024-25 are available on the Company's website at:

https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-04/Familiarisation_programme_2024-25.pdf

Further, such programmes / presentations also familiarise the Directors with their roles, rights and responsibilities.

The Directors are provided with necessary documents, reports internal policies etc. to enable them to familiarise with the Company's procedures and practices.

Regular updates

Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company, strategy and risks involved.

The Audit Committee and Governing Board periodically reviews the Compliance reports with various laws, rules and regulations applicable to the Company. Besides the above, the compliance certificate as envisaged in Regulation 17 of Listing Regulations is also provided to the Board by the MD & CEO and the Chief Financial Officer.

E. Code of Conduct

The Board of Directors of the Company has laid down a Code of Conduct for the members of the Board, Committee Members, Key Managerial Personnel / key management personnel and senior management personnel of the Company which, *inter alia*, incorporates the duties of Independent Directors as laid down under the Act. All the Directors, Committee Members, KMPs, and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as prescribed by SEBI under Regulation 26 (1) of SECC Regulations and Regulation 17(5) of the Listing Regulations.

A declaration confirming compliance, duly signed by the MD & CEO, is annexed and forms part of this Report.

As per the requirement of the Listing Regulations, the Code of Conduct, has been hosted on the website of the Company at:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2024-09/NCL%20Code%20of%20Conduct.pdf>

F. Performance Evaluation

Pursuant to the provisions of the Act, Listing Regulations, SECC Regulations read with SEBI Guidance Note on Board evaluation bearing no. SEBI/HO/CFD/CMD/ CIR/P/2017/004 issued on January 05, 2017 and SEBI circular on Performance review of Public Interest Directors bearing no. SEBI/HO/MRD/DOP2DSA2/ CIR/P/2019/26 issued on February 05, 2019, the Company adopted a Board Evaluation Policy for carrying out an annual evaluation of the performance of the Board, its Statutory Committees, Individual Directors including PIDs and Independent External Professional (IEPs) including the Performance Evaluation criteria.

The Policy is available on website of the Company at:

https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-07/NCL_Board%20Evaluation%20Policy.pdf

Board Performance Evaluation

The Board evaluated its own performance based on the criteria viz. Board Composition - proper mix of qualifications, competencies, requisite experience, Board's relationship with management, Shareholders, Regulators and Other Key Stakeholders, Board Member Engagement and Development, Strategic planning, Board Dynamics, unbiased and proactive decisions, flow of information and quality of agenda papers etc.

Committee Performance Evaluation

Internal evaluation of the Statutory Committees was done on the basis of feedback received from the Members of the Statutory Committees on criteria such as terms of reference, composition and expertise of the Committee, open and meaningful discussions during meetings, independence of the Committee from the Board etc.

Chairperson

Evaluation of Chairperson of the Board was conducted on the basis of feedback received from all the other Directors on the Governing Board of the Company on the criteria such as effective leadership in the determination and delivery of the Company's strategy, promotes effective relationship and is open-minded and creates an environment that allows constructive debates and challenges, is overall able to steer the meeting effectively etc.

Individual Directors

Evaluation of Individual Directors was based on criteria such as knowledge and expertise, leadership skills, interpersonal and representational skills, contribution and initiatives at the meetings, availability for the meetings and attendance thereat, etc.

IEPs appointed on Statutory Committees

Evaluation of IEP on Statutory Committees was conducted on similar lines as that of an individual Director.

Outcome of Performance Evaluation

All the directors and IEPs who are members of the Statutory Committees participated in the evaluation process. The outcome of performance evaluation of the Board, its Statutory

Committees and Individual Directors including PIDs and IEPs was reviewed at separate meeting of IDs and Nomination and Remuneration Committee held on April 25, 2025. Board evaluated the outcome of performance evaluation at its meeting held on April 25, 2025.

G. Remuneration of Directors

NCL has framed a Remuneration Policy for its Directors, KMPs, Senior Management and Employees which is annexed as Annexure – 4 of Board's Report and also made available on the website of the Company at:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-07/NCL%20Remuneration%20Policy.pdf>

Managing Director & CEO:

The terms and conditions of service for the MD & CEO of the Company are governed by the resolution passed by the Board of Directors, shareholders, provisions of the Act & Rules made thereunder, Listing Regulations, SECC Regulations and the circulars issued thereunder by SEBI.

The MD & CEO is not eligible for severance pay. The notice period for the MD & CEO is three (03) months.

SEBI had laid down certain norms in terms of the compensation policy for the Key Management Personnel which are as under: -

- The variable pay component shall be within a range of 25% to 50% of total pay.
- 50% of the variable pay will be paid on a deferred basis after a minimum period of three years.
- ESOPs and other equity linked instruments shall not be offered or provided as part of the compensation for the Key Management Personnel.
- Compensation will be subject to malus and claw-back arrangement as per prevailing SEBI / SECC Rules & Regulations.

The details of remuneration paid to the MD & CEO of the Company during the F.Y. 2024-25 are given in Table No. 3 below: -

Table No. 3

(₹ in crores)			
Name & Designation	Fixed Pay	Variable Pay	Total
Mr. Vikram Kothari, Managing Director & CEO	2.39	0.87*	3.26

**Includes Variable pay of ₹ 0.30 crores of earlier years and excludes 50% of the Variable Pay of ₹ 0.43 crores to be paid on a deferred basis after 3 years.*

Non-Executive Directors

The sitting fees paid to the Non-Executive Directors of the Company for attending the meetings of the Board and its Committees (including SECC Regulations Committees) during the year F.Y. 2024-25 is given in Table No. 4 below:

Table No. 4

Name of the Directors	Board meetings		Board Committees meetings		Total
	No. of meetings attended	Amount (₹)	No. of meetings attended	Amount (₹)	
Mr. Abhaya Hota, Chairperson	10	10,00,000	44	33,00,000	43,00,000
Mr. Jayant Haritsa	10	10,00,000	42	31,50,000	41,50,000
Mr. G S Hegde	10	10,00,000	34	25,50,000	35,50,000
Mr. Golaka Nath	10	10,00,000	48	36,00,000	46,00,000
Mrs. Priti Savla	10	10,00,000	31	23,25,000	33,25,000
Mr. Ian Desouza [#]	5	*	2	*	*
Mr. Piyush Chourasia [#]	6	*	2	*	*
Mr. Yatrik Vin [^]	3	*	-	*	*

[^]Ceased to be Director on the Governing Board w.e.f. August 22, 2024.

[#]Appointed as Non-Independent Director on the Governing Board w.e.f. September 26, 2024

Sitting fees are exclusive of Goods & Service Tax (as applicable).

*As per the decision taken by the Board, the employees of NSE who become Directors on the Boards of its subsidiaries are not eligible for sitting fees from such companies. NCL is one of the subsidiaries of NSE. Mr. Ian Desouza, Mr. Piyush Chourasia and Mr. Yatrik Vin, being employees of NSE, are NSE's representative on the Board of NCL. Accordingly, they are not paid any sitting fees for the Board or committee meetings attended by him.

The Non-executive Directors [except Managing / Whole-time Director and the Director who is an employee or equivalent of the Company or any of the NSE Group companies] are remunerated only by way of sitting fees as admissible to independent directors in the Act and as per the provisions of the SEBI Regulations / Requirements. The sitting fees paid for attending the Board Meetings is ₹ 1,00,000/- per meeting and for the Committee Meetings is ₹ 75,000/- per meeting. Further, the Company has not issued any stock option to its Non-Executive Directors. As per the terms of appointment, the non-executive directors are not eligible for severance pay or notice period.

The Criteria of making payments to the Non-executive Directors of the Company have been disclosed on the website of the Company:

<https://www.nseclearing.in/sites/default/files/disclosure/criteriaformakingpaymentstononexecutivedirectors.pdf>

III. COMMITTEES OF THE BOARD

Currently, there are five Committees of the Board required as per the Companies Act namely;



The terms of reference of the Board Committees are determined by the Board from time-to-time. Meetings of the Board Committees are normally convened by the respective Committee Chairperson. Matters requiring the Board's attention / approval, as emanating from the Board Committee Meetings, are placed before the Board with clearance of the Committee Chairperson.

The Minutes of the Board Committee Meetings are placed before the Board for its information. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

(A) **Audit Committee (AC)**

Pursuant to the requirements of the Act and Listing Regulations, NCL is required to constitute an Audit Committee consisting of three or more Directors out of which not less than two-third shall be Independent Directors and the Board has constituted the Audit Committee.

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities as is specified below:

- reviewing the financial information to be disseminated to the shareholders and other stakeholders.
- evaluating the systems of internal controls, established by the management and the Board of Directors.
- overseeing financial reporting processes and
- ensuring adherence to the compliance requirements.

The Committee also foster open communication with statutory auditors, internal auditors, and operational auditors to maintain transparency and effective governance. The Internal Auditors report directly to the Audit Committee.

The Audit Committee reviews the reports of the internal auditors, operational auditors, statutory auditors and secretarial auditors. The terms of reference of the Audit Committee are as per the provisions contained in the Act and Listing Regulations.

The necessary quorum was present for all the meetings with the presence of at least two PIDs as required under Regulation 18(2)(b) of the Listing Regulations.

The Officer responsible for the finance function and the representatives of the statutory auditors, internal auditors, or such other executives as the audit committee considers appropriate are regularly invited to the Audit Committee meetings. The Company Secretary is the Secretary to the Committee.

All members of the Audit Committee have the requisite accounting and financial management expertise. Mrs. Priti Savla, Chairperson of the Audit Committee attended the Annual General Meeting (AGM) held on August 22, 2024, to answer shareholders' queries.

The maximum gap between any two meetings was less than one hundred and twenty days in Compliance with regulatory requirements.

NCL has adopted the Audit Committee Charter, which *inter alia* includes terms of reference as prescribed under the Companies Act and Listing Regulations.

The Charter defines the structure, composition, the roles and responsibility, and operational functions of the Audit Committee, emphasising its overall oversight responsibilities.



Composition and Attendance of the Audit Committee Meetings

Composition of the Committee*

Chairperson :

Mrs. Priti Savla

Members :

Mr. Abhaya Hota

Mr. G S Hegde

Mr. Jayant Haritsa

Mr. Ian Desouza

No. of meeting held during the financial year

5

Total No. of Members



- Independent Director
- Non-Independent Director

Average Attendance

95%



* as on March 31, 2025

Date of Meeting	Mrs. Priti Savla	Mr. Abhaya Hota	Mr. G S Hegde	Mr. Jayant Haritsa	Mr. Ian Desouza [#]
April 30, 2024	✓	✓	✓	✓	-
August 02, 2024	✓	✓	✓	✓	-
October 17, 2024	✓	✓	✓	✓	-
January 22, 2025	✓	✓	✓	✓	✗
March 03, 2025	✓	✓	✓	✓	✓

Note:

✓ - Present
✗ - Leave of absence

- Number of Meetings held during the tenure of Member

[#] Appointed as Member w.e.f. November 19, 2024

The scope and functions of the Audit Committee are aligned with the provision of Section 177 of the Act and Regulation 18 of the Listing Regulations. Its terms of reference include, but not limited to the following:

- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Review and monitor the auditor's independence and performance and effectiveness of audit process;
- Examination of the financial statement and the auditors' report thereon;
- Granting the omnibus approval in line with Policy on Related Party Transactions and such approval shall be applicable in respect of transactions which are repetitive in nature. Also granting of approval for any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters;
- Call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act, 2013;

- b. Changes, if any, in accounting policies and practices and reasons for the same;
- c. Major accounting entries involving estimates based on the exercise of judgment by management;
- d. Significant adjustments made in the financial statements arising out of audit findings;
- e. Compliance with listing and other legal requirements relating to financial statements;
- f. Disclosure of any related party transactions;
- g. Qualifications in the draft audit report, if any;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board of NCL;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Examination of the Secretarial Audit reports and matters connected therewith;
- Review the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its Shareholders;
- Carrying out any other function as the Audit Committee may deem fit with the approval of the Board;
- the Audit Committee may seek views of other Statutory Committees of the MII on the observations of the internal auditor;

- The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial condition and results of operations;
 - b. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c. Internal audit reports relating to internal control weaknesses;
 - d. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
 - e. Statement of deviations: a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations. b. annual statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice in terms of Regulation 32(7) of Listing Regulations.

(B) Nomination & Remuneration Committee (NRC)

The Company has constituted the NRC and the Composition and terms of reference of the Committee are in compliance with the provisions of Regulation 19 of the Listing Regulations, Regulation 29 of SECC Regulations and Section 178 of the Act.

Pursuant to SECC Regulations read with SEBI Circular no. SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, the NRC shall consist of Public Interest Directors and shall be chaired by a Public Interest Director. However, Independent External Professionals may be part of the Committee for the limited purpose of recommendation relating to selection of Managing Director; wherein the number of PIDs shall not be less than the Independent External Professionals.

Further, as per the requirements of the Act, and Listing Regulations, the Company is required to constitute NRC consisting of three or more non-executive directors out of which not less than two-third shall be independent directors. The Chairperson of NRC shall be different from Chairperson of the Board.

The NRC has laid down the policy for compensation of employees including Key Management Personnel in terms of the compensation norms prescribed by the SEBI. The NRC has also laid down performance evaluation criteria for the Board of Directors, individual directors (including independent directors) and Committees of the Board of Directors.

The necessary quorum was present for all the meetings with the presence of one PID as required under Regulation 19(2A) of the Listing Regulations.

Mr. G S Hegde, the Chairperson of the Nomination & Remuneration Committee, attended the Annual General Meeting (AGM) held on August 22, 2024, to answer shareholders queries.

The information regarding the performance evaluation criteria of Independent Directors is covered in the Annual Report.



Composition and Attendance of the Nomination and Remuneration Committee Meetings

Composition of the Committee*

Chairperson :

Mr. G S Hegde

Members :

Mr. Jayant Haritsa

Dr. Golaka Nath

Mr. Abhaya Hota

* as on March 31, 2025

No. of meeting held during the financial year

10

Total No. of Members



■ Independent Director

Average Attendance

100%



Date of Meeting

	Mr. G S Hegde	Dr. Golaka Nath	Mr. Jayant Haritsa	Mr. Abhaya Hota
April 15, 2024	✓	✓	✓	✓
April 26, 2024	✓	✓	✓	✓
August 02, 2024	✓	✓	✓	✓
September 13, 2024	✓	✓	✓	✓
October 17, 2024	✓	✓	✓	✓
December 09, 2024	✓	✓	✓	✓
January 22, 2025	✓	✓	✓	✓
February 10, 2025	✓	✓	✓	✓
March 03, 2025	✓	✓	✓	✓
March 31, 2025	✓	✓	✓	✓

✓ - Present

The brief terms of reference of NRC are as follows:

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for

appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidate;
- (c) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (d) Devising a policy on diversity of board of directors;
- (e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- (f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) recommend to the board, all remuneration, in whatever form, payable to senior management;
- (h) The NRC shall, while formulating the policy ensure that:
- i. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ii. relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
 - iii. Remuneration to Directors, Key Managerial Personnel and other Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- (i) Scrutinising and interviewing applicants for selecting the MD of the stock exchange;
- (j) Adhering and developing a skill evaluation metrics to assess applications of new or existing PIDs and NIDs for their appointment and/or reappointment and recommending their names to the Governing Board;
- (k) Ensuring at all times that the governing board comprises of directors with required skill set and expertise in the areas as provided in SECC Regulations, 2018;
- (l) Ensure compliance with governing board level skill diversity at the time of appointment, reappointment or extension of tenure of PIDs or NIDs;
- (m) Framing & reviewing the policy to carry out internal evaluation of every director's performance, including that of PIDs;
- (n) Reviewing and recommending extension of the term of appointment and re-appointment of existing PIDs;
- (o) Appointment of Independent External Professionals (IEPs).

KMP related aspects:

- (p) Identifying KMPs based on importance of activities carried out by them, including being key decision maker(s) within the stock exchange, other than those specifically provided under regulation 2(1)(j) of the SECC Regulations, 2018. For identifying KMPs, one of the criteria should be, persons (including employees/consultants) drawing annual pay higher than any KMP(s);
- (q) Review, at least once a year hierarchical set ups across the departments, in order to identify KMPs due to a change in role and responsibilities assigned to them. Such review should necessarily include, consultants reporting to the MD/CEO or ED;
- (r) The appointment and removal of KMPs other than resignations;
- (s) Laying down policy for accountability of KMPs. Further, mapping legal and regulatory duties to the concerned position and Delegation of Power (DoP) at various levels;
- (t) Laying down the policy for compensation of KMPs in compliance with the compensation norms prescribed under SECC Regulations, 2018 and ensuring that the compensation paid to KMPs is as per the compensation policy;
- (u) Framing performance review parameters for evaluation of KMPs including that of MD;
- (v) Assess the performance of KMPs based on reports submitted by the functional heads/reporting authority, and observations, if any, received from SEBI, and submit such reports to the governing board every year;
- (w) Determining the tenure of a KMP, other than a director, to be posted in a particular role within regulatory, compliance, risk management and investor grievance vertical;
- (x) Determining and finalizing the Key Result Areas (KRAs) of all KMPs at the beginning of every year. Review the same in line with organization needs;
- (y) Ensuring that no KMP reports to a non-KMP.

On other organization level related aspects:

- (z) Ensure that no employee of the stock exchange is working or reporting to an employee of any other company where the stock exchange has invested and vice-versa;
- (aa) Ensure that hiring of consultants is based on a pre-defined SOP of the stock exchange;
- (bb) Framing, reviewing, implementing and monitoring SOP for imposing disciplinary actions against employees of stock exchange;
- (cc) formulate criteria for evaluation of performance for Independent Directors and Board of Directors its committees, individual directors and Public Interest Director (PID) and its review thereof; which shall be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance; and
- (dd) Besides the above, to discharge the function(s) as entrusted with the Nomination & Remuneration Committee under the Act and Listing Regulations as amended from time to time or as may be vested by the Board.

(C) Risk Management Committee (RMC)

Pursuant to the requirements of the Listing Regulations, NCL is required to constitute a RMC consisting of three or more members with majority of them being Board members and with at least one PID as member.

The Company has RMC and the Composition and terms of reference of the Committee are in compliance with the provisions of the Act, Regulation 21 of the Listing Regulations, Regulation 29 of SECC Regulations read with SEBI Circular no. SEBI/HO/MRD/ MRD-PoD-3/2024/088 dated June 25, 2024 the RMC may include MD, NIDs (other than Executive Director) and IEPs, along with PIDs. The Chief Risk Officer (CRO) and Chief Information Security Officer (CISO) should be invitees to the meetings of the Committee. If a PID with expertise in risk management is present in the Governing Board, the committee may preferably be chaired by the said PID. The Committee shall also review the strategic, cyber and business risk (non-settlement risks) and advise the Board with respect to the same.

The requisite quorum was present for all the meetings with the presence of one member of the Board of Directors as required under Regulation 21(3B) of the Listing Regulations. The meetings were conducted in such a manner that on a continuous basis not more than two hundred and ten days elapsed between any two consecutive meetings.

Mr. Huzefa Mahuvawala, Chief Risk Officer of NCL reports to the Risk Management Committee and the MD & CEO and attends all meetings of RMC.



Composition and Attendance of the Risk Management Committee Meetings

Composition of the Committee*

Chairperson :

Mr. Abhaya Hota

Members :

Mr. Jayant Haritsa
Dr. Golaka Nath
Mrs. Priti Savla
Mr. Kapil Seth
Mr. Piyush Chourasia

No. of meeting held during the financial year

6

Total No. of Members



- Independent Director
- Non-Independent Director

Average Attendance

97%



* as on March 31, 2025

Note: The RMC comprises of 4 PID's (Independent Directors), one Independent External Person (IEP) and one Non-Independent Director (NID) as per SCR (SECC) Regulations, 2018.

Date of Meeting	Mr. Abhaya Hota	Mr. Jayant Haritsa	Dr. Golaka Nath	Mrs. Priti Savla	Mr. Kapil Seth	Mr. Piyush Chourasia*
April 26, 2024	✓	✓	✓	✓	✓	-
July 01, 2024	✓	✓	✓	✓	✓	-
August 01, 2024	✓	✓	✓	✓	✓	-
October 16, 2024	✓	✓	✓	✓	✓	-
January 21, 2025	✓	✓	✓	✓	✓	✗
February 10, 2025	✓	✓	✓	✓	✓	✓

Note:

✓ - Present
✗ - Leave of absence

- Number of Meetings held during the tenure of Member

* Appointed as Member w.e.f. November 19, 2024

The brief terms of reference of Risk Management Committee, *inter alia*, include the following:

- i. Formulate a detailed risk management Framework (RMF) which shall be approved by the governing Board to ensure continuity of operation at all points of time;
- ii. The RMF shall include the following:
 - a) The framework for identification of internal and external risks;
 - b) Measures for risk mitigation including systems and processes for internal control and;
 - c) Business continuity plan;
- iii. Monitor each risk associated with the functioning of the clearing corporation more specifically for functions under vertical 1 and 2;
- iv. Review the RMF & risk mitigation measures at least once annually taking into account the changing industry dynamics and evolving complexity;
- v. Monitor and review enterprise-wide risk management plan and lay down procedures to inform Governing Board about the risk assessment and mitigation procedures;
- vi. Monitor implementation of the RMF and keep the Board and the governing Board informed about its implementation and deviation, if any;
- vii. RMC shall coordinate with other committees. In case of overlap with activities of other committees, RMC may consider views of such committees;
- viii. Approve the Half-Yearly Risk report to be submitted by the Chief Risk Officer (CRiO) to SEBI and the governing board of the clearing corporation;
- ix. Comply with the roles and responsibilities as provided under the Companies Act 2013 and the SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015;
- x. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- xi. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- xii. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- xiii. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

- xiv. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- xv. The Committee shall give reports/inputs with respect to performance appraisal of the Chief Risk Officer (CRiO) to the Nomination and Remuneration Committee; and
- xvi. The CRiO shall report to the MD & CEO. However, Risk Management Committee shall hold separate meeting with CRiO at least once a quarter without the presence of MD & CEO or any other executive.

(D) Stakeholders Relationship Committee (SRC)

Pursuant to the requirements of the Act and Listing Regulations, NCL is required to constitute a Stakeholders Relationship Committee consisting of three or more Directors with at least one PID as member. Further, the Chairperson shall be a non-executive director.

Accordingly, considering the said provisions, the Board has constituted the SRC and the Composition and terms of reference of the Committee are in compliance with the provisions of Regulation 20 of the Listing Regulations and the Act. The Committee reviews various aspects of interest of shareholders and other security holders.

The Company has appointed Mr. Amit Pujara as the Chief Regulatory Officer & Compliance Officer of the Company.

Mr. Jayant Haritsa, Chairperson of the SRC attended the Annual General Meeting (AGM) held on August 22, 2024, to answer shareholders queries.



Composition and Attendance of the Stakeholders Relationship Committee Meetings

Composition of the Committee*	No. of meeting held during the financial year	Average Attendance
Chairperson : Mr. Jayant Haritsa Members : Mr. G S Hegde Mrs. Priti Savla Mr. Vikram Kothari	1 Total No. of Members  ■ Independent Director ■ Non-Independent Director	100% 

* as on March 31, 2025

Date of Meeting	Mr. Jayant Haritsa	Mr. G S Hegde	Mrs. Priti Savla	Mr. Vikram Kothari
October 11, 2024	✓	✓	✓	✓
✓ - Present				

The brief terms of reference of SRC are as follows:

- (i) Resolving the grievances of the security holders including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc;
- (ii) Review of measures taken for effective exercise of voting rights by shareholders;
- (iii) Review of adherence to the service standards adopted in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (iv) Review of the various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
- (v) To perform all functions to specifically look into various aspects of interests of shareholders, debenture holders and other security holders of the Company relating to the interests of security holders of the Company;
- (vi) To perform functions as is entrusted under the Act or Rules prescribed thereunder or the Listing Regulations or such other regulatory requirements applicable to the company or in the terms of reference of the Stakeholders Relationship Committee; and
- (vii) To discharge functions as may be assigned / vested by the Board of Directors from time to time.

During the F.Y., the number of shareholders' complaints received, number of complaints not solved to the satisfaction of shareholders and number of pending complaints were NIL.

(E) Corporate Social Responsibility (CSR) Committee

Pursuant to the provisions of Section 135 of the Act, the Company is required to constitute a CSR Committee consisting of three or more Directors with at least one Independent Director as member.

In accordance with the provision of Section 135 of the Act, the CSR Committee, *inter alia*, formulates and recommends to the Board a Corporate Social Responsibility Policy, the amount of expenditure to be incurred on the CSR activities and monitors the implementation and effectiveness of the CSR Policy of the Company on an ongoing basis

The necessary quorum was present for all the meetings.



Composition and Attendance of the Corporate Social Responsibility Committee

Composition of the Committee*

Chairperson :

Dr. Golaka Nath

Members :

Mr. G S Hegde

Mrs. Priti Savla

Mr. Ian Desouza

* as on March 31, 2025

No. of meeting held during the financial year

3

Total No. of Members



■ Independent Director
■ Non-Independent Director

Average Attendance

91%



Date of Meeting	Dr. Golaka Nath	Mr. G S Hegde	Mrs. Priti Savla	Mr. Ian Desouza [#]
April 25, 2024	✓	✓	✓	-
December 09, 2024	✓	✓	✓	✓
March 31, 2025	✓	✓	✓	✗

Note:

- Number of Meetings held during the tenure of Member

✓ - Present

✗ - Leave of absence

[#] Appointed as Member w.e.f. November 19, 2024.

The terms of reference of the CSR Committee, *inter alia*, include the following:

1. Formulate and recommend the CSR Policy to the Board for approval, monitor its implementation and suggest modifications from time to time for the same;
2. Formulate and recommend the Board for approval, an Annual Action Plan in pursuance of the CSR Policy which shall include:
 - (a) the list of CSR projects or programmes approved to be undertaken in areas or subjects specified in Schedule VII of the Act, read with its applicable rules;
 - (b) manner of execution of such projects or programmes;
 - (c) modalities of utilization of funds;
 - (d) implementation schedules for the projects or programmes;
 - (e) monitoring & reporting mechanism for the projects or programmes;
 - (f) approve and recommend the details of need & impact assessment (if applicable) for the projects undertaken by the Company;

Provided that the Board may alter such plan at any time during the F.Y., as per the recommendation of its CSR Committee, based on the reasonable justification to that effect;

3. Approve or ratify the CSR projects undertaken by NSE Foundation in line with the approved CSR Policy to ensure seamless implementation of the projects and fulfilment of the mandate set out under Section 135 of the Act and the Rules thereunder;
4. Report to the Board the manner of utilization of the annual CSR budget in pursuance of the CSR policy, unspent funds or excess spend towards CSR projects and ensure that the administrative overheads shall not exceed five per cent of the total CSR expenditure of the Company for any F.Y;
5. Approve and recommend to the Board an Annual Report on the CSR activities in a format prescribed in the Act;
6. Report to the Board on the progress of the various CSR projects undertaken by NSE Foundation or through any entity as prescribed under Section 135 of the Act and CSR rules thereunder and the expenditure incurred for the same on a periodic basis;
7. Establish a transparent monitoring mechanism for ensuring implementation of the CSR programme; and
8. Recommend the amount of expenditure to be incurred on the CSR activities.

Besides the above, the Company also has constituted the following Committees namely:

(F) Regulatory Oversight Committee (ROC)

Pursuant to the SECC Regulations read in accordance with SEBI Circular no. SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, ROC may include NIDs (other than Executive Director and MD) and IEPs, along with PIDs. Relevant KMP(s) may be invited to the meetings of the committee, whenever required. The Committee shall be chaired by the PID with expertise in legal and regulatory practices.

The Committee consists of Mr. G S Hegde, PID, Dr. Golaka Nath, PID, Mrs. Priti Savla, PID, Mr. Abhaya Hota, PID, Mr. Piyush Chourasia*, NID and Mr. Chirag Shah, IEP as its members with Mr. G S Hegde as its Chairperson.

During the year under review, the committee met 6 (six) times, viz. April 15, 2024, April 29, 2024, July 31, 2024, October 15, 2024, November 11, 2024 and January 20, 2025. The necessary quorum was present for all the meetings.

The terms of reference of the ROC, *inter alia*, include the following:

- a) Compliance:
 - i. Oversee implementation and Compliance with SECC Regulations, 2018 as amended from time to time and other applicable rules and regulations along with SEBI circulars and other directions issued thereunder;
 - ii. Review the observations arising from various SEBI inspections, ensuring its advisories and findings are appropriately and timely addressed, and reports to governing board on timely basis;
 - iii. Monitor and assess the clearing corporation against the PFMLs on an annual basis and submit a report to the governing board of the clearing corporation.
- b) Code of Conduct
 - i. Lay down procedures for implementation of the code of conduct and prescribe the reporting formats for disclosures required under the code of conduct;
 - ii. Oversee the compliance of the code of conduct by KMPs and members of statutory committees (except directors);
 - iii. Review compliance with the provisions on “Code of Conduct & Institutional mechanism for prevention of Fraud or Market Abuse” of Chapter VI of SEBI Master Circular for Stock Exchanges and Clearing Corporations at least once in a financial year and also verify that the adequacy and operational effectiveness of the systems for internal control;
 - iv. Periodically oversee the dealings in securities by KMPs and IEPs;
 - v. Periodically oversee the trading conducted by firms or corporate entities in which the directors of the Clearing Corporation hold twenty percent or more beneficial interest or hold a controlling interest;
 - vi. While monitoring trades by KMPs and members of statutory committees, ROC shall take into consideration sensitive information held by them as per structured digital database maintained by clearing corporation;
- c) Ensure the adequacy of resources dedicated to functions under verticals for “Critical operations” and “Regulatory, compliance, risk management and investor grievance”;
- d) Grievance Redressal mechanism:
 - i. Define policy and SOP for dealing with complaints by clearing corporation
 - ii. Review of complaint resolution process, complaints remaining unresolved over long period of time, etc.
 - iii. Ensuring that Clearing Corporations take proactive actions in case of repeated nature of complaints against particular CMs, if any;
- e) Supervising the functioning of Investors Services Cell of the clearing corporation;
- f) Whistleblower Mechanism:
 - i. Frame the Whistle Blower Policy to be approved by the governing board
 - ii. Communicate the whistle blower policy internally to all persons and display the same on the clearing corporation’s website.
 - iii. Review the whistle blower policy based on feedback received;
- g) Reviewing the fees and charges levied by a Clearing Corporation including comments on its appropriateness, on a periodic basis as well as each time there is change; and
- h) Manage the Core Settlement Guarantee Fund (Core SGF) of the clearing corporation, including its investments as per norms laid down and ensure proper utilization of Core SGF.

(G) Standing Committee on Technology (SCOT)

Pursuant to the SECC Regulations read with SEBI Circular no. SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, SCOT may include the MD, NIDs (other than Executive Director), at least 2 IEPs along with PIDs. The IEPs should be proficient in technology with at least one of them being an expert and practitioner in cyber security. The Chief Technology Officer (CTO) and Chief Information Security Officer (CISO) should be invitees to the meetings of the Committee. The Committee shall be chaired by the PID with expertise in technology.

The Committee consists of Mr. Jayant Haritsa, PID, Dr. Golaka Nath, PID, Mr. Abhaya Hota, PID, Ms. V Mythili Ranganath, IEP and Mr. Deval Mazmudar, IEP, as its members with Mr. Jayant Haritsa as its Chairperson.

During the year under review, the committee met 15 (fifteen) times, viz. April 10, 2024, April 25, 2024, June 05, 2024, June 22, 2024, July 16, 2024, August 01, 2024, August 19, 2024, September 27, 2024, October 04, 2024, October 16, 2024, November 11, 2024, December 09, 2024, January 21, 2025, February 10, 2025 and February 27, 2025. The necessary quorum was present for all the meetings.

The terms of reference of the SCOT, *inter alia*, include the following:

- a. Ensure availability of required IT infrastructure for core and critical functions under verticals for “Critical operations” and “Regulatory, compliance, risk management and investor grievances”;
- b. Ensure existence of adequate Business Continuity Plan (BCP) and Disaster Recovery (DR) plans;
- c. Ensuring sound and prudent policies, standards and procedures for managing technology risks and safeguard information assets in the clearing corporation;
- d. Review the implementation of technology risk management framework and strategy of clearing corporation;
- e. Monitor whether the technology used by the clearing corporation remains up to date and meets the growing demands of the markets;
- f. Periodic review of the IT system and network architecture design to identify any weaknesses in the existing design;
- g. Review of in-house availability of appropriate IT staff to manage IT systems and related outsourcing arrangement;
- h. Monitor the adequacy of system capacity and efficiency;
- i. To look into the changes being suggested by the clearing corporation to the existing software or hardware;
- j. Oversee investigation into the computerized risk management or clearing & settlement system, such as hanging or slowdown or breakdown etc;
- k. Ensure that transparency is maintained in disseminating information regarding slowdown or break down risk in Online Clearing & Settlement System and ensure that the Clearing Corporation issues a press release specifying the reasons for any such breakdown;
- l. Approve Root Cause Analysis (RCA) of any stoppage of Clearing and Settlement system and report to the governing board and SEBI;

- m. Review the implementation of board approved cyber security and cyber resilience policy and its framework and ensure existence of advanced Cyber Security and Cyber Resilience framework at the clearing corporation;
- n. Review the identification and classification process of critical assets based on their sensitivity and criticality for business operations, services and data management;
- o. Ensuring that the scope of the system audit, cyber audit and VAPT of the clearing corporation is broad and representative of all critical areas of the clearing corporation;
- p. Monitoring the results of periodic cyber security and DR drills conducted by clearing corporations;
- q. Review and approve the report regarding overall cyber security posture and technology implementation at the Clearing Corporation and submit to the Governing Board. Upon approval by the governing board, submit the report to SEBI;
- r. On the above areas, the Committee shall submit a report to the Governing Board of the clearing corporation for necessary action, if any;
- s. Such other matters as may be referred by the Governing Board of the Clearing Corporation and/or SEBI;
- t. Investigate into the problems computerised risk management / clearing & settlement system, such as hanging / slowdown / breakdown; and
- u. Any stoppage beyond five minutes will be explained and reported to the Board. The Clearing Corporation shall issue a press release specifying the reasons for the breakdown.

(H) **Member Committee (MC)**

Pursuant to SECC Regulations and SEBI circular No. SEBI/HO/MRD/MRD- PoD-3/2024/088 dated June 25, 2024, on Statutory Committees at Market Infrastructure Institutions (MIIs) and vide Board circular resolution passed on June 29, 2024, the name of the “**Member and Core Settlement Guarantee Fund Committee (MCSGFC)**” substituted with “**Member Committee (MC)**”. MC may include two Key Management Personnel (KMP) including the MD, NIDs (other than Executive Director), IEPs along with PIDs. The Committee shall be chaired by the PID with expertise in Capital Markets.

The Committee consists of Dr. Golaka Nath, PID, Mrs. Priti Savla, PID, Mr. G S Hegde, PID and Mr. Vikram Kothari, MD & CEO (KMP) as its members with Dr. Golaka Nath as its Chairperson.

During the year under review, the committee met 6 (six) times, viz. April 29, 2024, July 31, 2024, October 15, 2024, December 09, 2024, January 20, 2025 and March 03, 2025. The necessary quorum was present for all the meetings.

The terms of reference of the MC, *inter alia*, include the following:

i. **On admission, transfer and surrender of membership/Withdrawal/Change in control.**

- a) Formulate the policy to scrutinize, evaluate, accept or reject applications for admission of members and transfer of membership and approve voluntary withdrawal of membership or withdrawal and Change in Control;

- b) The activities with regard to scrutinizing, evaluating, accepting or rejecting applications for admission, transfer surrender/withdrawal and change in control of membership can be implemented through an Internal Committee (IC) under MC;
- c) Also, in case of clearing corporations with commodity derivatives segment, the committee shall also look into:
 - I. Approving the empanelment & cancellation of Warehouse Service Providers or Vault Service Providers or Assayers, accreditation of warehouse, etc;
 - II. Reviewing the continuous functioning, monitoring, and compliance of norms by Warehouse Service Providers, Vault Service Providers and assayers;
- d) The activities with regard to empanelment, cancellation, continuous functioning, monitoring and compliance by Warehouse Service Providers or Vault Service Providers or Assayers, accreditation of warehouse, etc. could also be implemented through an IC under MC;
- e) Define the Standard Operating Procedure (SOP) for the ICs, including the timelines to be followed by ICs, its composition, standardize criteria to scrutinize, evaluate, accept and grounds for rejection of applications, and other associated aspects to ensure uniformity and consistency while dealing / with applications or cases. For scenarios not covered in the SOP, ICs should seek approval of MC; and
- f) Oversee the implementation of the SOP by the ICs, including its timelines, uniformity and consistency in approach, based on quarterly report submitted by ICs. MC shall continue to be responsible and accountable for the activities of the ICs.

ii. On Regulatory Actions

- g) Ensure that the clearing corporation has detailed SOP and processes in place towards monitoring the activities of its members through inspections;
- h) Ensure that there is mechanism for monitoring of its members on various parameters through technology and take necessary action for non-compliance;
- i) Formulate policy for regulatory actions, including warning, monetary penalty, suspension, withdrawal of clearing membership, declaring of default, expulsion, to be taken by the clearing corporations for various violations by the members of the clearing corporation. The policy should have an SOP for undertaking such actions;
- j) Based on the laid down policy, consider all cases of violations observed and impose appropriate regulatory measures on the members of the clearing corporation;
- k) For enforcement actions against violations, where no discretion of MC is involved, the same could be delegated to an IC, provided corresponding regulatory action, including penalty amount, if any, is standardized in the policy framed by MC or through a circular issued by the clearing corporation / SEBI. If the same is delegated, quarterly report in this regard should be placed before MC by the IC. However, for scenarios which require immediate regulatory action, the clearing corporation shall inform the MC post imposition of such actions;
- l) Oversee the regulatory actions taken by IC, if delegated, including evaluating that no discretion has been exercised in the process. For any violation by IC, MC will be responsible and liable for the same;

- m) While imposing the regulatory measure, the Committee shall adopt a laid down process, based on the 'Principles of natural justice' and 'Principle of proportionality'. The 'Principle of natural justice' may be extended by the MC/IC, as applicable;
- n) Any review, appeal or waiver of penalty filed shall be placed before MC for its consideration.

iii. On Defaulter Members

- o) Formulate the policy to realize the assets or deposits of defaulter or expelled member and appropriate the same amongst various dues and claims against the defaulter or expelled member in accordance with the Rules, Byelaws and Regulations of the clearing corporation and applicable regulatory provisions;
- p) The activities with regard to realization of assets, and deposits of the defaulter or expelled member and appropriation of the same amongst various dues and claims against the defaulter or expelled member, etc. can be implemented through an IC under MC;
- q) Define the SOP for the IC, including the timelines to be followed by IC and its composition. For scenarios not covered in the SOP, IC should seek approval of MC;
- r) In the event both the clearing member and the constituent trading member are declared defaulter, then the MC of the clearing corporation and that of the stock exchange shall work together to realise the assets of both the clearing member and the trading member;
- s) Admission or rejection of claims against such members over the assets of the defaulter or expelled member.

(I) Investment Committee (IC)

Pursuant to the SECC Regulations read with SEBI Circular no. SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, IC may include the MD, NIDs (other than Executive Director), IEPs, along with PIDs.

The Committee consists of Mrs. Priti Savla, PID, Mr. Jayant Haritsa, PID, Mr. G S Hegde, PID and Mr. Vikram Kothari, MD & CEO (KMP) as its members with Mrs. Priti Savla as its Chairperson.

During the year under review, the committee met 3 (three) times, viz. April 30, 2024, October 17, 2024 and January 22, 2025. The necessary quorum was present for all the meetings.

The terms of reference of the IC, *inter alia*, include the following:

- a) Evaluate each investment and divestment proposals, whether requiring infusion of funds or otherwise, except treasury investments;
- b) Evaluate proposals of capital expenditure;
- c) Make detailed analysis of existing investments; and
- d) Investment Committee can provide the recommendation along with rationale to the governing Board.

Public Interest Directors

The Company has complied with Regulation 26 read with part A of Schedule II of SECC Regulations. As per the aforesaid Regulations, Public Interest Directors shall meet separately, at least once in six months to exchange views on critical issues.

IV. AUDITORS

The Audit Committee considers the profile of the audit firms, qualifications and experience of partners auditing books and accounts of the Company, strengths and weaknesses, if any, of the audit firm and other related aspects and then recommends appointment of Auditor and the remuneration payable to them to the Board and shareholders, as the case may be. The Audit Committee also periodically discusses with the Auditors the annual audit programme and the depth and detailing of the audit plan to be undertaken by them.

The Board has appointed an external firm of Chartered Accountants as its internal auditor in order to ensure the independence and credibility of the internal audit process.

V. SECRETARIAL AUDIT

The Company has engaged the services of M/s. Mehta & Mehta, Practicing Company Secretaries, to conduct Secretarial Audit pursuant to the requirements of the Act and the rules laid down thereunder for the financial year ended March 31, 2025. The report of the Secretarial Auditors is placed before the Audit Committee and the Board.

Further, the Company has complied with corporate governance requirements as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

VI. ANNUAL SECRETARIAL COMPLIANCE REPORT

NSE Clearing Limited has undertaken an audit for F.Y. 2024-25 for all applicable compliances as per SEBI Regulations and Circulars / Guidelines issued thereunder.

The Annual Secretarial Compliance Report has been obtained from M/s. Mehta & Mehta, Company Secretaries in terms of SEBI circular dated February 08, 2019.

VII. CEO / CFO CERTIFICATION

The CEO and CFO certification of the financial statements for F.Y. 2024-25 is enclosed at the end of the report.

VIII. GENERAL SHAREHOLDER INFORMATION

(A) CIN: U67120MH1995PLC092283

(B) ISIN: INE350O01012

- (C) Annual General Meeting: The 30th Annual General Meeting of the Company will be held at shorter notice on Friday, August 22, 2025 at 11:00 A.M. through Video Conference / Other Audio-Visual Means (VC / OAVM). The venue for the 30th AGM is corporate office of the Company i.e. Meeting Room, 9th Floor, Inspire BKC, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. For details, please refer to the Notice of this AGM.
- (D) Financial year: April 01, 2024 to March 31, 2025
- (E) Tentative meeting schedule for considering Results for quarter ending on :
 June 30, 2025 – third or fourth week of July 2025
 September 30, 2025 – third or fourth week of October 2025
 December 31, 2025 – third or fourth week of January 2026
 March 31, 2026 – third or fourth week of April 2026
- (F) Dividend Payment date: Dividend, if declared, at the AGM will be paid within 10 days of the AGM. Proposed dividend for F.Y. 2024-25: Rs. 0.20 per equity share of Rs.10/- each.
- (G) Registrar and Transfer Agent:
 The address for communication and contact details of the Registrar and Transfer Agent are as under:
 M/s. MUFG Intime India Private Limited (Formerly known as Link Intime India Pvt. Ltd),
 C - 101, 247 Embassy, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083. Tel. No. +91 8108116767
 e-mail id: rnt.helpdesk@in.mpms.mufig.com
 website: <https://in.mpms.mufig.com/>
- (H) Share Transfer system: The equity shares of NCL are maintained in dematerialised form. Further, the ISIN of equity shares is suspended by NCL to prevent transfers not approved by NCL pursuant to Article 63 of its Articles of Association and to ensure compliance of the provisions of SECC Regulations. Therefore, if and when application for approval of transfer is received adherence to compliance of SECC Regulations is and will be ensured.
- (I) Distribution of shareholding: In accordance with the SECC Regulations, NCL is required to ensure that at least 51% of the equity share capital must be held by public, with no more than 49% to be held by Trading Member / Clearing Member / their associates. NCL is also required to ensure that at least 51% of the equity share capital must be held by persons resident in India (as defined under Foreign Exchange Management Act, 1999), with no more than 49% to be held by persons resident outside India. NCL is a wholly owned subsidiary of NSE. Accordingly, NSE holds 100% of the paid-up equity share capital of NCL.
- (J) Dematerialization of shares: The Company's shares are 100% dematerialized.
- (K) Plant locations: None
- (L) Compliance Officer: Mr. Amit Pujara is the Chief Regulatory Officer & Compliance Officer of NCL.
- (M) Disclosure with respect to demat suspense account / unclaimed suspense account is not applicable to the Company

IX. OTHER DISCLOSURES

(1) Related Party Transactions

The transactions with related parties are entered in the ordinary course of business and at arm's length price except for the sale of NSE IFSC Clearing Corporation Limited (NSEICC), wholly owned subsidiary, by the Company to NSE IFSC Limited, wholly owned subsidiary of NSE, which

was at arm's length but not in ordinary course of business and the same was approved by the Governing Board, based on the recommendation of the Audit Committee, at its meeting held on January 22, 2025 and by the shareholders at the Extra ordinary General Meeting held on February 25, 2025 and were in compliance with the applicable provisions of the Act and Listing Regulations. Further, the sale of NSEICC was completed on June 10, 2025. The details of the related party transactions are disclosed in the Annual Report.

The 'Policy on dealing with related party transactions' of the Company is available on the website of the Company:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2024-05/Policy%20On%20Materiality%20and%20Dealing%20with%20Related%20Party%20Transactions.pdf>

The Audit Committee of the Company has granted omnibus approval for the Related Party Transactions (RPTs) which are of repetitive nature and / or entered in the ordinary course of business and are at arm's length. During F.Y. 2024-25, NCL did not have any pecuniary relationship or transactions with Non-Executive Directors.

The Audit Committee also reviews all RPTs on a quarterly basis in line with the omnibus approval granted by it.

(2) Details of non-compliance by the Company, penalties, strictures imposed on the company by SEBI or any other statutory authority on any matter related to capital markets during the last three years:

SEBI vide its order dated December 28, 2022, imposed a Penalty of ₹ 25 Lakhs on the Company on account of partial non-compliance with SEBI circular on Early Warning Mechanism dated December 17, 2018.

In the matter of technical glitch that took place on February 24, 2021, SEBI has issued Show Cause Notice (SCN) to NCL and to some of its employees dated August 11, 2021, wherein a Settlement Order dated June 20, 2023, was passed and NCL made a payment of ₹ 22,88,00,000 in the form of settlement.

In the matter of Inter-CCP Collateral, SEBI has issued Show Cause Notice to NCL dated November 21, 2023, wherein a Settlement Order dated October 29, 2024, was passed and NCL made a payment of ₹ 27,13,10,000 in the form of settlement.

(3) Vigil mechanism / Whistle Blower Policy

The Company has established a mechanism for any person to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. The Company also provides for adequate safeguards against victimization of employees who avail of the mechanism and also allows direct access to the Chairperson of the Audit Committee in exceptional cases. No personnel have been denied access to the audit committee.

As per the requirements of Listing Regulations, whistle blower policy is provided in the Company's website for the information of the shareholders at the following location:

https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-08/Whistle%20Blower%20Policy_NCL.pdf

The details of Vigil Mechanism are available on the website of the Company at:

<https://www.nseclearing.in/details-vigilance-mechanism>

(4) Compliance with the non-mandatory requirements [Part E of Schedule II Regulation 27(1) of the Listing Regulations]

In addition to the above, NCL also complies with the non-mandatory requirements of Part E of Schedule II prescribed under Regulation 27(1) of the Listing Regulations, like, maintaining a Chairperson's office at the Company's expense, reimbursement of expenses incurred by Chairperson in performance of his duties, the statutory auditors have provided an unmodified opinion on the Company's financial statements, maintaining separate post of Chairperson and Managing Director & CEO and direct reporting of internal auditors to the audit committee, etc.

(5) Subsidiary Companies

As on March 31, 2025, NCL has one wholly owned subsidiary namely NSEICC.

Further, on June 10, 2025, the Company completed the transaction of sale of 100% stake of its wholly owned subsidiary, NSEICC to NSE IFSC Limited, wholly owned subsidiary of NSE. Accordingly, post June 09, 2025, the Company does not have any Subsidiary.

(6) Disclosure by listed entity and its subsidiaries of loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount

During the year under review, the Company has not given any loans and advances in the nature of loans to firms / companies in which Directors are interested by name and amount, hence not applicable.

(7) Disclosure of Accounting Treatment in the preparation of Financial Statements

NCL follows the guidelines of Accounting Standards laid down by the Central Government under the provisions of Section 133 of the Act in the preparation of its financial statements.

(8) Communications with Shareholders

The Company provides shareholders with comprehensive access to key data and updates through its Investor Relations section on its website at <https://www.nseclearing.in/>. This includes information on:

- a. quarterly and annual financial results,
- b. shareholding pattern,

- c. Board and General meetings details,
- d. terms and conditions of appointment of Independent Directors, and
- e. the details of vigil mechanism, etc.

The Clearing Corporation disseminates all the material information to its shareholders through periodical communications. As per the requirements of the Listing Regulations, the financial results are published periodically in the newspapers.

Annual Report:

Annual report containing, *inter alia*, Audited Accounts, Board's Report, Report on Corporate Governance, Business Responsibility and Sustainability Reporting, Management Discussion & Analysis, other material and related matters / information are circulated to the shareholders and others entitled thereto.

(9) Redressal of shareholders' complaints

The Company is a wholly owned subsidiary of NSE. During the year, the Company did not receive any grievance from its shareholder(s) in respect of transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends.

(10) Credit Ratings

NSE Clearing Limited has received reaffirmation of its corporate credit rating of 'CRISIL AAA/Stable' from CRISIL. NCL has been rated "CRISIL AAA/Stable" for the seventeenth consecutive year.

'CRISIL AAA/Stable' rating indicates the highest degree of strength with regard to honoring debt obligations. As per CRISIL, the rating reflects NSE Clearing's strategic importance to, and the strong support from its parent, NSE, The rating also factor in NSE Clearing's comfortable capital position and comprehensive risk management systems. CRISIL has stated that the systems are regularly upgraded to pre-empt market failures. CRISIL has reaffirmed the outlook for NSE Clearing as "Stable" and states that, "NSE Clearing will maintain its strong market position due to its association with NSE and maintain comprehensive risk management systems and adequate core SGF commensurate with the clearing volumes, over the medium term." On an ongoing basis, NSE Clearing continues to address the risks in clearing and settlement with its stringent norms for selection of members, robust margining system, and risk-based position limits and surveillance mechanism.

- (11)** Details for the name and address of each stock exchange at which the listed entity securities are listed and a confirmation about payment of annual listing fees to each of such stock exchanges, stock code, market price data and performance in comparison to broad based indices – Not applicable.

X. GENERAL BODY MEETINGS

A. Location, date, and time of last three Annual General Meetings (AGMs) were held:

Table No. 5

Type of meeting	Date	Time	Venue	Special Resolution passed
29 th Annual General Meeting	August 22, 2024	12:00 Noon	Through Video Conference/ Other Audio Visual means from the Exchange Plaza, Plot C1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	-
28 th Annual General Meeting	August 17, 2023	11:00 A.M.		-
27 th Annual General Meeting	July 05, 2022	10:00 A.M.		-

B. Extraordinary General Meeting

Date	Time	Venue	Special Resolution passed
February 25, 2025	12:30 P.M	Through Video Conference /Other Audio Visual Means from the Exchange Plaza, Plot C1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051	-

C. Postal Ballot

The Company did not pass any resolution through postal ballot in the previous year. The requirement of passing any resolution by postal ballot is not applicable to NCL as the number of shareholders of NCL is less than 200.

XI. CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE NORMS

In accordance with the provision of the Listing Regulations read with Regulation 33 of SECC Regulations, NCL has obtained a certificate from a Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance stipulated therein. The same has been provided as an Annexure and forms part of this Report.

M/s. Mehta & Mehta, Practicing Company Secretaries has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed to or continuing as the Directors of NCL by the SEBI / MCA or any such statutory authority. The said certificate is annexed and forms part of this Report.

- XII.** The Board has accepted the recommendations of its committees, made during F.Y. 2024-25, which are mandatorily required to be accepted.

XIII. FEES PAID TO STATUTORY AUDITORS

The details regarding total fees for all services paid by NCL and its subsidiary, NSEICC, on a consolidated basis, to the statutory auditors i.e. M/s. Khandelwal Jain & Co., Chartered Accountants and all entities in the network firm / network entity of which the statutory auditor is a part has been provided below:

Particulars	Amount in ₹
As auditor:	
Audit fees	29,50,000
Tax audit fee	5,50,000
Limited review	15,75,000
In other capacity:	
Taxation matters	18,37,001
Certification matters	3,52,500
Out of pocket	1,60,010
Total	74,24,511

XIV. DETAILS OF MATERIAL SUBSIDIARY INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES

As per Listing Regulations, “material subsidiary” shall mean a subsidiary whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. There are no Material Subsidiary of the Company. Further, the ‘Policy for determining material subsidiaries’ is available on the Website of the Company.

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-01/NCL%20-%20Policy-on-Determining-Material-Subsidiaries%20-%20January%2022%202025.pdf>

XV. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS (GDR) OR AMERICAN DEPOSITORY RECEIPTS (ADR) OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY;

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments in the past and hence, as on March 31, 2025, the Company does not have any outstanding GDRs / ADRs / Warrants or any convertible instruments.

XVI. DISCLOSURE OF LOANS AND ADVANCES TO FIRMS / COMPANIES IN WHICH DIRECTORS ARE INTERESTED

During the financial year under review, NCL has not granted loans and advances to any firm / company in which the Directors are interested.

XVII. DISCLOSURE OF COMMODITY PRICE RISKS OR FOREIGN EXCHANGE RISK OR HEDGING ACTIVITIES AND COMMODITY HEDGING ACTIVITIES

The Company is neither exposed to any commodity price risk or foreign exchange risk nor undertaken any hedging activities. Therefore, the disclosure is not applicable.

XVIII. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A)

The disclosure pertaining to details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of the Listing Regulations is not applicable to the Company.

XIX. SENIOR MANAGEMENT

The details of changes in the Senior Management are mentioned under Point 6.1 of Director's Report

XX. The disclosures under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of this Annual Report.

XXI. DISCLOSURE OF CERTAIN TYPE OF AGREEMENTS BINDING LISTED ENTITIES

Pursuant to clause 5A of paragraph A of Part A of Schedule III of Listing Regulations, there are no agreement impacting management or control of the Company or imposing any restriction or create any liability upon the Company.

XXII. The Members of the Board and Senior Management have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2025. A declaration signed by the MD & CEO stating that the members of Board and Senior Management Personnel have affirmed compliances with the code of conduct of Board of Directors and Senior Management is attached herewith and forms a part of the Corporate Governance Report.

XXIII. Address for correspondence: The Secretarial Department, NSE Clearing Limited, Registered Office: Exchange Plaza, Plot No. C-1, "G" Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.
Corporate Office: 9th Floor, Inspire BKC, Bandra Kurla Complex, Bandra (East), Mumbai -400 051.

Shareholders are requested to intimate all changes pertaining to their Bank details, email addresses, Power of Attorney, change of name, change of address, contact details, etc., to the Depository Participants (DP) and the Company Secretary, NCL.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

NSE Clearing Limited

Exchange Plaza, Plot C-1,
Block G, Bandra Kurla Complex,
Bandra East, Mumbai - 400051, Maharashtra, India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **NSE Clearing Limited** having **CIN U67120MH1995PLC092283** and having registered office at Exchange Plaza, Plot C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai - 400051, Maharashtra, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	DIN	Date of appointment in Company
1	Vikram Kothari	07898773	07/11/2017
2	Jayant Ramaswamy Haritsa	09524601	17/06/2022
3	Gopalkrishna Sitaram Hegde	09515748	17/06/2022
4	Golaka Chandra Nath	09750678	17/11/2022
5	Piyush Sudhir Chourasia	07130931	26/09/2024
6	Ian Gerard Desouza	10721685	26/09/2024
7	Priti Paras Savla	00662996	05/04/2023
8	Abhaya Prasad Hota	02593219	06/04/2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

Atul Mehta

Partner

FCS No: 5782

CP No: 2486

Place: Mumbai

Date: July 04, 2025

UDIN: F005782G000715361

PR No.: 3686/2023

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Vikram Kothari, Managing Director & CEO, hereby confirm that the Company has obtained affirmations from all the members of the Board and Senior Management Personnel, confirming their compliance with the code of conduct for the financial year 2024-25.

For the purpose of this declaration, Senior Management Personnel means Key Management Personnel appointed under SECC Regulations, reporting directly to Managing Director & CEO and Key Managerial Personnel, namely, Chief Financial Officer and Company Secretary appointed under the provisions of the Act.

Vikram Kothari
Managing Director & CEO
DIN: 07898773

Date: July 04, 2025
Place: Mumbai

MANAGEMENT DISCUSSION & ANALYSIS

The global economy began 2025 with moderate strength but rising uncertainty. Inflation eased across much of the world, labour markets remained resilient in advanced economies, and financial conditions began to soften after a prolonged phase of monetary tightening. Still, global growth has not picked up meaningfully, held back by regional imbalances, policy lags, and renewed geopolitical friction.

The International Monetary Fund (IMF) projects global GDP growth at 3.3% in 2024 - steady but below the long-term trend. While the US economy remains robust and Europe is gradually recovering, China continues to lag. Early 2025 brought renewed trade tensions, including fresh tariffs and delayed relaxations, weighing on investor sentiment and threatening global trade flows. In response, the IMF cut its 2025 growth forecast to 2.8%, with only a modest rebound to 3% in 2026. Risks remain elevated, driven by escalating trade frictions, policy uncertainty, and tighter financial conditions in key regions.

On the inflation front, the disinflation trend continues. Headline inflation is projected to fall from 5.7% in 2024 to 4.3% in 2025 and to 3.6% in 2026. Several central banks have started cutting rates, though caution prevails. Persistent service inflation and the threat of cost shocks from new trade barriers have complicated the monetary policy outlook.

Looking ahead, the global economy's progress will hinge on managing these trade-offs between growth and stability, and between inflation control and geopolitical risks.

Indian Economic Overview

India's economy remained a global outlier in F.Y. 2024-25, navigating a year of rising geopolitical and economic uncertainty with resilience and steady momentum. Despite a challenging global backdrop, India retained its position as one of the fastest-growing major economies, buoyed by strong domestic demand, robust services exports, and improving rural dynamics. Provisional estimates from the Central Statistics Office (CSO) place India's real GDP growth at 6.5% for F.Y. 2024-25, following a strong 9.2% expansion in the previous year. Over the four years since the pandemic, average growth has stood at an impressive 8.3%, underscoring the economy's underlying strength and adaptability.

Private consumption was the standout driver of growth, expanding by 7.6% during the year. This was supported by a combination of factors: a resurgence in travel and discretionary spending linked to the Maha Kumbh, stronger household credit flows, and improved consumer sentiment. High-frequency indicators reflected this upswing—two-wheeler and passenger vehicle sales rebounded, air travel surged, and FMCG volumes recovered in the second half. On the supply side, Gross Value Added (GVA) grew by 6.4%, led by agriculture and services, which continued to show robust post-pandemic performance.

Inflation moderated through the year, with the headline CPI inflation falling from 5.4% in F.Y. 2023–24 to 4.7% in F.Y. 2024-25, dipping below the 4% target by February 2025. This disinflation was driven by easing food prices in the second half and continued softness in core inflation. With inflation risks moderating and external headwinds intensifying, the RBI shifted its monetary stance. The Monetary Policy Committee cut the repo rate by 25 basis points each in February and April 2025, bringing it to 6.0%, while also injecting liquidity in the final quarter to support growth without undermining price stability.

The F.Y. 2025-26 Union Budget struck a calibrated balance between growth and fiscal responsibility, while continuing to focus on social well-being of the citizens. Key measures included raising the nil-tax threshold from ₹ 7 lakh to ₹ 12 lakh, aimed at spurring consumption,

savings, and small-ticket investment. At the same time, the budget maintained its commitment to consolidation, setting a fiscal deficit target of 4.4% of GDP for F.Y. 26. Under the FRBM (Fiscal Responsibility and Budget Management) roadmap, the government aims to bring down public debt from 55% to 50% of GDP by F.Y. 2030–31, signaling long-term macroeconomic stability and improving India's sovereign risk profile.

The latest figures from the Central Statistics Office (CSO) reveal India's GDP surged by 7.6% in the fiscal year 2023-24, building on the upwardly revised 7.0% growth seen in the preceding year. This streak of robust growth marks the third consecutive year with GDP growth surpassing 7%, averaging 8.1% over this period. Investment, indicated by Gross Fixed Capital Formation, notably soared by 10.2% in 2023-24. Urban consumption remained resilient, as reflected in domestic air travel, household credit and vehicle sales, while rural demand saw a modest recovery. On the production side, the Gross Value Added (GVA) expanded by 6.9%, largely propelled by growth in the Industry and Services sectors.

Capital market scenario and its impact on NSE

Global equity markets ended F.Y. 2024-25 on a cautiously optimistic note, despite ongoing macroeconomic and geopolitical volatility. Cooling inflation, expectations of rate cuts by major central banks, and hopes of a soft-landing supported sentiment across asset classes. Developed markets advanced steadily—Europe benefited from falling energy prices and macroeconomic stability, while US markets saw wider swings amid trade tensions, tech sector corrections, and election-year policy uncertainty. In emerging markets, China led gains on renewed AI optimism and regulatory easing, helping the MSCI Emerging Markets Index broadly match the MSCI World Index's (Developed Market Index) 5.7% return, though both fell short of the previous year's strong performance.

India tracked global equity trends but stood out with strong macro fundamentals and robust domestic participation. Markets ended F.Y. 2024-25 higher, supported by easing inflation, the RBI's policy pivot, and a growth-oriented Union Budget. Despite global headwinds, including FPI outflows, geopolitical risks, and trade volatility, investor sentiment remained resilient. The Nifty 50 rose 5.3% during the year, following a stellar 28.6% gain in F.Y. 2023-24. Mid - and small-caps outperformed once again, with the Nifty Mid-cap 50 and Small-cap 50 returning 7.7% and 9.9%, respectively, though well below their 60%+ surge in the previous year. India retained its rank as the world's fourth-largest equity market, with a market cap of US\$ 4.8 trillion as of March 31, 2025, trailing only the US, China (including Hong Kong), and Japan.

Domestic institutional investors (DIIs) played a pivotal role in supporting the market, recording net equity inflows of ₹ 6.1 lakh crore exceeding the combined DII inflows of the past two years by over 30%. This sustained strength was underpinned by the continued rise of SIP based retail flows, with average monthly SIP inflows tripling over five years from ₹ 8,000 crore in F.Y. 2020-21 to ₹ 24,113 crore in F.Y. 2024-25. Notably, F.Y. 2024-25 marked the strongest annual growth in SIP contributions in seven years.

Direct participation of individuals in terms of net investments also rebounded meaningfully during F.Y. 2024-25. Individuals invested a net amount of ₹ 1.25 lakh crore in NSE's secondary markets during the year, comfortably outpacing their combined inflows from the previous two fiscals. This marked the fifth year in a row of net buying by individual investors. Participation in terms of new and active investors also gained momentum during the year. During the year, 2.1 crore new investors joined the market, pushing the total registered investor base to 11.3 crore - a robust 29% annual growth rate. Active participation also rose

meaningfully, with 3.8 crore individuals executing at least one trade in the NSE cash market during the year, up from 3.1 crore in the previous year.

The rise in domestic investor participation was matched by continued efforts to enhance market integrity, transparency, and stability. NSE Clearing's Settlement Guarantee Fund expanded by 37% YoY to ₹ 12,083 crores as of March 31, 2025. NSE's Investor Protection Fund (IPF) expanded by 23% year-on-year to ₹ 2,459 crores as of March 31, 2025, reflecting a strong commitment to mitigating the risks of settlement failures and maintaining market stability. A series of regulatory and risk-management reforms were also implemented to promote stability in the index derivatives segment. Key measures included restricting weekly expiries to a single benchmark index per exchange, raising contract sizes, imposing additional expiry-day margins, eliminating calendar spread benefits, mandating upfront premium collection from option buyers, and introducing intraday position monitoring.

Outlook

Global growth is expected to slow in F.Y. 2025-26 amid persistent geopolitical tensions, escalating trade frictions, and tighter financial conditions in several advanced economies. Investor sentiment remains cautious as inflation risks re-emerge, and policy uncertainty clouds the global recovery. Against this backdrop, India stands out for its relative stability and domestic demand-driven growth.

The RBI projects GDP growth at 6.5% for F.Y. 2025-26, supported by resilient urban consumption, a likely rebound in rural demand following a normal monsoon, continued public sector investment, and sustained expansion in services. Improving financial conditions driven by the RBI's shift to a more accommodative stance alongside stronger balance sheets and elevated capacity utilisation, are expected to catalyse private investment.

India's medium-term outlook remains constructive. Accelerated digitisation, increased formalisation, and broader financial inclusion are expected to enhance productivity and deepen economic participation. At the same time, a calibrated fiscal consolidation path balancing growth needs with debt sustainability should strengthen sovereign creditworthiness, attract long-term capital, and support a benign funding environment. The continued development of India's securities markets will hinge on three pillars: technology innovation, sound risk management, and adaptive regulation. These will be critical to preserving market resilience and deepening investor trust in a volatile global environment.

Risks and concerns

Global trade tensions, fueled by recent US tariff hikes, have added to policy uncertainty and may dampen global growth and inflation prospects. With the US accounting for 18% of India's exports, spillovers could affect the external sector, though strong domestic consumption - nearly 60% of GDP offers a buffer. Trade talks in progress, however, may limit the fallout. An uneven or delayed monsoon could affect rural incomes and discretionary spending, potentially moderating consumption growth. At the same time, volatile global financial markets could weigh on foreign investor sentiment, keeping capital flows into emerging markets - including India - under pressure. Navigating these crosscurrents will be critical to sustaining India's growth momentum in F.Y. 2025 - 26. For capital markets, such macroeconomic shifts directly influence investor behaviour and funding conditions, with cascading effects across the company's operations and business segments.

Financials

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Companies Act 2013 (the Act). Consolidated Financial statements have also been presented in this Annual Report.

Financial performance –Standalone (F.Y. 2024-25)

The total revenue has increased by around 26.60% from ₹ 2,172.23 crores for the F.Y. 2023-24 to ₹2,749.98 crores for the F.Y. 2024-25.

The total expenditure for the F.Y. 2024-25 was ₹523.36 crores as compared to ₹ 385.31 crores for the F.Y. 2023-24, an increase of around 35.83% over the previous year.

The total Profit Before tax for the F.Y. 2024-25 was ₹ 2,199.49 crores as against ₹ 1,764.04 crores for the F.Y. 2023-24, increased by around 24.68% over the previous year.

The total Provision for tax (including deferred tax) for the F.Y. 2024-25 was ₹573.84 crores as against ₹ 449.74 crores for the F.Y. 2023-24.

The total Profit after tax for the F.Y. 2024-25 was ₹ 1,625.65 crores as against ₹ 1,314.30 crores for the F.Y. 2023-24, increase by around 23.69% over the previous year.

The total Comprehensive Income for the F.Y. 2024-25 was ₹ 1,624.36 crores as against ₹ 1,313.54 crores for the F.Y. 2023-24, increase by around 23.66% over the previous year.

Operating Revenues

Clearing & Settlement charges

NCL, a wholly owned subsidiary of NSE, carries out the clearing and settlement of the trades executed in the Equity Market, Future and Options, Currency Derivative and Commodity Market. NCL operates under the interoperability framework among Clearing corporations for segments/ products approved by SEBI from time to time. This framework allows market participants to consolidate their clearing and settlement functions at a single Clearing Corporation, irrespective of the stock exchanges on which the trades are executed. The clearing & settlement charges increased by around 27.77% from ₹ 1,251.89 crores for the F.Y. 2023-24 to ₹ 1,599.49 crores for the F.Y. 2024-25.

Interest & Other Investment income

The total investment income increased from ₹ 893.25 crores for the F.Y. 2023-24 to ₹ 1,114.91 crores for the F.Y. 2024-25 on account of increase in average outstanding collateral balance.

Other Operating Revenues

The other operating revenues increased from ₹ 25.64 crores for the F.Y. 2023-24 to ₹33.65 crores for the F.Y. 2024-25.

Expenditure

Other expenses

During the F.Y. 2024-25, other expenses were at ₹ 349.38 crores as against the other expenses of ₹ 279.33 crores for the F.Y. 2023-24 increase of ₹ 70.06 crores is mainly due to increase of ₹ 61.50 crores in technology related expenses.

Employee cost

Employee related expenses for F.Y. 2024-25 was ₹ 105.20 crores which was ₹ 61.32 crores for the F.Y. 2023-24. For the F.Y. 2024-25, the total employee cost as a percentage to total income was 3.83% and as a percentage of expenditure was 20.10% which is comparable to the industry standards.

Depreciation

Depreciation increased by around 53.95% from ₹ 44.67 crores for the F.Y. 2023-24 to ₹ 68.78 crores for the F.Y. 2024-25.

Exceptional Item

During the F.Y. 2024-25 the company paid the settlement amount of ₹ 27.13 crores in October 2024 towards the SEBI proceedings of the show cause vide settlement order dated October 29, 2024.

Share Capital

During the F.Y. 2024-25 Authorised Share Capital has remain unchanged at ₹ 5,000 crores and issued Share Capital has remain unchanged at ₹1,445 crores

Reserves & Surplus

The total other Equity as on March 31, 2025, is ₹1,875.81 crores comprising General reserve of ₹ 494.71 crores, Capital Redemption Reserve of ₹ 10.00 crores and balance in P&L A/c of ₹1,371.09 crores.

During the F.Y. 2018-19, the Company has received approval from SEBI to start clearing & settlement activities in Commodity Derivatives. As required by SEBI minimum amount of ₹ 250 crores have been earmarked towards a separate fund for the purpose of augmenting Settlement Guarantee Fund for Commodity Derivatives by way of appropriation from General Reserves.

Thus, the total Net worth of the Company as on March 31, 2025, is ₹ 3,320.81 crores (excluding contribution to Core SGF) and ₹ 7,694.36 crores (including contribution to Core SGF and contribution to Settlement Guarantee Fund (SGF)- Commodity derivatives) and the book value is ₹ 22.98 per share (excluding contribution to Core SGF) and ₹ 53.25 per share (including contribution to Core SGF and contribution to Settlement Guarantee Fund (SGF)- Commodity derivatives)

Core Settlement Guarantee Fund (Core SGF)

SEBI, vide circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014, *interalia*, 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 as on March 31, 2025, is ₹ 11,978.58 crores comprising of: a) ₹ 3,732.18 crores contributed by NCL by appropriating reserves / profits b) ₹ 1,986.30 crores received from NSE towards Core SGF. c) Member's contribution to Core SGF amounting to ₹ 641.37 crores contributed by NCL on behalf of Members by appropriating reserves / profits d) Member's contribution to Core SGF amounting to ₹ 1,160.35 crores is utilised out of the amount received from NSE towards 25% of its annual profits upto August 2015 e) The balance amount of 25% of Exchange profits amounting to ₹ 0.04 crores is credited to Core SGF. f) ₹ 133.27 crores received from BSE Limited (BSE) g) ₹ 2.92 crores received from Metropolitan Stock Exchange of India (MSE) h) ₹ 669.11 crores, ₹ 207.91 crores, ₹ 392.75 crores, ₹ 0.01 crore and ₹ 1 crore adjusted towards incremental requirement of Minimum Required Corpus (MRC) from the interest accrual on the cash contribution by NCL, NSE and NSE's Contribution on behalf of members, MSE and Financial Disincentive respectively. In addition to the above, Fines & penalties collected by NCL amounting to ₹ 2,113.52 crores and an amount of ₹ 937.85 crores being Income from investments of Core SGF funds have been credited to Core SGF.

NCL's contribution to Core SGF for own contribution and contribution on behalf of Member for the financial year ended March 31, 2025 is ₹ 1,900.00 crores (for the financial year ended March 31, 2024 is ₹ 1,441.00 crores) have been appropriated out of profits.

Further incremental requirement of Contribution to core SGF for financial year ended March 31, 2025 was ₹ 1,719.82 crores (from NCL ₹ 1,476.79 crores, NSE ₹ 148.28 crores, BSE ₹ 94.75 crores).

Further, as per circular SEBI/HO/MRD2/DCAP/CIR/P/2021/03 dated January 08, 2021, SEBI has allowed transfer of excess contribution made by Stock Exchanges from Core SGF of one Clearing Corporation to the Core SGF of another Clearing Corporation in inter-operable scenario. Accordingly, ₹ 68.35 crores pertaining to contribution of NSE has been transferred to other Clearing Corporations.

Deposits from members & Clearing Banks (Unsecured)

The total deposits from Members & Clearing Banks as on March 31, 2025, stood at ₹ 2,481.53 crores as against ₹ 1,995.25 crores as on March 31, 2024.

Fixed Assets

Total Gross Block as on March 31, 2025, was ₹ 397.80 crores. Total Accumulated depreciation up to March 31, 2025, was ₹ 221.56 crores. Net fixed Assets (including Capital W.I.P and ROU asset) were ₹ 176.24 crores.

Investments

The prudential policy of the Company permits to invest both long term and short-term surplus funds into deposits of highly rated banks, bonds issued by the Central / State governments, debt-oriented schemes of high performing liquid schemes of mutual funds. Current investments were ₹ 334.08 crores as on March 31, 2025, as against ₹ 696.08 crores as on March 31, 2024.

Asset Held for sale

As on March 31, 2025, asset held for sale were ₹ 250 crores and as on March 31, 2024, the total non-current investments were ₹ 250 crores. The Board of Directors and Shareholders has accorded its approval for sale of entire stake in its wholly owned subsidiary namely NSEICC to NSEIX, fellow subsidiary for a consideration of ₹ 250 crores subject to approval of

regulatory authorities. The Company expects that the said sale to be completed within one year and accordingly the said investment has been classified as 'Asset Held for Sale' in accordance with Ind AS 105 – "Non-current assets held for sale and Discontinued Operations".

Other Non-Current and Current Assets

Total other assets (non-current and current) as on March 31, 2025, stood at ₹ 21,543.08 crores mainly comprising of cash and bank balances in current and Fixed Deposits amounting to ₹ 20,175.63 crores, interest accrued on investments and Fixed Deposits amounting to ₹ 442.87 crores, trade receivables amounting to ₹88.75 crores.

Other Non-Current and Current Liabilities

Total other liabilities (non-current and current) as on March 31, 2025, stood at ₹ 16,501.06 crores mainly comprising of Settlement Obligations payable ₹ 2,125.10 crores, Margins from Members ₹ 13,708.01 crores.

Taxation

The total Provision for tax (including deferred tax) for the F.Y. 2024-25 was ₹ 573.84 crores (net off tax on contribution to Core SGF) as against ₹ 449.74 crores for the F.Y. 2023-24.

Events occurring after the balance sheet date.

There are no transactions of material nature that have occurred after March 31, 2025, which could have any impact on the financial performance of the Company for the F.Y. 2024-25.

Financial performance – Consolidated (F.Y. 2024-25)

The total revenue has increased by around 21.18% from ₹ 588.14 crores for the F.Y. 2023-24 to ₹ 2,777.05 crores for the F.Y. 2024-25.

The total expenditure for the F.Y. 2024-25 was ₹ 555.58 crores as compared to ₹ 410.38 crores for the F.Y. 2023-24, an increase of around 35.38% over the previous year.

The total Profit Before tax for the F.Y. 2024-25 was ₹ 2,194.34 crores as against ₹ 1,755.65 crores for the F.Y. 2023-24, increased by around 25.01% over the previous year.

The total Provision for tax (including deferred tax) for the F.Y. 2024-25 was ₹ 573.84 crores as against ₹ 449.74 crores for the F.Y. 2023-24.

The total Profit after tax for the F.Y. 2024-25 was ₹ 1,620.50 crores as against ₹ 1,305.91 crores for the year 2023-24, increase by around 24.09% over the previous year.

The total Comprehensive Income for the F.Y. 2024-25 was ₹ 1,622.37 crores as against ₹ 1,305.78 crores for the F.Y. 2023-24, increase by around 24.25% over the previous year.

Operating Revenues

Clearing & Settlement charges

NCL, a wholly owned subsidiary of the NSE, carries out the clearing and settlement of the trades executed Equity Market, Future and Options, Currency Derivative and Commodity Market. NCL operates under the interoperability framework among Clearing corporations for segments / products approved by SEBI from time to time. This framework allows market participants to consolidate their clearing and settlement functions at a single Clearing Corporation, irrespective of the stock exchanges on which the trades are executed. The

clearing & settlement charges for the F.Y. 2024-25 increased by around 28.03% from ₹ 1,262.60 crores for the F.Y. 2023-24 to ₹ 1,616.50 crores.

Interest & Other Investment income

The total investment income increased from ₹ 898.47 crores for the F.Y. 2023-24 to ₹ 1,123.37 crores for the F.Y. 2024-25 on account of increase in average outstanding collateral balance.

Other Operating Revenues

The other operating revenues increased from ₹ 27.82 crores for the year 2023-24 to ₹ 37.18 crores for the F.Y. 2024-25.

Expenditure

Other expenses

During the F.Y. 2024-25 other expenses were at ₹367.40 crores as against the other expenses of ₹ 294.18 for the F.Y. 2023-24.

Employee cost

Employee related expenses for F.Y. 2024-25 were ₹114.32 crores which was ₹ 66.88 crores for the year 2023-24. During the year, certain employees of NSE were deputed to the Company for IT management and consultancy, accordingly, Salaries, wages and bonus of Deputed Staff pertains to amount reimbursed by the company to NSE in respect of employees made available to the company. For the F.Y. 2024-25, the total employee cost as a percentage to total income was 4.12% and as a percentage of expenditure was 20.58% which is comparable to the industry standards.

Depreciation

Depreciation increased by around 49.76% from ₹ 49.32 crores for the F.Y. 2023-24 to ₹ 73.86 crores for the F.Y. 2024-25.

Exceptional Item

During the F.Y. 2024-25 the company paid the settlement amount of ₹ 27.13 crores towards the SEBI proceedings of the show cause vide settlement order dated October 29, 2024.

Share Capital

During the F.Y. 2024-25 Authorised Share Capital has remain unchanged at ₹ 5,000 crores and issued Share Capital has remain unchanged at ₹ 1,445 crores

Reserves & Surplus

The total other Equity as on March 31, 2025, is ₹ 1,731.67 crores comprising General reserve of ₹ 494.71 crores, Capital Redemption Reserve of ₹ 10.00 crores, Foreign Currency Translation Reserve of ₹ 14.14 crores and balance in P&L A/c of ₹ 1,212.79 crores.

During the F.Y. 2018-19, the Company has received approval from SEBI to start clearing & settlement activities in Commodity Derivatives. As required by SEBI minimum amount of ₹ 250 crores have been earmarked towards a separate fund for the purpose of augmenting Settlement Guarantee Fund for Commodity Derivatives by way of appropriation from General Reserves

Thus, the total Net worth of the Company as on March 31, 2025 is ₹ 3,176.67 crores (excluding contribution to Core SGF) and ₹7,636.81 crores (including contribution to Core SGF and contribution to Settlement Guarantee Fund (SGF)- Commodity derivatives) and the book value is ₹ 21.98 per share (excluding contribution to Core SGF) and ₹ 52.85 per share (including contribution to Core SGF and contribution to Settlement Guarantee Fund (SGF)- Commodity derivatives)

Core Settlement Guarantee Fund (Core SGF)

(i) SEBI, vide circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014, *interalia*, 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 as on March 31, 2025, is ₹ 11,978.58 crores comprising of: a) ₹ 3,732.18 crores contributed by NCL by appropriating reserves / profits b) ₹ 1,986.30 crores received from NSE towards Core SGF. c) Member's contribution to Core SGF amounting to ₹ 641.37 crores contributed by NCL on behalf of Members by appropriating reserves / profits. d) Member's contribution to Core SGF amounting to ₹ 1,160.35 crores is utilised out of the amount received from NSE towards 25% of its annual profits upto August 2015. e) The balance amount of 25% of Exchange profits amounting to ₹ 0.04 crores is credited to Core SGF. f) ₹ 133.27 crores received from BSE Limited (BSE). g) ₹ 2.92 crores received from Metropolitan Stock Exchange of India (MSE). h) ₹ 669.11 crores, ₹ 207.91 crores, ₹ 392.75 crores, ₹ 0.01 crore and ₹ 1 crore adjusted towards incremental requirement of Minimum Required Corpus (MRC) from the interest accrual on the cash contribution by NCL, NSE and NSE's Contribution on behalf of members, MSE and Financial Disincentive respectively. In addition to the above, fines & penalties collected by NCL amounting to ₹ 2,113.52 crores and an amount of ₹ 937.85 crores being Income from investments of Core SGF funds have been credited to Core SGF.

NCL's contribution to Core SGF for own contribution and contribution on behalf of Member for the financial year ended March 31, 2025 is ₹ 1,900.00 crores (for the financial year ended March 31, 2024 is ₹ 1,441.00 crores) have been appropriated out of profits.

Further incremental requirement of Contribution to core SGF for financial year ended March 2025 was ₹ 1,719.82 crores (from NCL ₹ 1,476.79 crores, NSE ₹ 148.28 crores, BSE ₹ 94.75 crores).

Further, as per circular SEBI/HO/MRD2/DCAP/CIR/P/2021/03 dated January 08, 2021, SEBI has allowed transfer of excess contribution made by Stock Exchanges from Core SGF of one Clearing Corporation to the Core SGF of another Clearing Corporation in inter-operable scenario. Accordingly, ₹ 68.35 crores pertaining to contribution of NSE has been transferred to other Clearing Corporations.

(ii) SEBI vide circular no. SEBI/HO/MRD/DSA/ CIR / P/2016/125 dated November 28, 2016 has issued norms for set up of a fund and minimum corpus of such fund to guarantee the settlement of trades executed in the stock exchanges in International Financial Service Centre (IFSC). Accordingly, total Core SGF as on March 31, 2025, of NSEICC, WOS of NCL was ₹ 96.67 crores comprising of ₹86.59 crores contributed by NSEICC by appropriating reserves / profits and fines & penalties collected by NSEICC amounting to ₹ 0.11 crores & an amount of ₹ 9.97 crores being Income from investments of Core SGF funds have been credited to Core SGF. Further, NSEICC Contribution for financial year ended March 31, 2025 is ₹ 52.66 and for the financial year ended March 31, 2024, ₹ 25.03 crores.

During the F.Y. 2018-19, the Company 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 ₹ 250 crores has been earmarked towards a separate fund to augment Settlement Guarantee Fund for Commodity Derivatives by way of appropriation from General Reserves. Further, the company has also earmarked investments amounting to ₹ 250 crores towards the same.

Deposits from members & Clearing Banks (Unsecured)

The total deposits from Members & Clearing Banks as on March 31, 2025, stood at ₹ 2,481.53 crores as against ₹ 2,015.89 crores as on March 31, 2024.

Fixed Assets

Total Gross Block as on March 31, 2025, was ₹ 397.80 crores. Total Accumulated depreciation up to March 31, 2025, was ₹ 221.56 crores. Net fixed Assets (including Capital W.I.P and ROU asset) were ₹ 176.24 crores.

Investments

The prudential policy of the Company permits to invest both long term and short-term surplus funds in to deposits of highly rated banks, bonds issued by the Central / State governments, debt-oriented schemes of high performing liquid schemes of mutual funds. Current investments were ₹ 334.08 crores as on March 31, 2025, as against ₹ 696.08 crores as on March 31, 2024.

Asset Held for sale

Asset held for sale were 289.57 crores and liabilities included in disposal group held for sale were 183.71 cores. Net Assets held for sale were 105.86 crores. The Board of Directors and Shareholders has accorded its approval for sale of entire stake in its wholly owned subsidiary namely NSEICC to NSEIX, fellow subsidiary for a consideration of ₹ 250 crores subject to approval of regulatory authorities. Company expects that the said sale to be completed within one year and accordingly the said investment has been classified as 'Asset Held for Sale' in accordance with Ind AS 105 – "Non-current assets held for sale and Discontinued Operations".

Other Non-Current and Current Assets

Total other assets (non-current and current) as on March 31, 2025 stood at ₹ 21,543.08 crores mainly comprising of cash and bank balances in current and Fixed Deposits amounting to ₹ 20,175.63 crores, interest accrued on investments and Fixed Deposits amounting to ₹ 442.87 crores, trade receivables amounting to ₹ 88.75 crores.

Other Non-Current and Current Liabilities

Total other liabilities (non-current and current) as on March 31, 2025, stood at ₹ 16,501.05 crores mainly comprising of Settlement Obligations payable ₹ 2,125.10 crores, Margins from Members ₹ 13,708.01 crores.

Taxation

The total Provision for tax (including deferred tax) for the F.Y. 2024-25 was ₹ 573.84 crores (net off tax on contribution to Core SGF) as against ₹ 449.74 crores for the F.Y. 2023-24.

Events occurring after the balance sheet date.

There are no transactions of material nature that have occurred after March 31, 2025, which could have any impact on the financial performance of the Company for the F.Y. 2024-25.

CEO - CFO CERTIFICATION

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

We, Vikram Kothari, Managing Director & CEO and Hardik Parikh, Chief Financial Officer of the NSE Clearing Limited hereby certify to the Board that:

- a. We have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2025, and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
 - i. significant changes, if any, in internal control over financial reporting during the year;
 - ii. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: April 25, 2025

Vikram Kothari
Managing Director & CEO
DIN:07898773

Hardik Parikh
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
NSE Clearing Limited

We have examined the compliance of conditions of Corporate Governance by **NSE Clearing Limited** (hereinafter referred as "Company") for the financial year ended March 31, 2025 as prescribed under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paras C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

We state that compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to our examination of the relevant records and the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as prescribed under Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with Listing Regulations and may not be suitable for any other purpose.

**For Mehta & Mehta,
Company Secretaries
(ICSI Unique Code P1996MH007500)**

Atul Mehta

Partner

FCS No: 5782

Place: Mumbai

UDIN: F005782G000715414

CP No.: 2486

Date: July 04, 2025

PR No.: 3686/2023

ANNEXURE 7(I) TO DIRECTORS' REPORT

**STATEMENT PURSUANT TO RULE 5(2) OF THE
COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sr. No.	Name & Qualifications	Age in years	Designation/ Nature of Duties	Remuneration Received (in ₹)		Experience (No. of years)	Date of Commencement of Employment	Last Employment
				Gross	Net			
1	Shri. Vikram Kothari CA ICWA.# \$	54	Managing Director & CEO	3,49,79,028	2,24,58,889	29	November 07, 2017	Executive Director J P Morgan Chase Bank
2	Ms. Rana Usman M.Com, PGDBM # \$	54	Chief Operations Officer – Clearing & Settlement	2,36,69,638	1,49,45,151	30	December 01, 2016	Sr. Asst. Vice President National Stock Exchange of India Ltd.
3	Shri. Huzefa Mahuvawala CA # \$	47	Chief Risk Officer	2,55,30,456	1,54,89,760	25	December 01, 2016	Asst. Vice President National Stock Exchange of India Ltd.
4	Shri. Uppili Krishnan Srinivasan MMS, MSC # &	50	Chief Technology Officer - Applications & Development	1,49,35,736	1,01,97,173	29	November 10, 2021	Principal Consultant and Delivery Head Tata Consultancy Services Limited
5	Shri. Pradeep Kumar Mukilmaridur LLB, BA #	56	Head Legal	1,17,14,722	83,19,616	30	December 05, 2022	Director OCtafx India Pvt Ltd
6	Ms. Hima Bindu Vakkalanka MBA # \$	51	Vice President - Operations Risk & Strategic Projects	1,59,13,645	1,03,71,077	29	September 01, 2017	Asst. Vice President National Stock Exchange of India Ltd.
7	Shri. Aniket Bhanu B.E, PGDBM #	41	Vice President - Research & Policy	1,18,93,323	81,87,428	17	July 03, 2017	Partner Giganalytics LLP

Sr. No.	Name & Qualifications	Age in years	Designation/ Nature of Duties	Remuneration Received (in ₹)		Experience (No. of years)	Date of Commencement of Employment	Last Employment
				Gross	Net			
8	Shri. Amit Pujara CA #	47	Chief Regulatory Officer & Compliance Officer	90,02,002	63,52,130	23	November 01, 2021	Compliance Officer & CFO National E-Repository Ltd
9	Shri. Amit Hatakar MMS, BE #	53	Vice President - Technology - Apps & Development	1,40,26,264	95,92,454	32	March 01, 2023	Vice President National Stock Exchange of India Ltd.
10	Shri. Nilesh Tinaikar MMS # \$ @	52	Vice President - Business Solution Group	1,48,57,547	97,33,527	29	June 01, 2023	Vice President National Stock Exchange of India Ltd.
11	Shri. Thomas Cherian BTech & MTech # @	50	Chief Technology Officer - Operations	68,63,278	47,43,595	23	April 15, 2024	Vice President - J.P. Morgan & Chase
12	Shri. Hardik Parikh BCom & CA # @	42	Chief Financial Officer	63,12,938	25,80,997	17	May 29, 2024	Deputy Vice President - The Clearing Corporation of India Ltd.
13	Shri. Vijayakumar Chandrasekaran BCom & CA, Certificate - CISM, CISA # @	49	Chief Information Security Officer	55,94,537	30,34,853	21	July 03, 2024	Chief Information Security Officer - Standard Chartered Bank, India
14	Shri. Santosh Kumar Sadasivan Bachelor of Science – BS & MBA # @	51	Vice President - IT Infrastructure	84,12,235	56,43,715	24	August 12, 2024	Head-IT Strategy Bandhan Bank Ltd.
15	Shri. Deepak Maharishi PGDM, BE #	52	Vice President - Technology - Apps & Development	92,93,459	68,96,476	29	March 08, 2023	Senior Consultant Tata Consultancy Services Limited

Sr. No.	Name & Qualifications	Age in years	Designation/ Nature of Duties	Remuneration Received (in ₹)		Experience (No. of years)	Date of Commencement of Employment	Last Employment
				Gross	Net			
16	Shri. Nirajkumar Chhangani BE #	42	Vice President - Technology Operations	96,56,245	69,29,848	18	March 01, 2023	Vice President National Stock Exchange of India Ltd.
17	Shri. Sijo Eluvathingal CA #	43	Vice President - Collaterals Operations	73,77,986	51,76,143	18	September 01, 2017	Senior Manager National Stock Exchange of India Ltd.
18	Shri. Animesh Jain BS Computer Science #	47	Vice President & Head - Application Development & Maintenance	1,04,96,643	72,69,196	25	September 04, 2023	Associate Director Secmark Consultancy Ltd
19	Shri. Sachin Shetty CA # @	44	Vice President - Risk Operations	53,81,205	39,74,035	20	September 01, 2017	Senior Manager National Stock Exchange of India Ltd.
20	Shri. Manish Karwatkar BE & MBA - IT # @	44	Vice President - Business Solution Group	52,39,592	36,17,864		April 01, 2024	Senior Executive Officer Multi Commodity Exchange of India Ltd.
21	Ms. Nisha Pillai CA # @	40	Vice President - Clearing	52,24,179	38,41,604	16	April 01, 2024	Senior Manager National Stock Exchange of India Ltd.
22	Ms. Kavita Shanbhag BE # @	47	Vice President - Technology - Apps & Development	87,68,112	59,39,106	24	April 01, 2024	National Stock Exchange of India Ltd.
23	Shri. Satish Jathan BCom # @	50	Vice President - Settlement	48,49,012	35,51,097	27	June 19, 2024	Senior Vice President - HDFC Bank Ltd.
24	Ms. Irsha Kale LLM, MBA, Bcom #	40	Associate Vice President - Human Resource	27,42,034	19,28,061	16	January 05, 2024	Chief Manager TJSB Sahakari Bank Ltd

Sr. No.	Name & Qualifications	Age in years	Designation/ Nature of Duties	Remuneration Received (in ₹)		Experience (No. of years)	Date of Commencement of Employment	Last Employment
				Gross	Net			
25	Shri. Ravin Tank BCom & CS #	40	Company Secretary	43,50,687	32,71,522	16	August 19, 2022	Senior Manager Reliance Capital Ltd
26	Shri. Amit Amlani MBA DBM # \$ @	48	Vice President - Finance	63,42,698	46,73,408	25	September 01, 2017	Chief Manager National Stock Exchange of India Ltd.
27	Ms. Mira Desai MBA, Bcom # @	52	Vice President - Technology	4,22,244	3,06,252	29	December 04, 2023	Senior Consultant Tata Consultancy Services Ltd

1. Gross Remuneration includes Salary and other benefits, Leave Encashment, Company's contribution to Provident Fund, Pension, Superannuation Fund, taxable value of perquisites etc. Net remuneration represents gross remuneration less Company's contribution to provident, Pension and superannuation funds, taxable value of perquisites, profession tax and income tax. Where applicable, the amounts also include certain allowances accrued during previous year(s) but claimed in the current year.
2. The above remuneration does not include interest on withheld variable pay of earlier years.
3. 'Employees, whose names are marked with # were Key Management Personnel under SECC Regulations during the year / Part of the year. For employees marked with \$, remuneration received includes 50% variable pay pertaining to earlier period.
4. None of the employees mentioned above are relative of any Director.
5. All Employees are in permanent employment of the company on contractual basis governed by the employment terms & conditions and service rules.
6. Employees whose name has been marked with @ were employed with the company for part of the year.
7. None of the above employees are holding any equity share in the company within the meaning of clause (iii) of sub-rule 2 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
8. The Company does not have any Employees Stock Option Plan (ESOP) Scheme for its employees.

ANNEXURE 7(II) TO DIRECTORS' REPORT

**DISCLOSURES PURSUANT SECTION 197(12) OF THE COMPANIES ACT, 2013,
READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND
REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

The disclosures pertaining to remuneration in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 27 (6) of SCR (SECC) Regulations, 2018 are as per the details provided below.

i. Ratio of Remuneration of each director to the median remuneration of the employees of the Company for the Financial year

The ratio of remuneration of the Managing Director to the median remuneration of the employees of the Company for the financial year is 25.93 X

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year

The percentage increase in remuneration of Managing Director, Company Secretary and Chief Financial Officer in the financial year is around 8%, 10.93% and 11.87% respectively.

iii. The percentage increase in the median remuneration of employees in the Financial year

There is a percentage increase in the median remuneration of employees in the financial year is around 12.75%.

iv. The number of permanent employees on the rolls of the Company

As on March 31, 2025, there are 394 employees on the rolls of the Company.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

The average percentile increase for the employees (excluding the Managing Director & CEO) effective April, 01, 2024 was 10.76% and the average percentile increase for MD & CEO effective April 01, 2024 was 8%.

Note:

- a. KMPs under Companies Act and KMPs under SECC Regulations are considered as managerial personnel.
- b. Junior management is grade Senior Manager and below

vi. **Affirmation that the remuneration is as per the remuneration policy of the Company.**

The remuneration is as per the remuneration policy of the Company.

ANNEXURE 8 TO DIRECTORS' REPORT

**INFORMATION REQUIRED UNDER REGULATION 27(5) & (6) OF THE SECURITIES
CONTRACTS (REGULATION) (STOCK EXCHANGES AND CLEARING CORPORATIONS)
REGULATIONS, 2018**

KMP Compensation - NSE Clearing

Sr. No.	KMP Name	KMP Compensation	Median of Compensation of all employees	Ratio of median of compensation of all employees against KMP compensation
1	Shri. Vikram Kothari # \$	3,19,13,028	12,00,000	26.59
2	Ms. Rana Usman # \$	2,05,76,345	12,00,000	17.15
3	Shri. Huzefa Mahuvawala # \$	2,21,16,302	12,00,000	18.43
4	Shri. Uppili Krishnan Srinivasan # &	1,45,80,173	12,00,000	12.15
5	Shri. Pradeep Kumar Mukilmaridur #	1,11,09,737	12,00,000	9.26
6	Ms. Hima Bindu Vakkalanka # \$	1,40,26,127	12,00,000	11.69
7	Shri. Aniket Bhanu # \$	1,07,86,005	12,00,000	8.99
8	Shri. Amit Pujara #	93,80,001	12,00,000	7.82
9	Shri. Amit Hatakar #	1,37,70,387	12,00,000	11.48
10	Shri. Nilesh Tinaikar # \$	1,34,60,765	12,00,000	11.22
11	Shri. Thomas Cherian # @	95,00,000	12,00,000	7.92
12	Shri. Hardik Parikh # @	1,00,00,000	12,00,000	8.33
13	Shri. Vijayakumar Chandrasekaran # @	1,00,00,000	12,00,000	8.33
14	Shri. Santosh Kumar Sadasivan # @	1,35,00,000	12,00,000	11.25
15	Shri. Deepak Maharishi #	90,97,778	12,00,000	7.58
16	Shri. Nirajkumar Chhangani #	95,03,041	12,00,000	7.92
17	Shri. Sijo Eluvathingal #	72,15,804	12,00,000	6.01
18	Shri. Animesh Jain #	1,16,31,148	12,00,000	9.69
19	Shri. Sachin Shetty #	52,43,036	12,00,000	4.37
20	Shri. Manish Karwatkar #	51,64,202	12,00,000	4.30
21	Ms. Nisha Pillai #	50,79,731	12,00,000	4.23
22	Ms. Kavita Shanbhag #	85,32,638	12,00,000	7.11
23	Shri. Satish Jathan # @	82,00,000	12,00,000	6.83
24	Ms. Irsha Kale #	34,25,000	12,00,000	2.85
25	Shri. Ravin Tank #	26,01,225	12,00,000	2.17
26	Shri. Amit Amlani # \$	1,06,29,295	12,00,000	8.86
27	Ms. Mira Desai #	70,00,000	12,00,000	5.83

Notes:

- Gross Remuneration includes Salary and other benefits, Leave Encashment, Company's contribution to Provident Fund, Pension, Superannuation Fund, taxable value of perquisites etc. Net remuneration represents gross remuneration less Company's contribution to provident,

Pension and superannuation funds, taxable value of perquisites, profession tax and income tax. Where applicable, the amounts also include certain allowances accrued during previous year(s) but claimed in the current year.

2. The above remuneration does not include interest on withheld variable pay of earlier years.
3. Employees, whose names are marked with # were Key Management Personnel under SECC Regulations during the year / Part of the year. For employees marked with \$, remuneration received includes 50% variable pay pertaining to earlier period.
4. Median for compensation to all employees is based on Cost to Company (CTC).
5. Employees whose name has been marked with @ were employed with the company for part of the year.

ANNEXURE TO THE DIRECTORS' REPORT

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING FORMAT

SECTION A: GENERAL DISCLOSURE

I. Details of Listed Entity

1	Corporate Identity Number (CIN) of the Company	U67120MH1995PLC092283
2	Name of the Company	NSE CLEARING LIMITED
3	Year of Incorporation	31-08-1995
4	Registered Office address	Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai – 400051
5	Corporate Address	9 th Floor, Inspire BKC, Bandra Kurla Complex, Bandra (East), Mumbai - 4000
6	Email ID	rtank@nsccl.co.in
7	Telephone	+91 22 26598100
8	Website	https://www.nseclearing.in/
9	Financial year of which Reporting is being done	F.Y. 2024-2025
10	Name of the Stock Exchange(s) where shares are listed	Not Applicable
11	Paid Up Capital	Rs. 1,445 Crores
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report:	Mr. Ravin Tank, Company Secretary Telephone - +91 22 26598446 Email - rtank@nsccl.co.in
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone
14	Name of assurance provider	Bureau Veritas (India) Private Limited
15	Type of assurance obtained	Reasonable

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Processing & Clearing services of securities transactions	NSE Clearing Limited (NCL) carries out clearing and settlement functions as per the settlement cycles provided in the settlement schedule. The clearing function of the clearing corporation is designed to work out a) what members are due to deliver and b) what members are due to receive on the settlement date.	100

17. Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/Service	NIC Code	% of Total Turnover contributed
1	Processing & Clearing services of securities transactions	6619	100

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	Not Applicable	10	10
International	Not Applicable	0	0

19. Markets served by the entity:

a. Number of locations

Location.	Number
National (No. of states)	28 states 8 union territories
International (No. of countries)	0

b. What is the contribution of exports as a percentage of the total turnover of the entity?

This question is not applicable to NCL as the entity is in the service industry and does not manufacture anything which needs to be exported to other nations.

c. A brief on types of customers

- 1. Clearing Members** are members of the Clearing Corporation who clear and settle deals through the Clearing Corporation for a segment in a manner and mode and are subject to the terms, conditions, and procedures prescribed for them. Clearing Members include **Self-clearing members (SCM) and Custodians**.

1.1 Self-clearing members (SCM) execute, clear, and settle their own trades and those of their clients, while Clearing Members (CM) execute trades both for themselves and clients and clear and settle their own and other members' trades. The Professional Clearing Members (PCM) solely clear and settle trades for other members who opt for their services.

1.2 Custodians handle trade settlements on behalf of their clients. They must confirm the settlement of trades upon which the settlement obligation is assigned to them. If they do not confirm, the obligation reverts to the trading member. Custodians Clearing members are also required to request Clearing Corporation for allotment of Custodian Participant (CP) code for the clients for which they wish to clear and settle.

2. Stock Exchanges

NSE Clearing Limited (NCL) is a recognized Qualified Central Counterparty (QCCP) and systemically important market infrastructure institution in the securities market regulated by SEBI. NCL provides clearing and settlement services for transactions executed on recognized stock exchanges. Currently, NSE Clearing Limited provides clearing and settlement for the Capital Market (CM) Segment, Futures and Options (FO) Segment, and Currency Derivatives (CD) Segment to the National Stock Exchange of India Limited (NSE), BSE Limited (BSE), and Metropolitan Stock Exchange of India Limited (MSEI). NSE Clearing Limited also provides clearing and settlement for the Debt Segment and Commodity Derivatives (CO) Segment of NSE.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<u>EMPLOYEES</u>						
1.	Permanent (D)	394	278	71	116	29
2.	Other than Permanent (E)	711	555	78	156	22
3.	Total Employees (D+E)	1105	833	75	272	25
<u>WORKERS*</u>						

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
4.	Permanent (F)					
5.	Other than Permanent (G)			Not Applicable		
6.	Total workers (F + G)					
*NCL has not employed any 'worker'.						

b. Differently abled Employees and workers:

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently-abled employees (D + E)	0	0	0	0	0
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	Total differently-abled workers (F + G)					

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	8	1	12.5
Key Management Personnel	25	5	20

22. Turnover rate for permanent employees and workers

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	10.14%	11.22%	10.48%	5.71%	11.69%	7.68%	9.66%	18.95%	12.58%
Permanent Workers	Not Applicable								

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	National Stock Exchange of India Limited*	Holding	100	Yes
2	NSE IFSC Clearing Corporation Limited	Subsidiary	100	No

*The National Stock Exchange of India Limited is herein referred to as 'NSE,' 'NSE group,' or 'group.'

VI. CSR DETAILS

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in Rs.): 2,749.98 Crores

(iii) Net worth (in Rs.): 3,320.81 Crores

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints Filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://www.nseclearing.in/	0	0	NA	0	0	NA
Investors (Other than shareholders)		0	0	Nil	0	0	Nil
Shareholders		0	0	NA	0	0	NA
Employees and workers		0	0	NA	0	0	NA
Customers		0	0	NA	0	0	NA
Value Chain Partners		0	0	NA	0	0	NA
Other (please specify)*		201	0	NA	0	0	NA

*The complaints are related to direct payout to clients and routine clearing related functions.

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Compliance	Risk & Opportunity	Risk: A Clearing House must adhere to multiple regulatory and operational compliances to safeguard investor interests and promote financial system stability. Failure to comply will lead to legal consequences and financial liabilities. Opportunity: Compliance with regulatory standards further strengthens trust and confidence in the organization. This results in heightened trading activity, greater liquidity, and enhanced market efficiency, ultimately bolstering the organization's market standing.	A robust compliance framework and regular audits are key tools to proactively mitigate operational and ethics-related risks. We have implemented several risk management measures, including real-time exposure monitoring through the Parallel Risk Management System (PRISM) and end-of-day monitoring of client-level exposures.	Positive & Negative
2.	Business Ethics	Opportunity	A Clearing House, as a guarantor of every trade, requires unwavering ethical conduct. This ensures the	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			stability of the market and protects against financial risks, fostering trust with clients and safeguarding the entire financial ecosystem.		
3.	Data Privacy	Risk & Opportunity	Risk: A Clearing House safeguards a vast amount of critical client data. Inadequate data privacy measures can lead to breaches, causing reputational damage and legal consequences and heightening systemic risks. Opportunity: Addressing data privacy concerns presents an opportunity for us to demonstrate the organization's commitment to integrity, earn stakeholder trust, and gain a competitive advantage.	To effectively mitigate cybersecurity risks, the group has established a robust cybersecurity and cyber resilience policy; and detailed SOPs. The Standing Committee on Technology (SCOT) regularly reviews the implementation of these policies and adherence to SOPs, showcasing its commitment to maintaining robust infrastructure and safeguarding assets against evolving cyber threats.	Positive & Negative
4.	Human Capital Management	Opportunity	Employees serve as the driving force of an organization, and their skills, dedication, and passion significantly impact our overall success. Effective management of human capital not only maximizes talent potential but also promotes employee engagement and boosts	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			organizational performance.		
5.	Human Rights	Risk & Opportunity	Risk: NCL is in the service sector, but we still consider human rights risks as highly relevant. By identifying potential issues like discrimination, harassment, unfair working conditions, and privacy violations within the organization, we can mitigate reputational damage, regulatory scrutiny, and loss of investor confidence. Opportunity: This commitment to responsible practices strengthens our position as a leader in the market.	Adhering to regulations and the NSE group's human rights standards enables us to proactively identify and address potential human rights issues within our organization. Every employee is required to complete mandatory e-learning modules on specific aspects of human rights, which undergo annual updates. This programme ensures that all employees are equipped to uphold human rights in their daily work.	Positive & Negative
6.	Occupational Health and Safety	Opportunity	Investing in occupational health and safety measures is essential for creating a safe, productive, and sustainable work environment. Prioritizing wellness programs improves employee's physical and mental health. This leads to reduced absenteeism, decreased incident costs, and	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			related legal liabilities. It also increases company effectiveness and boosts employee productivity.		
7.	Employee Retention and Satisfaction	Opportunity	Investing in talent is a strategic imperative for NCL. By prioritizing employee satisfaction, growth, and development, we cultivate a high-performing workforce, driving productivity, quality, and retention, all critical factors for securing a competitive edge.	NA	Positive
8.	Diversity and Inclusion	Opportunity	A diverse and inclusive workplace acknowledges individual skills, fostering broader perspectives and innovative ideas. The organization can attract a diverse pool of expertise, thereby achieving goals effectively and improving employee retention and performance.	NA	Positive
9.	Learning and Development	Opportunity	Enhancing workforce capabilities offers NCL a competitive edge in dynamic capital markets. Leveraging digital platforms and creating customized learning pathways for employees comprehensively enhances their behavioural, functional, and technical skills, thus contributing to	NA	Positive

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
			our business growth and resilience.		
10.	GHG Emissions and Energy Management	Opportunity	Emphasizing energy management, improving efficiency, and transitioning to renewable energy sources offer cost-saving opportunities while also reducing GHG emissions.	NA	Positive
11.	Waste Management	Opportunity	Effective waste management practices reduce environmental footprint and help to align with sustainability goals. NCL, as a part of the group, has adopted responsible waste management practices to ensure compliance and environmental accountability.	NA	Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy /policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	https://www.nseclearing.in/disclosures/other-disclosures								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	NSE Group has the following certifications: ISO 27001:2013 - Information security management systems ISO 27017:2015 - Information technology security techniques ISO 45001:2018 - Occupational health and safety Management systems ISO 14001:2015 - Environmental Management Systems USGBC Platinum Certification for Chennai Regional Office IGBC Gold Certificate for Kohinoor office building								

5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	NCL has established internal goals and targets related to economic, environmental, social, and governance aspects aligned with NSE's ESG Policy.

6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	At NCL, we regularly monitor the progress of the established goals and targets and take necessary corrective actions.

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	

NCL is dedicated to Environmental, Social, and Governance (ESG) principles and actively engages in sustainability initiatives to enhance its performance. We believe that collaboration with stakeholders and the advancement of sustainability initiatives are crucial to business success. Therefore, NCL partners with both internal stakeholders (including at the group level) and external stakeholders to promote sustainability. By integrating ESG consciousness into our strategic initiatives and operations, we aim to create a sustainable business model that benefits both our stakeholders and the environment.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Governing Board is responsible for the implementation and oversight of the Business Responsibility policies.

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	NCL leverages NSE's group-wide sustainability initiatives to enhance its environmental performance and operational resilience. The Board of Directors is responsible for decision-making on sustainability-related topics.

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	Y	Y	Y	Y	Y	Y	Y	Y	Y	Annually								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	Y	Y	Y	Y	Y	Y	Y	Y	Y	Annually								

11. Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
No	No	No	No	No	No	No	No	No

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)					NA				
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE**PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE****Essential Indicators****1. Percentage coverage by and awareness programmes on any of the principles during the financial year:**

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors*	8	1. Monitoring & Supervision of Clearing Members 2. Margin models in Cash Market 3. GIFT IFSC 4. Direct payout of securities to client demat accounts (LOA - Ian sir and Piyush Sir) 5. Cybersecurity and Cyber Resilience Framework (CSCRF) 6. Enhancing Software Resiliency - SaaS Model for Business Continuity 7. Global CCPs in numbers 8. Code of Conduct for Governing Board, Directors and Committee Members	100
Key Managerial Personnel	5	1. POSH 2. Enterprise Risk Management 3. Code of Ethics and Conflict of Interest 4. Anti Money Laundering (AML)	96
Employees other than BoD and KMPs	7	1. POSH 2. Enterprise Risk Management 3. Code of Ethics and Conflict of Interest 4. Anti Money Laundering (AML)	99
Workers		Not Applicable	

*Additionally, the Public Interest Directors also attended external trainings organised by Indian Institute of Corporate Affairs (IICA) on Financial Intelligence and Director's Certification Programme in Corporate Governance held during the F.Y. 2024-25.

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the Company's website);

Monetary					
	NGRBC Principle	Name of the Regulatory Enforcement Agencies/ Judicial Institutions	Amount (In INR)	Brief of the Case	Has an Appeal been preferred ? (Yes/No)
Penalty/ Fine	Nil	Nil	Nil	Nil	Nil
Settlement		Securities and Exchange Board of India	27,13,10,000	A Show Cause Notice (SCN) dated November 21, 2023 was served on the Company for its failure to maintain sufficient Inter Clearing Corporations (hereinafter referred to as Inter-CCP) collateral from Indian Clearing Corporation Limited. The Company paid the settlement amount of Rs. 27,13,10,000/- in October 2024 and SEBI disposed of the proceedings of the show cause vide settlement order date October 29, 2024 w.r.t. Inter-CCP Collateral.	No
Compounding Fee	Nil	Nil	Nil	Nil	Nil

Non-Monetary			
NGRBC Principle	Name of the Regulatory Enforcement	Brief of the Case	Has an appeal been preferred?

Agencies/Judicial Institutions				(Yes/No)
Imprisonment	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/ enforcement agencies/ judicial institutions
Nil	Nil

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the anti-bribery and anti-corruption principles are embedded within NCL's Whistle Blower, HR policies, providing comprehensive coverage to address unethical practices, including bribery and corruption. Additionally, we have e-learning modules on anti-money laundering (AML) for our employees, which cover a range of policies, procedures, and technologies aimed at preventing money laundering.

Please refer to the below link to access NCL's Whistle Blower policy:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2023-04/Whistle%20Blower%20Policy.pdf>

HR Manual/Policy is available on the intranet for employee access.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024-25	FY 2023-24
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	Not Applicable	

6. Details of complaints with regard to conflict of interest:

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	Nil	0	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	Nil	0	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

The question is not applicable to NCL, as there have been no instances where fines, penalties, or actions were taken by regulators, law enforcement agencies, or judicial institutions regarding cases of corruption and conflicts of interest.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024-25	FY 2023-24
Number of days of accounts payables	41.80	26.65

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties, along-with loans and advances & investments with related parties, in the following format:

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	-	-
	b. Number of trading houses where purchases are made from	-	-
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	-	-
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	-	-
	b. Number of dealers / distributors to whom sales are made	-	-
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	-	-
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	-	-

c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	-	-
d. Investments (Investments in related parties / Total Investments made)	25%	10%

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Total number of awareness programmes held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programmes
4	Member Conclave meetings are held in multiple regions to discuss key developments, providing members with insights into the company's progress and new initiatives.	Not Available

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

Yes, NCL's Code of Conduct for Directors and Senior Management Persons outlines professional and ethical standards, ensuring compliance with all pertinent statutory laws, regulations, and internal policies. It requires Directors and committee members to avoid participating in decisions where they have a direct or indirect interest. Public Interest Directors (PIDs) in the capacity of Independent Directors also affirm their compliance with the Code of Conduct.

The Board Evaluation Policy mandates an annual assessment, which is conducted under the supervision of the Board and the Nomination and Remuneration Committee. This evaluation is essential for assessing the performance of the Board both as an individual and collective governing body, as well as the performance of its various committees as stipulated by the Companies Act, 2013 ("Board Committees"). It examines adherence to the Code of Conduct and Ethics, transparency in the disclosure of personal interests, and the effective management of potential conflicts of interest.

Please refer to the below link to access the Code of Conduct for the Directors and Senior Management Personnel:

<https://www.nseclearing.in/sites/default/files/disclosure-doc/2024-09/NCL%20Code%20of%20Conduct.pdf>

Please refer to the below link to access NCL's Board Evaluation Policy:

https://www.nseclearing.in/sites/default/files/disclosure-doc/2025-07/NCL_Board%20Evaluation%20Policy.pdf

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Essential Indicators

1. **Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	0	0	Not Applicable
Capex	0	0	Not Applicable

2. **a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, NCL implements sustainable procurement practices by leveraging the group's centralized onboarding system, which encourages vendors to comply with environmental regulations and responsible management practices.

- b. If yes, what percentage of inputs were sourced sustainably?**

100% of vendors undergo the vendor empanelment program.

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life for (a) Plastics (including packaging), (b) E-waste, (c) Hazardous waste, and (d) other waste.**

Considering the nature of our business, there is limited scope for product reuse or recycling. However, we have the following practices for managing the various waste categories:

(a) Plastics—All facilities use compostable plastic garbage bags to collect and dispose of both dry and wet waste. At Exchange Plaza, a vendor partner is engaged to compost/recycle the waste in an eco-friendly manner.

(b) E-waste: Our E-waste broadly includes computers, mainframes, scanners, PCs and related peripherals, air conditioners, and similar electronic equipment. These are disposed of through registered E-waste vendors.

(c) Hazardous waste: Due to the nature of our services, hazardous waste category is not applicable

(d) Food waste: Food waste generated at the Exchange Plaza building is managed through an onsite vermiculture system installed onsite. The resulting vermicompost is used for gardening purposes.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

EPR is not applicable to NCL as the entity is in the service industry and does not produce any goods for customers.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product /Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No) If yes, provide the web-link.

Not Applicable

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk /concern	Action Taken

Not Applicable

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24

Not Applicable

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics						
E-waste						
Hazardous waste						
Other waste						

Not Applicable

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
	Not Applicable

PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% Employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	278	278	100	278	100	0	0	278	100	278	100
Female	116	116	100	116	100	116	100	0	0	116	100
Total	394	394	100	394	100	116	29	278	71	394	100
Other than Permanent employees											
Male	555	0	0	0	0	0	0	0	0	0	0
Female	156	0	0	0	0	0	0	0	0	0	0
Total	711	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	% of Workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day care facilities	
		Number	% (B / A)	Number	% (C / A)	Number	% (D / A)	Number	% (E / A)	Number	% (F / A)
		(B)	A)	(C)	/ A)	(D)	/ A)	(E)	/ A)	(F)	A)
Permanent Workers											
Male											
Female											
Total											
Other than Permanent Workers											
Male											
Female											
Total											

c. Spending on measure towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
Cost incurred on well-being measures as a % of total revenue of the company	6.96	3.88

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100		Y	100		Y
Gratuity	100	Not Applicable	Y	100	Not Applicable	Y
ESI	0		NA	NA		NA
Others-Superannuation	1.02		Y	1		

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises/ offices of NSE are accessible to differently abled employees.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

NCL is committed to providing equal opportunities for all employees through its equal opportunity policy and the group's ESG policy. These policies ensure that employment opportunities and all aspects of employment are equally accessible to all qualified individuals without discrimination. As an equal opportunity employer, NCL adheres to all applicable fair employment practices and equal opportunity laws in each state where it operates. NCL strictly prohibits any discrimination against employees or applicants based on language, race, colour, religion, gender, origin, ethnicity, age, disability, marital status, sexual orientation, gender identity, or any other protected category. NCL's commitment to equality spans the entire duration of an employee's career, from recruitment to separation.

<https://www.nseclearing.in/diversity-equal-opportunity>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Permanent employees			Permanent workers	
Gender	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100	90.9		
Female	100	50	Not Applicable	
Total	100	84.6		

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

Yes/No (If yes, then give details of the mechanism in brief)	
Permanent Workers	Not Applicable
Other than Permanent Workers	Not Applicable
Permanent Employees	Yes, NCL has the policy "Employee Grievance Policy", following is the mechanism in brief:- This policy of NSE Clearing Ltd, as far as possible prevents the occurrence of grievance and deals promptly and fairly with those which occur. NCL's preferred approach is to resolve employee grievances informally wherever possible, through discussions between the employee and his/ her Manager/Supervisor (or the human resources (HR) department if required). Where an informal process has not been successful or where it has been decided that an informal process is not adequate for the given case, the grievance shall be addressed in accordance with the process laid down in these Procedures. Formal Grievances could be in writing to the Immediate Supervisor / Head of the Department, or the employee may also prefer to directly approach the Grievance Committee stating employee's name, the nature of the complaint, the time and date of incident and such other details as the employee may consider necessary. The employee should also mention the specific remedial action requested by him / her in the grievance redressal letter. The said letter may be sent through an email, the email ID is grievance@nsccl.co.in.
Other than Permanent Employees	Currently, we don't have a grievance mechanism for our vendor resources.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2024-25			FY 2023-24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees						
- Male						
- Female						
Total Permanent Workers						
- Male						
- Female						

NCL does not have any employee associations

8. Details of training given to employees and workers:

Category	FY 2024-25						FY 2023-24			
	Total (A)	On Health and safety measures		On Skill Upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No.	% (B	No.	% (C		No.	% (E /	No.	% (F /
		(B)	/ A)	(C)	/ A)		(E)	D)	(F)	D)
Employees										
Male	278	165	59	237	85	181	44	24	104	57
Female	116	55	47	103	89	95	39	41	48	51
Total	394	220	56	340	86	276	83	30	152	55
Workers										
Male										
Female										
Total										

Not Applicable

9. Details of performance and career development reviews of employees and workers:

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	278	250	90	181	152	84
Female	116	106	91	95	64	67
Total	394	356	90	276	216	78
Workers						
Male						
Female						
Total						

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Yes. NCL operations are located in NSE premises, which adhere to ISO 45001 standards for occupational health and safety. In these premises, comprehensive safety measures are implemented, which include the installation of fire detection and alarm systems, fire safety equipment, emergency escape route maps, and emergency signages. The building also has expansion joints, sump pits, blast-proof film on its façade glass, and a compound wall with concertina coils.

Security is enhanced with the presence of physical security guards, bollard systems, perimeter intruder devices, and sniffer dogs. Access control systems, CCTV systems, baggage and food scanners, door frame metal detectors, and handheld metal detectors. These security measures are implemented based on their applicability and necessity. Collectively, these measures contribute to ensuring the safety and security of all individuals within the premises of NCL.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

NCL, as part of the group protocols, ensures a safe working environment through various measures, such as fire safety measures, biannual fire safety audits, regular fire drills, floor familiarization training sessions, daily briefings for physical security staff on safety protocols, periodic audits to maintain ISO certificates, regular air quality analysis in workspaces, daily workspace cleaning routines, and the scheduled disposal of E-waste.

c. Whether you have processes for workers to report the work- related hazards and to remove themselves from such risks. (Y/N)

Not Applicable

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. At NCL, we consider employees to be our most valuable asset. Employees are offered a comprehensive suite of health and wellness benefits, including group medical insurance with a family floater option, group personal accident insurance, and term life insurance. Additionally, annual medical check-ups are provided to employees and their spouses. The Exchange Plaza office building has a gymnasium and yoga facility accessible to all employees. Health awareness sessions, specifically tailored for female employees, are conducted across all offices. The staff welfare committee organizes regular tournaments such as table tennis, badminton, cricket, and chess for all employees. These initiatives foster a culture of wellness, teamwork, and friendly competition among employees.

11. Details of safety related incidents in the following format:

Safety Incident/Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	NA	
Total recordable work-related injuries	Employees	0	0
	Workers	NA	
No. of fatalities	Employees	0	0
	Workers	NA	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	NA	

*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

NSE demonstrates its commitment to creating a safe, healthy, and supportive workplace for its employees, prioritising their well-being and security. We offer a wide range of programmes designed to promote a proactive approach to health and safety.

We conduct safety training for all employees, with a focus on fire safety. Every employee, as part of onboarding, receives 1.5 hours of hands-on training on fire safety. All the offices have RO based drinking water systems, and an FSSAI license is required for all the canteen vendors operating within the premises. At Exchange Plaza, we have on-site medical facilities, which include an on-site doctor, a medical emergency room, and a medical kit in case of any medical emergencies. Employee Assistance Programme (EAP) is a support system which enables employees to deal with a wide

range of issues relating to stress, work-life balance, and any other challenges. Employees are offered periodic sessions on work-life balance, healthy habits, resilience building, and achieving a well-rounded lifestyle.

13. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	NA	0	0	NA
DS	0	0	NA	0	0	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and Safety Practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No risks or concerns have been identified in the assessments of health and safety practices and working conditions at NCL's offices.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

All NCL employees are covered by a Group Term Life Policy that insures against death from any cause, natural or accidental. It also provides coverage for permanent or partial disability. We do not have workers; hence, it is not applicable.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

At NCL, we prioritize transparent business practices across our value chain. The NCL supplier empanelment process requires the vendors to share copies of all necessary documents to ensure that all statutory dues are deducted and deposited correctly.

3. Provide the number of employees/workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	0	0	0	0
Workers	Not Applicable			

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

No, NCL does not have any transition assistance programs.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	0
Working Conditions	0

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

At NCL, we recognize the vital role of stakeholders in shaping our business strategy and understanding evolving risks and opportunities. The first Stakeholder Engagement and Materiality Assessment (SEMA) was conducted in FY 2022-23 with our leadership team. This initiative enabled the Company to identify key material topics influencing and impacting our operations. The SEMA assessment enabled NCL to identify its key stakeholders by evaluating their influence and interest concerning the organization's sustainability initiatives.

The various stakeholder groups that are of importance to us are:

- Clearing Members
- Employees
- Regulatory Bodies
- Customers
- Partner Service Providers
- Investors

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Clearing Members	No	• Member Help Desk - Phone Calls, E-mails • Periodic Compliance Filings • Webinars	Quarterly / Regular	• Compliance and regulatory matters
Employees	No	• Induction Programs • Training and Development Programs • Employee Engagement Programs	Quarterly / Regular	• Collecting insightful feedback from employees on their welfare and career growth • Employee motivation, career development, and individual wellness

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement, including key topics and concerns raised during such engagement
Regulators	No	• Periodic Meetings with SEBI Officials • E-mails • Phone Calls	Quarterly / Regular	• Periodic engagement with SEBI officials on key regulatory matters & important cases • Discussions on policy matters and data requirements
Customers	No	• Group Meetings • Member Help Desk - Phone Calls, E-mails	Quarterly / Regular	• Compliance and regulatory matters • Product and service-related matters
Key partner service providers	No	• Technology Conferences • Webinars and Training • Meetings and Regular Calls • E-mails	Quarterly / Regular	• Adherence to delivery standards and timelines
Investors	No	• NCL Website • Circulars	Quarterly / Regular	• Financial performance, corporate governance, strategic decisions, and feedback collection

Leadership Indicators

- 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

At NCL, we have set up engagement channels customized to each stakeholder group to gather their perspectives on our business activities. These channels enable stakeholders to share their concerns and suggestions with NCL's management and play a crucial role in our risk management strategy. By integrating stakeholder feedback, we mitigate risks and seize opportunities that contribute to building a more sustainable and robust business.

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Yes, stakeholder consultation at NCL is instrumental in supporting the identification and management of ESG (Environment, Social, and Governance) topics. We have established diverse channels for engagement across these dimensions. In FY-2022-23, we conducted a Materiality Assessment with the participation of our leadership team. This initiative enabled us to identify key material topics influencing and impacting our operations and stakeholders.

The NSE Foundation, the CSR arm of the NSE group, collaborates with various NSE group entities, NGOs, and communities to identify, select, and implement initiatives in social and environmental sustainability. Based on suggestions from local municipal corporations, NSE has switched to biodegradable bags. Renewable energy and rainwater harvesting initiatives have also been implemented after extensive deliberations among internal stakeholders.

- 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

NSE Foundation was incorporated in March 2018 as a Section 8 company and a wholly owned subsidiary of NSE. NSE Foundation serves as the central platform for implementing the corporate social responsibility initiatives across the NSE Group. Its primary mandate is to align and converge CSR efforts across group companies, thereby enhancing synergy and amplifying social impact in line with the Group's CSR Policy.

The Foundation focuses on supporting vulnerable and underserved communities, with a special emphasis on rural and tribal populations. Its current programmatic areas lie in the domain of Health particularly augmenting health infrastructure, where it works to deliver sustainable, long-term outcomes. By streamlining initiatives under a unified approach, the NSE Foundation ensures strategic resource utilisation, stronger governance, and deeper, measurable impact with a human centric approach across its areas of operation thereby upholding the NSE Groups commitment to inclusive growth and development. NSE Foundation undertook CSR projects in the focus areas of Health and Primary Education in FY 2024-25.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS**Essential Indicators****1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees workers covered (B)	% (B / A)	Total (C)	No. of employees workers covered (D)	% (D / C)
Employees						
Permanent	394	354	90	276	257	93
Other than permanent	0	0	0	419	NA	0
Total Employees	394	354	90	695	257	37
Workers						
Permanent						
Other than permanent						
Total Workers						

Not Applicable

2. Details of Minimum wages paid to Employees and workers in the following format

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to minimum wages		More than Minimum Wages		Total (D)	Equal to minimum wages		More than Minimum Wages	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	394	0	0	394	100	276	0	0	276	100
Male	278	0	0	278	100	181	0	0	181	100
Female	116	0	0	116	100	95	0	0	95	100
Other than Permanent	711	0	0	711	100	419	0	0	0	0
Male	555	0	0	555	100	307	0	0	0	0
Female	156	0	0	156	100	112	0	0	0	0
Workers										

Permanent

Male

Female

Other than Permanent

Male

Female

Not Applicable

3. Details of remuneration/salary/wages.**a. Median remuneration/wages:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7*	42,25,000	1	33,25,000
Key Managerial Personnel	20	1,00,00,000	5	85,32,638
Employees other than BoD and KMP	258	14,82,000	111	10,41,000
Workers	Not applicable			

*Note: Mr. Vikram Kothari, Managing Director of NCL, is KMP.

As per the decision taken by the Board, NSE employees who become Directors on the Boards of its subsidiaries are not eligible for sitting fees from such companies. NCL is one of the subsidiaries of NSE. Mr. Ian Desouza and Mr. Piyush Chourasia, employees of NSE, are NSE's representative on the Board of NCL. Accordingly, they were not paid any sitting fee for the Board or committee meetings attended by them.

b. Gross wages paid to females as % of total wages paid by the entity, in the following formats:

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages.	24.14%	27.18

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, our Employee Grievance Policy serves as the focal point for addressing all human rights issues within the company. The Internal Committee (IC) acts as a focal point for POSH complaints. All employees have access to HR policies through a dedicated HR portal. Employees are provided a comprehensive overview of HR policies during their induction and onboarding process. Employees are encouraged to raise any grievances related to human rights violations, ensuring a proactive approach to addressing such concerns.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Grievance Redressal procedure provides a structured platform for employees to formally raise grievances and discuss problems or concerns regarding discrimination, harassment, and unfair labour practices. Led by a senior member, the Grievance Redressal Committee conducts impartial investigations to ensure fairness and thoroughness in addressing filed grievances. Additionally, employees can report any instances of human rights violations through the whistle-blower mechanism. This mechanism safeguards the confidentiality of the complainant, and appropriate actions are taken based on the investigation.

6. Number of Complaints on the following made by employees and workers:

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the End of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	Nil	0	0	Nil
Discrimination at workplace	0	0	Nil	0	0	Nil
Child Labour	0	0	Nil	0	0	Nil
Forced Labour /Involuntary Labour	0	0	Nil	0	0	Nil
Wages	0	0	Nil	0	0	Nil
Other human rights related issues	0	0	Nil	0	0	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act,2013(POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

At NCL, we prioritize creating a workplace where everyone feels valued, respected and safe. To achieve this, we have implemented a robust Prevention of Sexual Harassment (POSH) policy. This policy outlines clear guidelines and procedures for preventing, prohibiting, and addressing any instances of sexual harassment, ensuring a work environment free from such misconduct. Our Internal Committee (IC) plays a vital role in upholding this commitment. The IC is responsible for conducting thorough investigations and ensuring fair and prompt resolutions. Furthermore, the IC safeguards complainants by guaranteeing a safe space to report their experiences and prohibiting any retaliation for coming forward. By implementing these practices, NCL demonstrates its unwavering commitment to fostering a work environment where all employees feel secure, respected, and empowered to reach their full potential.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Procurement process of NCL involves vendors aligning with the Supplier Code of Conduct, which prioritises human rights. The Code encourages vendors to comply with ESG clauses, including those related to human rights. This process helps establish a foundation for ethical business practices within the supply chain and cultivates a culture of respect for human rights across the NCL operations

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks

/ concerns arising from the assessments at Question 10 above.

No risks/concerns had arisen from the assessments at Question 10 above.

Leadership Indicators

1. Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.

No complaints regarding human rights violations have been reported across the organization, so no modifications to business processes were necessary.

2. Details of the scope and coverage of any Human rights due diligence conducted.

We have not conducted any human rights due diligence.

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, NCL has provisions in place, such as wheelchairs, lifts, and security/housekeeping personnel assisting differently abled visitors, that make the entity's premises/office accessible to them, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	0
Discrimination at workplace	0
Child labour	0
Forced Labour/Inventory Labour	0
Wages	0
Others – please specify	0

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments in Question 4 above.

Not Applicable

PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Essential Indicators

1. Details of total energy consumption (Giga Joules) and energy intensity in the following format:

Parameter*	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	4,290	4,956
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumption from renewable sources (A+B+C)	4,290	4,956
From non-renewable sources		
Total electricity consumption (D)	7,957	22,607
Total fuel consumption (E)	54	100
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	8,011	22,707
Total energy consumed (A+B+C+D+E+F)	12,301	27,663
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) GJ/Crores	4	12.73
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) GJ/Crores	92	291.37
Energy intensity in terms of physical output	NCL does not generate any physical output in terms of product.	
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
Source of emission factor	https://www.ipcc-nggip.iges.or.jp/public/2006gl/pdf/2_Volume2/V2_2_	

Ch2_Stationary_Combustion.pdf

PPP Conversion Factor used

20.6

22.8

Source of the PPP Conversion Factor

www.imf.org

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Bureau Veritas (India) Private Limited

2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve, and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

The question is not applicable as NCL is not an obligated entity and doesnot fall under the PA scheme of the Government of India.

3. Provide details of the following disclosures related to water in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	6,872	7,139
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	6,872	7,139
Total volume of water consumption (in kilolitres)	6,872	7,139
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations) KL/Crores	0.98	3.29
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) KL/Crores	20.22	75.20
Water intensity in terms of physical output	NCL does not generate any physical output in terms of product.	

Parameter	FY 2024-25	FY 2023-24
Water intensity (optional) – the relevant metric may be selected by the entity		
PPP Conversion Factor used	20.6	22.8
Source of the PPP Conversion Factor	www.imf.org	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Bureau Veritas (India) Private Limited

4. Provide the following details related to water discharged:

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	-	-
- With Treatment – please Specify level of treatment	-	-
- (Tertiary level of treatment)		
(ii) To Groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment.	-	-
(iii) To Seawater		
- No treatment	-	-
- With treatment – please specify level of treatment.	-	-
(iv) Sent to third-parties		
- No treatment	-	-
- With treatment – please specify level of treatment.	-	-
(v) Others		

Parameter	FY 2024-25	FY 2023-24
- No treatment (municipal sewage)	-	4,375
- With treatment – Please specify level of treatment.	-	-
Total water discharged (in kilolitres)	-*	4,375

*In previous year, outflowing water was reported as discharge. However, this has now been reclassified as internal recycling and hence total discharge is reported as nil for current year.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Bureau Veritas (India) Private Limited

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

NCL adopts NSE's sustainable water management practices. The offices at the Mumbai, Exchange Plaza building and Chennai are equipped with Sewage Treatment Plant (STP), enabling the recycling of water from domestic use and flushing. Post-treatment, the water is repurposed for the cooling towers in the air conditioning system and for gardening purposes. This practice significantly reduces our freshwater consumption and contributes to water conservation efforts. This initiative enabled NSE to conserve around 23,238 kilolitres of water in FY 2024-25.

6. Please provide details of air emissions (other than GHG emissions) by the entity in the following format:

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	NCL is a Clearing Corporation and its operations do not have any continuous sources of air emissions. The DG sets installed by NSE group are used solely during power outage's the air emission (excluding GHGs) are not material.		
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	4	7
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,607	4,496
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	MtCO ₂ e/crores	1	2.07
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	MtCO ₂ e/crores	12	47.44
Total Scope 1 and Scope 2 emission intensity in terms of physical output	NCL does not generate any physical output in terms of product.		
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity			
Source of emission factor	• CERC CDM– CO₂ Baseline Database • IPCC – Chapter 2 (Stationary Combustion)		
PPP Conversion Factor used		20.6	22.9
Source of the PPP Conversion Factor		www.imf.org	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Bureau Veritas India Private Limited

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.

NCL, as a part of the NSE, supports group-level initiatives to reduce GHG emission footprint. We have installed a 20 KW solar power plant at our Mumbai and Chennai locations. This plant helps power part of the lighting load at Exchange Plaza in Mumbai and our BCP premises in Chennai. Additionally, our wind plant in Satara, Maharashtra,

commissioned in 2014, has a capacity of 5 MW (four units of 1.25 MW each). According to Maharashtra's renewable energy policy, the electricity generated by this plant is supplied to the grid, offsetting our power consumption.

NSE has also implemented several energy efficiency initiatives to cut down on power usage and improve operational efficiency. These include installing lighting transformers and LED lights across our offices to regulate power supply and extend the life of our lighting systems. We have integrated a thermal energy storage system into our air-conditioning system to manage peak load by using chilled water stored overnight. Occupancy sensors have been installed throughout our offices to control lighting based on actual usage. Our Building Management System (BMS) ensures that air-conditioning units operate only when needed, and automatic power factor control units improve the overall power factor of the building, earning cost-saving incentives from our power supplier. These measures collectively enhance our building's energy efficiency and reduce its environmental impact. Additionally, we use environment-friendly gases in our firefighting equipment and air conditioning systems (i.e., R134a, R407a, and R410a). These efforts demonstrate our commitment to reducing our environmental footprint.

9. Provide details related to waste management by the entity in the following format:

Parameter	FY 2024-25	FY 2023-24
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.02	0.003
E-waste (B)	1.38	1.77
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	40.28	-
Battery waste (E)	2.93	0.74
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G)	0.17	-
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0.38	1.72
Total (A+B+C+D+E+F+G+H)	45.16	4.24
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations) Tons/Crore	0.02	0.002
Waste intensity per rupee of turnover adjusted Purchasing for Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP) Tons/Crore	0.34	0.04

Parameter	FY 2024-25	FY 2023-24
Waste intensity in terms of physical output	NCL does not generate any physical output in terms of product.	
Waste intensity (optional) – the relevant metric may be selected by the entity		

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Parameter	FY 2024-25	FY 2023-24
Category of waste		
(i) Recycled (Authorized vendor)	4.31	2.51
(ii) Re-used	-	-
(iii) Other recovery operations (Vermicompost)	0.18	1.72
Total	4.49	4.23

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations	40.28	0.003
Total	40.28	0.003

Source of emission factor

PPP Conversion Factor used

Source of the PPP Conversion Factor

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. Bureau Veritas (India) Private Limited

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

At NCL, we are committed to the NSE group's three "R"s of waste management: Reduce, Reuse and Recycle. We have set up systems to carefully track the amount and types of waste we produce. This helps us find ways to cut down on waste and improve efficiency.

Because of our business, we mostly produce a lot of household and electronic waste.

Our E-waste policy makes sure that electronic waste is recycled responsibly by vendors approved by the Central Pollution Control Board (CPCB) and the Maharashtra Pollution Control Board (MPCB). We also use a Document Management System (DMS) to store and manage all approval notes digitally. This reduces the need for paper, cutting down on paper waste in our offices. Additionally, compostable materials like food waste from the canteen, garden waste and paper are processed through our in-house vermicomposting system.

Please refer to the below link to access NCL's E-waste

https://www.nseclearing.in/sites/default/files/disclosure-doc/2024-11/E-Waste_Policy.pdf

- 11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:**

Sl No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.

NCL doesnot have offices in/around ecologically sensitive areas.

- 12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link

NSE did not conduct environmental impact assessments during the financial year because no projects require such assessments.

- 13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any

No such non-compliances have been noticed.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):
For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in Kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	0	0
(iii) Third party water	0	0
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	0	0
Total volume of water consumption (in kilolitres)	0	0
Water intensity per rupee of turnover (Water consumed / turnover)	0	0
Water intensity (optional) – the relevant metric may be selected by the entity	0	0
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water		
- No treatment	0	0
- With treatment – please specify level of treatment	0	0
(ii) Into Groundwater		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iii) Into Seawater		

Parameter	FY 2024-25	FY 2023-24
No treatment	0	0
With treatment – please specify level of treatment	0	0
(iv) Sent to third-parties		
No treatment	0	0
With treatment – please specify level of treatment	0	0
(v) Others		
No treatment	0	0
With treatment – please specify level of treatment	0	0
Total water discharged (in kilolitres)	0	0

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Not Applicable

2. Provide the details of total Scope 3 emissions & its intensity in the following format:

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	-	-
Total Scope 3 emissions per rupee of turnover		-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

The question can only be answered if NCL has responded to the question (P6-E-11).

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Wind Power Plant	The NSE group has a 5 MW wind power plant in Satara, Maharashtra that contributes electricity to the local grid. This offsets their power consumption at any location within the grid	The wind power plant has generated 93,81,765 KWh electricity units in the FY 2024-25.
2	Solar Power Plant	20 kW solar power plants have been installed at Exchange Plaza and BCP Premises in Chennai. These plants harness solar power to meet part of the buildings' lighting needs.	NSE group has diverted 18,221 KWh from the grid to solar energy in the FY 2024-25.
3	Lighting Transformer and LED Lights	Lighting transformers have been installed in the lighting feeders to regulate the incoming power supply. This reduces excess power consumption and extends the life of the luminaries. Additionally, LED lights have been installed throughout the entire office area.	These measures have saved around 39,004 KWh units in the FY 2024-25.
4	Thermal Energy Storage System	NSE group implemented a thermal storage system at Exchange Plaza. AC chillers now operate at night, generating chilled water stored in tanks. During the day, this chilled water is used for air conditioning, shifting energy consumption away from peak hours. This allowed NSE to surrender excess contracted power.	NSE group has saved around 16,921 Demand KVA in the FY 2024-25.
5	Occupancy Sensors	Motion/Occupancy Sensors have been installed throughout the office to operate the lights automatically based on occupancy in the respective areas.	The value of this initiative in terms of the outcome cannot be precisely measured.

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
6	Building Management System	A Building Management System (BMS) was installed from the start to optimize building operations. The BMS automatically controls air conditioning units based on pre-set schedules, maintaining comfortable temperatures while conserving electricity.	The value of this initiative in terms of the outcome cannot be precisely measured.
7	Automatic Power Factor Control Units	Automatic power factor correction units improve building efficiency by balancing electrical loads, resulting in electricity bill discounts from the power supplier.	The value of this initiative in terms of the outcome cannot be precisely measured.
8	Water Recycling - Sewerage Treatment Plant	STP plants of 150KL and 12KL capacity are installed at the BKC & Chennai office, respectively. We reuse treated water for cooling towers, gardens, and flushing.	NSE group has saved around 23,238 Kiloliters of Water in FY 2024-25.
9	Rain Water Harvesting System	Anticipating future water needs, a rainwater harvesting system was installed at Exchange Plaza to collect rainwater and replenish the building's groundwater.	NSE group saved approximately 29,523 kL through rainwater harvesting.
10	Vermiculture Plant	Food scraps, garden waste, paper, and cardboard are composted in a vermiculture system, resulting in nutrient-rich compost that is used for gardening.	NSE group has generated around 175 Kg of manure in the FY 2024-25.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

At NCL, business continuity and market stability are paramount as we recognize the criticality of maintaining uninterrupted operations and safeguarding the stability of the market in which we operate. We achieve this through a carefully crafted Business Continuity Management (BCM) policy, reinforced by a robust governance structure, detailed procedures, and thorough testing and training programs. Our commitment to business continuity is further enhanced by our infrastructural measures, which allow us to navigate and recover from disruptions effectively. Our organization has developed a

comprehensive business continuity plan that effectively addresses various emergencies. Our BCM policy aligns with SEBI's 'Business Continuity Management and Disaster Recovery' guidelines. To ensure the effectiveness of our business continuity efforts, we have established a robust governance structure. This includes our Board and management-level committees, which oversee the implementation of the BCM framework. We also have dedicated teams, such as the Crisis Management Team (CMT), responsible for managing the execution of the plan during emergencies.

6. Disclose any significant adverse impact to the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

At present no significant impact has been reported by value chain partners of NCL.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

NCL has not conducted any assessments for value chain partners.

8. How many Green Credits have been generated or procured:

8.a. By the listed entity - Zero

8.b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners - Zero

PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

We are affiliated with the Global Association of Central Counterparties.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	CCP Global	International

2. Provide details of corrective action taken or underway on any issues related to anti - competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
Nil	Nil	Nil

Leadership Indicator

1. Details of public policy positions advocated by the entity.

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
	NCL engages with regulators and other MLIs in implementing products/services for market safety.				

PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT**Essential Indicators****1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
1	Jaldhara: Integrated Water, Sanitation and Hygiene (WASH) interventions in Nandurbar, Maharashtra: The initiative focused on water, sanitation and hygiene improvements in 40 villages of Nandurbar district in Maharashtra. Awareness sessions and capacity building in schools and communities were used to boost sanitation, menstrual hygiene management and open defecation-free environments.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25 th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
2	Serving and enriching education to under-privileged tribal children in Talode block of Nandurbar district: This primary education program aimed to improve access and quality for underprivileged tribal children across 51 villages in Talode block of Nandurbar district in Maharashtra. The program established Children's	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No.	25 th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	Resource Centers to enhance learning outcomes among children through remedial teaching by community volunteers. Resource Centers to enhance learning outcomes among children through remedial teaching by community volunteers.	14 /2021				
3	Sustainable community ODF program at Ramanathapuram block, Ramanathapuram district, Tamil Nadu: The project aimed to achieve open defecation-free status in Ramanathapuram block through retrofitting of sanitation facilities and behaviour change communication among school students and community members.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
4	To provide sustainable livelihood by way of providing construction Skill training and employment / self-employment for Rural Youth from Nandurbar, Maharashtra: This initiative in Nandurbar district, Maharashtra aimed to provide sustainable livelihoods through	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	construction skills training. It included job placement post-training to enable improvement in socio-economic well-being of the participants and their families..	Circular No. 14 /2021				
5	Magic English SLL program: The program aimed to enhance English skills in 424 Zilla Parishad primary schools of Nandurbar district in Maharashtra. It focused on comprehension and contextual learning to achieve improvement in listening proficiency both in speaking and reading.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
6	Block transformation for ODF sustainability and WASH compliant communities, schools, Ashramshalas and other key institutions: The project focused on sustaining open defecation free (ODF) status of 114 gram panchayats through capacity building, behaviour change communication and retrofitting of sanitation facilities in institutions and at household level.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	YES	YES	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
7	Promotion of swachh and swasth Hindaun block of Karauli district in Rajasthan: The project endeavoured to enhance water and sanitation infrastructure in institutions and community in 11 villages of Karauli district to improve hygiene practices and community well-being.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
8	Foundational learning enhancement in primary grades [I-V] in government schools in Hindaun block of Karauli district, Rajasthan: The program aimed to provide foundational literacy in 150 government schools through augmenting educational resources and focused capacity building of teachers.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
9	Creating enablers for ODF sustainability: The initiative targeted to sustain open defecation free (ODF) status across 137 gram panchayats of Nandurbar district, Maharashtra, enhancing sanitation, healthcare, and waste management practices.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014.	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
		General Circular No. 14 /2021				
10	Making Mandrail block of Karauli district as Open Defecation Free sustainable block through school, AWC and community centered wash interventions: The project enhanced WASH infrastructure in schools and promoted sustainable hygiene practices among students and community members.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
11	Improving language and numeracy skills of children in primary and upper primary schools of Mandrail block in Karauli district of Rajasthan: The key interventions under the program included recruitment & training of Shiksha Mitras (community volunteers), school teacher training in Activity-Based Learning (ABL), Village Level Learning Centres (VLLCs), and children's groups for health, hygiene, and life skills.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
12	Sustainable environment & livelihoods through soil & water conservation and improving soil health: The intervention targeted to promote sustainable environmental practices and enhance livelihoods through soil and water conservation in 76 villages of Karauli district in Rajasthan.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
13	Vidya - enhancing learning of tribal students in Dhadgaon block of Nandurbar district of Maharashtra: The objectives of the initiative were to enhance learning outcomes in language and numeracy skills for students in grade 1-5 studying in government schools.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
14	Project Samarthya: elderly care programme in Nandurbar district, Maharashtra: The project sought to enhance social sustainability and well-being of elderly citizens of selected villages. It empowered the elderly through digital, financial, and	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014.	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	legal literacy and enabled linkages with government schemes.	General Circular No. 14 /2021				
15	Project- Student Teacher Empowerment Program (STEP) Plus: The program aimed to improve educational outcomes in 69 government schools of Ramanathapuram district in Tamil Nadu, supporting around 3200 students, with a focus on girl students.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
16	Sahaj Path: Bridging learning gaps of students in government primary schools of Dubrajpur block of Birbhum district, West Bengal: The intervention targeted to address educational disparities in 168 government primary schools. The key intervention included remedial teaching for students, training of teachers in child centered pedagogy and capacity building of school management committees.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
17	SCORE [Sustainable Conservation of Water Resources Through	SIA was mandated via	25th August	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	Enabling] community-led development: The project focused on the water scarcity issue of Ramanathapuram, Tamil Nadu. Key interventions included renovation of water bodies, promoting organic farming, and enhancing community-led water management.	Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	2021			
18	Healthcare access to geriatric population through technology: The program targeted to improve healthcare for geriatric populations in intervention location of Nandurbar, Maharashtra, and Ramanathapuram, Tamil Nadu.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
19	Anupad: The initiative sought to address educational challenges in 18 tribal Ashramshalas in Nashik district through classroom participation, teacher training and parental involvement.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No.	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
		14 /2021				
20	Education Quality Improvement Project, Thirupullani: The intervention targeted educational challenges in 50 government primary schools in Thirupullani, Tamil Nadu through teacher training, community involvement, and upgraded learning resources.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
21	Skill Mitra And Udyog Mitra model for livelihood in two blocks of Ramanathapuram: The program provided vocational training, mentorship, and community engagement, focusing on trades like palm leaf crafting, jute product making and tailoring to communities in Mandapam and Thirupullani blocks of Ramanathapuram district, Tamil Nadu.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
22	Akshara: Learning centers for primary children in Rameswaram: The project targeted literacy and numeracy gaps among students of	SIA was mandated via Rule 8(3) of the	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
	grades 1-5 by undertaking capacity building training for teachers and community tutors in Rameswaram block of Ramanathapuram district, Tamil Nadu.	Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021				
23	Shraddha – Towards active and healthy ageing: The initiative aimed to improve elderly welfare in Maharashtra, Telangana, Bihar and West Bengal. Key interventions included healthcare support, social inclusion, and economic empowerment through Elderly Self-Help Groups (ESHGs).	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
24	Aalambana – Towards active and healthy ageing: The intervention targeted to enhance the financial, social and health status of elderly in Tamil Nadu, Rajasthan, and West Bengal through Elderly Self-Help Groups (ESHGs) and Gram Chikitsa Centre. The program also encouraged digital literacy to promote inclusivity.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
25	Creating a learning culture: The program focused on improved foundational literacy and numeracy for students in grades 1-5 in targeted urban schools located in Kurla, Mumbai. It reached students, parents, and teachers through workshops, training, and digital resources.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
26	Strengthening WASH in municipal schools of Ahmedabad: This integrated project sought to address foundational learning gaps in language, numeracy and EVS (Environmental Studies) for grades 3-5 in municipal schools. The project also upgraded school infrastructure with drinking water taps, clean toilets and handwashing stations.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
27	Shiksha Setu: The initiative aimed to improve language and numeracy skills of students in Ashramshalas of Nandurbar district, Maharashtra through contextualized computer application for learning and evaluation.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014.	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
		General Circular No. 14 /2021				
28	Innovative medical devices for affordable healthcare: The project endeavoured to address critical gaps in India's medical device ecosystem by deploying advanced devices such as Knee Ankle Foot Orthoses (KAFO), digital stethoscopes and diabetic foot screeners. Under the project collaboration with local NGOs, healthcare professionals, and government bodies was facilitated to improve healthcare accessibility for underserved communities.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures
29	Hyperlocal air pollution monitoring using mobile monitoring units: The project sought to create a cost-effective air quality monitoring system using vehicle-mounted and stationary devices to generate hyperlocal air quality maps for real-time pollution assessment in selected cities.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

S. No	Name and brief details of project (Executed by NSE Foundation)	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
30	Integrated energy monitoring and management system for a large commercial complex towards 100% renewable energy utilization: The initiative aimed to optimize energy usage and leverage renewable energy sources. Key objectives included maximizing renewable energy consumption and storage, minimizing overall energy use, and reducing costs.	SIA was mandated via Rule 8(3) of the Companies (CSR Policy) Rules, 2014. General Circular No. 14 /2021	25th August 2021	Yes	Yes	https://www.nseindia.com/investor-relations/other-disclosures

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)

Not Applicable

3. Describe the mechanisms to receive and redress grievances of the community.

NCL's community engagement is aligned to group-level initiatives and currently, NCL does not have a mechanism to receive and redress the community's grievances.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2024-25	FY 2023-24
Directly sourced from MSMEs/ small producers	5.79%	3.26%
Directly from within India	99.06%	99.83%

5. Job creation in smaller towns - Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations as % of total wage cost.

Location	FY 2024-25	FY 2023-24
Rural	0	0
Semi-Urban	0	0
Urban	0	0
Metropolitan	100	100

*The nature of business necessitates NCL to have its offices predominantly in metropolitan cities.

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
No negative social impact identified	Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)

Though currently we do not have projects specifically in aspirational districts. We have extensively worked in those geographies so a note on the same is given below to be added as a note to the table:

CSR projects in focus areas of Primary Education, Safe Drinking water and Sanitation, Environmental Sustainability, Skill Development and Health were undertaken in the aspirational districts of Ramanathapuram (Tamil Nadu), Nandurbar (Maharashtra), Karauli (Rajasthan), Kiphire (Nagaland) and aspirational district designate- Birbhum (West Bengal) from 2018 to 2023. Since then, post covid, the focus has been on augmenting critical health infrastructure

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups?

No, NCL does not have any preferential procurement policy.

(b) From which marginalized /vulnerable groups do you procure?

Not Applicable

(c) What percentage of total procurement (by value) does it constitute?

Not Applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year) based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project*	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	NSE-ACTREC hospital (Phase-I): Construction of multispecialty OPD with 60 bedded bone marrow transplant unit with equipment.	NA	NA
2	NSE-ACTREC hospital (Phase-II): Construction of critical care & ancillary units with equipment.	NA	NA
3	NSE-ACTREC hospital (Phase- III): Construction of	NA	NA

S. No.	CSR Project*	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
	service block, equipment, testing, finishing and handover.		

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

SEBI, vide its circulars dated October 04, 2021, and November 23, 2021, mandated that Clearing Corporations shall disclose on their website the data on complaints received against them and redressal thereof, latest by the 7th of the succeeding month. In view of the same, NCL seeks details from internal teams (Clearing, Settlement, Risk & Collaterals, and Secretarial) every month and displays data on its website.

2. Turnover of products and/ services as a percentage of turnover from all products/services that carry information about:

	As a percentage of total turnover
Environmental and Social parameters relevant to the product	Not Measured
Safe and responsible usage	Not Measured
Recycling and/or safe disposal	Not Applicable

3. Number of consumers complaints in respect of the following:

	FY 2024-25			FY 2023-24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	Nil	0	0	Nil
Advertising	0	0	Nil	0	0	Nil
Cyber-security	0	0	Nil	0	0	Nil
Delivery of essential services	0	0	Nil	0	0	Nil
Restrictive Trade Practices	0	0	Nil	0	0	Nil
Unfair Trade Practices	0	0	Nil	0	0	Nil
Other	0	0	Nil	2	1	Complaints are related to security settlement shortage/ incorrect

FY 2024-25			FY 2023-24		
Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
					levy of the closeout for security shortages

4. Details of instances of product recalls on account of safety issues:

Number	Reasons for recall
Voluntary recalls	Not Applicable
Forced recalls	

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy

Yes, NCL has a board-approved Cyber Security and Cyber Resilience policy in place. Additionally, NCL aligns its practices with ISO 27001:2013 Information Security Management Systems and ISO 27017:2015 Information Technology Systems.

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

Given that no such incidents have happened, the corrective actions are not applicable.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches.

No such Incidents were reported by NCL

b. Percentage of data breaches involving personally identifiable information of customers

NIL

c. Impact, if any, of the data breaches.

NIL

Leadership Indicators

- 1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

NCL uses its official website to communicate information on products and services of the entity. Customers can see all information about products and services at: <https://www.nseclearing.in/>

- 2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

NCL regularly participates in quarterly Member Conclave meetings organised by NSE in multiple regions to discuss key developments. These meetings provide members with insights into the company's progress and new initiatives. Q&A sessions allow members to raise any queries or concerns they may have directly with NCL representatives.

Further, NCL also participates in sessions and webinars on topics relevant to the company. Prior to these sessions, members are invited to submit their questions, enabling NCL to effectively address their concerns and provide valuable insights during the sessions. NCL continues with member engagements focused around new releases/implementation handholding. These initiatives reflect NCL's commitment to transparent communication and engagement with its members, fostering a collaborative environment where feedback is valued and addressed promptly.

- 3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

NCL's customers are informed of disruption or breakdown in service, through SMS, e-mail, website notice, press releases, etc.

- 4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

NCL has not carried out any customer satisfaction survey.

INDEPENDENT PRACTITIONER'S ASSURANCE REPORT



To

The Board of Directors of NSE Clearing Limited

Introduction and objectives of work

The Board of Directors of **NSE Clearing Limited** (the 'Company' or 'NCL') have engaged us for providing Assurance on identified sustainability information in the Business Responsibility & Sustainability Report (BRSR) of the Company for the year ended March 31, 2025.

The Company (NCL) has adopted the following criteria for preparing the report:

Business Responsibility and Sustainability Report as per Annexure 1 of the SEBI's circular (SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122) dated July 12, 2023 & SEBI/HO/CFD/CFDPoD1/P/CIR/2024/177 dated December 20, 2024, for BRSR Core KPIs.

Intended User

The Assurance Statement is made solely for "NCL" and its stakeholders as per the governing contractual terms and conditions of the assurance engagement contract between NCL and "Bureau Veritas". To the extent that the law permits, we owe no responsibility and do not accept any liability to any party other than NCL for the work we have performed for this assurance report, or our conclusions stated in the paragraph below.

Scope of Work

We have performed the **Reasonable Assurance engagement for BRSR (Core)** parameters in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised) and in line with the requirements of Bureau Veritas's standard procedures and guidelines for external Assurance of Sustainability Reports, based on current best practice in independent assurance.

The reporting boundaries considered for this reporting period are as follows:

NCL - Registered Office: Exchange Plaza, BKC, Mumbai, Maharashtra, India.

NCL - Corporate Office: Inspire, BKC, Mumbai, Maharashtra, India

NCL Office: Equinox Business Park, Mumbai, Maharashtra, India

NCL Western Regional Office: Kohinoor City, Mumbai, Maharashtra, India

NCL Western Regional Office (ARO): Navrangpura, Gujarat, Ahmedabad, Gujarat, India

NCL Delhi Regional Office: Parliament Street, New Delhi, Delhi, India

NCL Kolkata Regional Office: Rash Behari Avenue, Kolkata, West Bengal, India

NCL Southern Regional Office: Cunningham Road, Karnataka, Bangalore, Karnataka, India

NCL BCP Office: Murugappa Road, Kotturpuram, Chennai, Tamil Nadu, India

NCL BCP Office: Ambattur, Kallikuppam, Chennai, Tamil Nadu, India

As part of its independent Reasonable Assurance, we assessed the appropriateness and robustness of underlying reporting systems and processes used to collect, analyse and review the information reported. In this process, we undertook the following activities:

The assessment of all offices data was conducted at NCL - Corporate Office located at Mumbai, Maharashtra. Bureau Veritas interviewed personnel of NCL including Corporate Sustainability, Environment Health & Safety (EHS) team, HR, Finance and Accounts, Engineering and other relevant departments.

- The assurance process involved carrying out an Assessment by experienced assessors from Bureau Veritas.
- The Company has submitted performance data on reported BRSR (Core) topics.
- Data on various BRSR (core) were assessed for the locations mentioned above. Later, it was confirmed that the same assessed data went into preparation of the final data within the BRSR Report 2024-25.

Management Responsibility

The Selection of reporting criteria, reporting period, reporting boundary, monitoring and measurement of data, preparation, and presentation of information in the BRSR report are the sole responsibility of the Company and its management. NCL is responsible for providing complete and true information on BRSR Core KPIs. We are not involved in drafting or preparation for the BRSR Report. Our sole responsibility is to provide independent Reasonable assurance on the BRSR core parameters for the financial year ended 31st March 2025.

Our Findings

On the basis of our methodology and the activities described above,

- Nothing has come to our attention to indicate that the BRSR disclosures are inaccurate or that the information included therein is not fairly stated.
- It is our opinion that Company has established appropriate systems for the collection, aggregation, and analysis of data on Sustainability/Non-Financial performance disclosures in the BRSR.
- The BRSR Report provides a fair representation of the Company's activities as included therein.
- The information is presented in a clear, understandable, and accessible manner, and allows readers to form a balanced opinion over the Company and status during the reporting period.

Limitations and Exclusions

Excluded from the scope of our work is any assurance of information relating to:

- Activities outside the defined assurance period.
- Positional statements (expressions of opinion, belief, aim or future intention) by NCL and statements of future commitment.
- Competitive claims in the report claiming, "first company in India", "first time in India", "first of its kind", etc.

Our assurance does not extend to the activities and operations of NCL outside of the scope and geographical boundaries as well as the operations undertaken by any subsidiaries or joint ventures of the Company.

This independent statement should not be relied upon to detect all errors, omissions or misstatements that may exist within the Report.

Statement of Independence, Integrity, and Competence

Bureau Veritas is an independent professional services company that specialises in quality, environmental, health, safety, and social accountability with over 196 years history. Its assurance team has extensive experience in conducting assessment over environmental, social, ethical and health and safety information, systems and processes.

Bureau Veritas operates a certified Quality Management System which complies with the requirements of ISO 9001:2015 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Bureau Veritas has implemented and applies a Code of Ethics, which meets the requirements of the International Federation of Inspections Agencies (IFIA), across the business to ensure that its employees maintain integrity, objectivity, professional competence and due care, confidentiality, professional behaviour, and high ethical standards in their day-to-day business activities.

The assurance team for this work does not have any involvement in any other Bureau Veritas projects with NCL.

Competence

The assurance team has extensive experience in conducting assurance over environmental, social, ethical, and health & safety information, systems and processes an excellent understanding of Bureau Veritas standard methodology for the Assurance of Sustainability Reports.

Restriction on use of Our Report

Our Reasonable assurance report has been prepared and addressed to the Board of Directors of the NCL at the request of the company solely to assist the company in reporting on the Company's Sustainability performance and activities. Accordingly, we accept no liability to anyone other than the Company. Our deliverables should not be used for any other purpose or by any person other than the addressees of our deliverables. The Firm neither accepts nor assumes any duty of care or liability for any other purpose or to any other party to whom our Deliverables are shown or into whose hands it may come without our prior consent in writing.

Ahamed Mohiuddin SYED

Lead Assuror

Bureau Veritas (India) Private Limited
Hyderabad, India

Dt: 30.07.2025

Munji Rama Mohan RAO

Technical Reviewer

Bureau Veritas (India) Private Limited
Hyderabad, India

Dt: 31.07.2025

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NSE Clearing Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **NSE Clearing Limited** ("the Holding Company") and its subsidiary, (Holding Company and its subsidiary together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information prepared based on the relevant records, (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, of its consolidated profit, its consolidated total comprehensive income, its consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their report referred to in 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Legal and uncertain tax positions As of March 31, 2025, the Holding Company has various ongoing litigations on legal matters and proceedings with tax authorities involving uncertain direct and indirect tax positions. There are various direct and indirect tax cases against the Holding Company, including disallowance of certain expenses under income tax, applicability of service tax on certain services etc. The Holding Company has assessed the above pending matters related to litigations and has disclosed the contingent liabilities, wherever applicable, in its consolidated financial statements. Refer note 31 and 32 to the Consolidated financial statements. This is a key audit matter, as evaluation of these matters requires management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outflow of economic resources, if any, provisions and related disclosures to be made in the Consolidated financial statements.	Our audit procedures related to legal and uncertain tax positions included– • Evaluating the design and operating effectiveness of controls over the recognition, measurement, presentation and disclosures made in the consolidated financial statements in respect of these matters; • Obtaining details of litigations on legal and uncertain direct and indirect tax positions. • Reviewing orders and management responses thereto. • Inspecting the supporting documents to evaluate management’s assessment of probability of outcome of ongoing proceedings, the magnitude of potential loss, if any, and testing related provisions and disclosures made in the consolidated financial statements; • Reviewing expert’s legal advice/opinion obtained by the Holding Company’s management for evaluating certain legal and tax matters; and • Evaluating competence and capabilities of the experts. Based on the above procedure, we noted that the Holding Company has reviewed the above pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its consolidated financial statements.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Holding Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, but does not include the consolidated financial statements and our auditor’s report thereon. The Board’s Report including Annexures is expected to be made available to us after the date of this auditor’s report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the other information and the report of the other auditors as furnished to us [refer 'Other Matter' paragraph below], if we conclude that there is a material misstatement of this Other information, we are required to report that fact.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board 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 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements 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 the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements 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 these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, 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 control.
- Obtain an understanding of internal financial 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 our opinion on whether the Holding Company has adequate internal financial controls system 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 management.
- Conclude on the appropriateness of 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 statements 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 statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements 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 financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of a subsidiary whose financial statements reflect total assets of Rs 289.57 Crore and net assets of Rs 105.86 Crore as at March 31, 2025, total revenue of Rs. 27.08 Crore, its loss Rs. 5.13 Crore, total comprehensive loss of Rs. 1.98 Crore and net cash inflows amounting to Rs. 41.00 Crore for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose report have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act including report on Other information insofar as it relates to the aforesaid subsidiary is based on the report of the other auditors.

Our opinion on the consolidated financial statements, and our report on other legal and regulatory requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group company incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in **Annexure 'A'**.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act. Further, in terms of Notification No G.S.R. 08(E) dated January 4, 2017 issued by the Ministry of Corporate Affairs under section 462 of the Act, the provisions of section 197(16) in respect of the remuneration paid/provided by the subsidiary company to its directors during the year are not applicable to the subsidiary company.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, 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 financial statements of the subsidiary, as noted in the Other Matter paragraph:
 - (i) The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group – refer Note 32 to the consolidated financial statements.
 - (ii) The Group had long-term contracts as at March 31, 2025 for which there were no material foreseeable losses. The Group did not have any derivative contracts as at March 31, 2025 - refer Note 33 to the consolidated financial statements.
 - (iii) During the year ended March 31, 2025, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company incorporated in India - refer Note 43 to the consolidated financial statements.
 - (iv) (a) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such subsidiary to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; – Refer Note 46(iv) to the consolidated financial statements

- (b) The respective managements of the Holding Company and its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or such subsidiary from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; – Refer Note 46(iv) to the consolidated financial statements.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of its subsidiary which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act.
- (vi) Based on our examination which included test checks, performed by us on the Company and its subsidiary incorporated in India have used accounting software for maintaining their respective books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiary company incorporated in India did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO report issued by us for the Company and based on CARO report issued by other auditors in respect of its subsidiary company incorporated in India included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

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

(Pankaj Jain)
Partner
Membership No. 048850
UDIN: 25048850BMOMHJ8821

Place: Mumbai
Date: April 25, 2025

Annexure A to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report on consolidated financial statements to the Members of **NSE Clearing Limited** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

In conjunction with our audit of the consolidated financial statements of NSE Clearing Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary company, to whom reporting under clause (i) of sub section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls over financial reporting is applicable, which is company incorporated in India, are responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which is company incorporated in India, have, in all material respects, an adequate internal financial controls system with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is company incorporated in India, is based on the corresponding report of the auditors of such company incorporated in India.

Our opinion is not modified in respect of this matter.

For Khandelwal Jain & Co.

Chartered Accountants
Firm's Registration No. 105049W

(Pankaj Jain)**Partner**

Membership No. 048850
UDIN: 25048850BMOMHJ8821

Place: Mumbai

Date: April 25, 2025

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

		(Rs.in Crores)	
		As at 31.03.2025	As at 31.03.2024
I	ASSETS		
1	Non-current Assets		
a	Property, Plant and Equipments	126.77	78.02
b	Capital work-in-progress	0.58	-
c	Other Intangible Assets	7.15	24.03
d	Intangible assets under development	-	0.00
e	Right-Of-Use Assets	41.74	0.81
f	Financial assets		
i	Investments	0.00	0.00
ii	Non-current bank balances	403.80	1,546.00
iii	Other Financial assets	5.43	54.17
g	Income tax assets (net)	767.28	493.58
h	Other Non -current assets	1.18	4.80
	Total Non-current Assets	1,353.94	2,201.41
2	Investments -Core Settlement Guarantee Fund	11,978.58	8,857.25
3	Current Assets		
a	Financial Assets		
i	Investments	334.08	696.08
ii	Trade Receivables	88.75	212.39
iii	Cash and Cash equivalents*	17,148.20	22,315.38
iv	Bank balances other than cash and cash equivalents*	2,623.62	1,032.76
	* Includes Rs. 15,833.12 crores (March 31, 2024: Rs.21,327.11 crores) pertaining to Settlement obligations and margin money from members		
v	Other Financial assets	442.87	360.07
b	Deferred Tax Assets (Net)	0.57	-
c	Other current assets	61.36	51.07
	Total Current Assets	20,699.45	24,667.75
	Asset held for sale	289.57	
	TOTAL ASSETS	34,321.53	35,726.41
II	EQUITY AND LIABILITIES		
1	Equity		
a	Equity Share capital	1,445.00	1,445.00
b	Other Equity	1,731.67	1,612.65
	Total Equity	3,176.67	3,057.65
2	Core Settlement Guarantee Fund (Core SGF) Liabilities	11,978.58	8,857.25
3	Non-current liabilities		
a	Provisions	21.73	16.37
b	Lease Liability	29.67	1.08
c	Deferred tax liabilities (Net)	-	12.72
	Total Non-current Liabilities	51.40	30.17
4	Current Liabilities		
a	Financial Liabilities		
i	Deposits	2,481.53	2,015.89
ii	Trade payable to ;		
	Total Outstanding dues of micro enterprises and small enterprises	3.48	1.11
	Total Outstanding dues of creditors other than micro enterprises and small enterprises	45.96	23.25
iii	Lease Liability	13.75	0.05
iv	Other financial liabilities	15,903.88	21,385.29
	* Includes Rs. 15,833.12 crores (March 31, 2024: Rs.21,327.11 crores) pertaining to Settlement obligations and margin money from members		
b	Provisions	29.17	16.47
c	Income tax liabilities (net)	77.91	73.60
d	Other current liabilities	375.51	265.69
	Total Current Liabilities	18,931.18	23,781.33
	Liabilities included in disposal group held for Sale	183.71	-
	TOTAL EQUITY AND LIABILITIES	34,321.53	35,726.41
	Summary of material and other accounting policies	1	
	The accompanying notes are an integral part of the financial statements.		

This is the Balance sheet referred to in our report of even date

For Khandelwal Jain & Co.

Chartered Accountants

Firm Registration No : 105049W

For and on behalf of the Board of Directors

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

PANKAJ JAIN
Partner
Membership No.: 048850

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

NSE CLEARING LIMITED
CIN: U67120MH1995PLC092283

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Notes	(Rs.in Crores)	
		For the year ended 31.03.2025	For the year ended 31.03.2024
Income			
Revenue from operations	20	2,525.30	2,018.21
Other income	21	251.75	170.70
Total Income		2,777.05	2,188.91
Expenses			
Employee benefits expense	22	114.32	66.88
Depreciation and amortisation expense	2 & 3	73.86	49.32
Other expenses	23	367.40	294.18
Total Expenses		555.58	410.38
Profit before exceptional item		2,221.47	1,778.53
Less : Exceptional Items			
Settlement compensation		(27.13)	(22.88)
Profit before tax		2,194.34	1,755.64
Less : Tax expenses	13		
Current tax		586.71	445.00
Deferred tax		(12.87)	4.74
Total tax expenses	-	573.84	449.74
Profit for the year (A)	-	1,620.50	1,305.91
Other Comprehensive Income			
Items that will be reclassified to profit or loss			
Changes in foreign currency translation reserve		3.16	0.72
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(1.73)	(1.10)
Income tax relating to items that will not be reclassified to profit or loss		-	
Tax Remeasurements of post-employment benefit obligations		0.44	0.25
Total Other Comprehensive Income for the year (B)		1.87	(0.13)
Total Comprehensive Income for the year (A+B)		1,622.37	1,305.78
Earnings per Equity Share (FV Rs. 10 each) (before contributions to Core SGF)			
Basic (Rs.)	29	11.21	13.50
Diluted (Rs.)	29	11.21	13.50

Summary of material and other accounting policies

1

The accompanying notes are an integral part of the financial statements.

This is the Statement of Profit & loss referred to in our report of even date

For Khandelwal Jain & Co.

For and on behalf of the Board of Directors

Chartered Accountants

Firm Registration No : 105049W

ABHAYA HOTA

Chairman

[DIN : 02593219]

PRITI SAVLA

Director

[DIN : 00662996]

VIKRAM KOTHARI

Managing Director & CEO

[DIN : 07898773]

PANKAJ JAIN

Partner

Membership No.: 048850

Place : Mumbai

Date : April 25, 2025

HARDIK PARIKH

Chief Financial Officer

RAVIN TANK

Company Secretary

NSE CLEARING LIMITED
CIN: U67120MH1995PLC092283
CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2025

	Rs. In Crores	
	For the year ended	For the year ended
	31.03.2025	31.03.2024
A) CASHFLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	2,194.34	1,755.64
Add/(Less) :- Adjustments for :		
- Depreciation	73.86	49.32
- Interest Expense - Lease	2.28	
- Finance Cost	0.08	0.07
- Share Issue Expenses		2.87
- Provision for doubtful debts	1.05	0.40
Less : Adjustments for :		
- Interest income on Bank deposit	(212.12)	(122.67)
- Net gain on financial assets mandatorily measured at Fair Value through Profit or Loss	(20.44)	(45.41)
- Net gain on sale of investments mandatorily measured at Fair Value through Profit or Loss	(17.26)	(1.17)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,021.79	1,639.07
Adjustments for :		
Decrease/(Increase) in Trade Receivable	121.99	(150.07)
Increase / (Decrease) in Trade payables	27.70	(13.60)
Decrease/(Increase) in other financial assets	(0.19)	(0.23)
Decrease/(Increase) in Other Assets	(7.20)	(4.33)
Increase / (Decrease) in Other Financial Liabilities	(5,450.33)	17,286.90
Increase / (Decrease) in Provision	18.22	7.17
Increase / (Decrease) in Other Liabilities	112.03	40.79
Proceed of Deposit from Trading member / applicant	651.97	353.12
Refund of deposit from trading members / applicant	(154.06)	(123.54)
CASH GENERATED FROM OPERATIONS	(2,658.07)	19,035.27
Contribution to Core SGF	(1,952.66)	(1,466.03)
Direct Taxes paid (Net of Refunds)	(379.46)	(412.77)
NET CASH FROM OPERATING ACTIVITIES - Total (A)	(4,990.17)	17,156.47
B) CASHFLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment's/ Intangible asset	(89.14)	(28.51)
Interest received	169.89	(211.20)
(Increase)/Decrease in Fixed deposit	(599.49)	(1,187.49)
(Purchase)/ Redemption of Investment	436.59	44.14
NET CASH USED IN INVESTING ACTIVITIES - Total (B)	(82.15)	(1,383.06)
C) CASHFLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(28.90)	(22.50)
Issue of Equity Shares		1,400.00
Payment of Lease Liability	(11.31)	(0.11)
Share Issue Expenses		(2.87)
NET CASH FROM FINANCING ACTIVITIES - Total (C)	(40.21)	1,374.52
Changes on account of conversion of balances from functional currency to presentation currency	3.16	0.72
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(5,109.35)	17,148.67
CASH AND CASH EQUIVALENTS : OPENING BALANCE*	22,315.38	5,166.71
CLOSING CASH AND CASH EQUIVALENTS : CLOSING BALANCE*	17,206.03	22,315.38
* Includes Rs. 15,879.88 crores (Rs 57.83 crores included in Asset held for sale) (March 31, 2024: Rs.21,327.11 crores) pertaining to Settlement obligations and margin money from members		
\$ includes Rs 5.61 crores towards withheld payout		
NET INCREASE IN CASH AND CASH EQUIVALENT	(5,109.35)	17,148.67

Notes to Cash Flow Statement :

- Cash and Cash equivalent represent bank balances and balances in fixed deposit accounts.
- 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
- The above Cash Flow excludes cash flow pertaining to Core SGF.
- Previous period's figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification / disclosure.

The accompanying notes are an integral part of the financial statements

This is the statement of cash flow referred to in our report of even date.

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

For and on behalf of the Board of Directors

PANKAJ JAIN
Partner
Membership No.: 048850

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(A) Equity Share Capital

	(Rs.in Crores)
Balance as at 01.04.2023	45.00
Changes in equity share capital during the year	1,400.00
Balance as at 31.03.2024	1,445.00
Changes in equity share capital during the year	-
Balance as at 31.03.2025	1,445.00

(B) Other Equity

	Reserves and Surplus				(Rs.in Crores)
	Capital Reserve	General reserve	Foreign Currency Translation Reserve	Retained Earnings	Total
Balance at the 01.04.2023	10.00	244.71	10.26	917.76	1,182.74
Profit for the year				1,305.91	1,305.91
Other Comprehensive Income				(0.85)	(0.85)
Changes in Foreign Currency Translation Reserve through Other Comprehensive Income			0.72		0.72
Contribution to core SGF				(1,466.03)	(1,466.03)
Tax on contribution to Core SGF				362.67	362.67
Settlement Guarantee Fund (SGF)- Commodity derivatives (refer note 26)		250.00			250.00
Transaction with owners in their capacity as owners					-
Dividends paid				(22.50)	(22.50)
Balance at the 31.03.2024	10.00	494.71	10.98	1,096.96	1,612.65
Profit for the year				1,620.50	1,620.50
Other Comprehensive Income				(1.30)	(1.30)
Contribution to core SGF (Refer Note 25)				(1,952.67)	(1,952.67)
Tax on contribution to Core SGF				478.19	478.19
Changes in Foreign Currency Translation Reserve through Other Comprehensive Income			3.16	-	3.16
Transaction with owners in their capacity as owners					
Dividends paid				(28.90)	(28.90)
Balance at the 31.03.2025	10.01	494.72	14.15	1,212.79	1,731.67

The accompanying notes are an integral part of the financial statements.

This is the statement of changes in equity referred to in our report of even date

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

For and on behalf of the Board of Directors

PANKAJ JAIN

Partner

Membership No.: 048850

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI Managing
Director & CEO
[DIN : 07898773]

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

Background and Material and other Accounting Policies

Background

The NSE Clearing Limited (NCL), a wholly owned subsidiary of NSE, was incorporated in August 1995. It was the first clearing corporation to be established in the country and also the first clearing corporation in the country to introduce settlement guarantee. It was set up to bring and sustain confidence in clearing and settlement of securities, to promote and maintain, short and consistent settlement cycles, to provide counter-party risk guarantee, and to operate a tight risk containment system.

The consolidated financial statements relate to the Parent Company NSE Clearing Limited and its wholly owned Sole subsidiary company NSE IFSC Clearing Corporation Limited. (Collectively referred to as "the Group").

Note 1 (A) : Material accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these Ind AS financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

(i) Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Amendments thereto.

The financial statements for the year ended March 31, 2025 has been approved by the Board of directors of the Company in their meeting held on April 25, 2025.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that is measured at fair value, and
- defined benefit plans - plan assets measured at fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined in such basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

iii) Principles of consolidation and equity accounting

i) Subsidiaries

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests, if any, in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

ii) Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognised at cost.

iii) Joint Arrangements

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

Interests in joint ventures are accounted for using the equity method (see (iv) below), after initially being recognised at cost in the consolidated balance sheet.

iv) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post - acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the group and its associates and joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note (i) below

v) Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to statement of profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of allowances, incentives, service taxes and amounts collected on behalf of third parties.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised in the period when the service is provided as per arrangements/agreements with the customers. The sources of revenue are:

- (i) Clearing and Settlement charges, IT & support charges and processing charges are recognized on accrual basis as and when the services are rendered.;
- (ii) Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.
- (iii) Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be reliably measured.
- (iv) In respect of Members who have been declared as defaulters by the Company all amounts (dues) remaining to be recovered, net of available security and insurance cover available if any, till the date of being declared as defaulters are written off as bad debts. All subsequent recoveries are accounted when received.

Shortages arising after the date of declaration of default are written off as bad debts in the year in which it arises, after exhausting all remedies including forfeiture of securities and insurance cover available if any.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

Other overdue amounts are provided for as doubtful debts or are written off as bad debts, if the same are considered doubtful/irrecoverable in the opinion of the management.

- (v) Penal Charges, in the year of declaration of default, in respect of shortages due from the respective member, are booked to the extent such charges are recoverable.
- (vi) Other insurance claims are accounted on accrual basis when the claims become due and payable.
- (vii) Income excludes applicable taxes and other levies

(c) Use of Estimates

The preparation of financial statements in conformity with Ind AS requires Management to make estimates, judgements and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about the assumption and estimates could result in the outcome requiring material adjustment to the carrying amount of asset and liability.

(d) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Group recognizes MAT credit available as an asset only to the extent there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Group recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Group reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(e) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(f) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These do not include bank balances earmarked/restricted for specific purposes.

Restricted cash:

Other bank balances comprise of Fixed deposits with maturity of more than three months and less than twelve months, other financial assets contains Fixed deposits with maturity of more than one year. This deposits are restricted balance and with lien for advances received from issuer of securities and advance received from defaulting members.

(g) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(h) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) De-recognition of financial assets

A financial asset is de-recognised only when

- The Group has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be reliably measured.

(i) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

(ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

(j) Property, plant and equipment (including CWIP)

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Furniture and fixture	5 to 10 years
Office equipment	4 to 5 years
Electrical equipment	10 years
Computer systems office automation	3 years
Computer systems – others	4 years
Computer software	4 years
Telecommunication systems	4 years
Clearing and Settlement Systems	4 years

The property, plant and equipment including land acquired under finance leases is depreciated over the asset's useful life or the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

Depreciation on assets purchased / disposed off during the year is provided on pro rata basis with reference to the date of additions / deductions.

Fixed assets whose aggregate cost is Rs. 5,000 or less are depreciated fully in the year of acquisition.

(k) Intangible assets (Including Intangibles under Development)

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Standard packaged software products are written off in the year of purchase.

Computer software is amortised over a period of 4 years.

(l) Provisions

Provisions for legal claims and discounts/incentives are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Group.

(m) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises

Notes to Consolidated Financial Statement for the year ended March 31, 2025

from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities are not disclosed in case the possibility of an outflow of resources embodying economic benefits is remote.

(n) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are the amounts expected to be paid when the liabilities are settled. Short term employee benefits are recognised in statement of profit and loss in the year in which the related service is rendered. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Group operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, and
- (b) defined contribution plans such as provident fund and National Pension Scheme.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Notes to Consolidated Financial Statement for the year ended March 31, 2025

(iv) Defined contribution plans

Provident fund

Provident Fund: The Group is registered with Regional Provident Fund Office, Bandra, Mumbai, and both the employee and the employer make monthly contribution equal to 12% of the employee's basic salary respectively.

National Pension Scheme

The National Pension Scheme is operated by Pension Fund Regulatory and Development Authority (PFRDA) and the contribution thereof in respect of eligible employees

(v) Bonus plans

1. The Group recognises a liability and an expense for bonuses. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.
2. SEBI has laid down certain norms in terms of the compensation policy for the key management personnel which are as under :
 - A. The variable pay component will not exceed one third of the total pay.
 - B. 50% of the variable pay will be paid on a deferred basis after three years.

(o) Core Settlement Guarantee Funds

As per SEBI vide circular no. CIR/MRD/DRMNP/25/2014 dated August 27, 2014 every recognised clearing corporation shall establish and maintain a Fund for each segment, to guarantee the settlement of trades executed in that respective segment of a recognised stock exchange. Similarly SEBI vide circular no. SEBI/HO/MRD/DSA/ CIR / P/2016/125 dated November 28, 2016 has issued norms for set up of fund and minimum corpus of fund to guarantee the settlement of trades executed in the stock exchanges in IFSC.

The Clearing Corporation shall have a fund called Core SGF for each segment of each Recognised Stock Exchange to guarantee the settlement of trades executed in the respective segment of the Stock Exchange. In the event of a clearing member(member) failing to honour settlement commitments, the Core SGF shall be used to fulfil the obligations of that member and complete the settlement without affecting the normal settlement process. The Core SGF shall be contributed by Clearing Corporation (NCL), Stock Exchanges and the clearing members, in a manner as prescribed by SEBI. This fund is represented by earmarked Core SGF investments. The income earned on such investments is credited to the respective contributor's funds and adjusted towards incremental requirement of Minimum Required Corpus (MRC) as per SEBI letter reference no. SEBI/HO/MRD/DRMNP/OW/P/2018/4559/1 dated February 12, 2018. Penalties and fines levied by the Group are transferred to Core SGF as Other Contributions.

(p) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(q) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the group

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) Critical Accounting Estimates And Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

Estimation of current tax expense and payable Note 13, 14 and 15
Estimated useful life of intangible asset Note 3
Estimation of defined benefit obligation Note 24
Estimation of fair values of contingent liabilities refer Note 31 and 32
Estimation of Performance based Variable Pay

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

(s) Operating Cycle

Based on the activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Note 1 (A) : Other accounting policies

(a) Foreign currency translation and transactions

(i) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Group's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such

Notes to Consolidated Financial Statement for the year ended March 31, 2025

transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

(iii) Group Companies

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet;
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to statement of profit or loss, as part of the gain or loss on sale.

(b) Leases

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of the contract. Ind AS 116 defines a lease as a contract, or a part of a contract, that conveys the right of use an asset (the underlying asset) for a period of time in exchange of consideration. To assess whether as contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expenses on a straight line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on straight line basis over the shorter of the lease term and useful life of the underlying assets.

As a lessor

Lease for which the Group is a lessor is classified as finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is

Notes to Consolidated Financial Statement for the year ended March 31, 2025

classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on straight line basis over the term of the relevant lease.

(c) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(e) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(f) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated.

(g) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any material impact in its financial statements.

Note 2 - Property, Plant and Equipments
(Rs. in Crores)

	Office Equipments	Electrical Installations	Furniture And Fixtures	Computer Sys Off Autom	Vehicle	Telecommu- nication Systems	Clearing And Settlement System	Total	Capital Work in Progress	Right-Of-Use Assets -Building
As at March 31, 2024										
Gross carrying amount										
Opening gross carrying amount	0.15	0.10	0.53	2.21	-	65.05	105.13	173.09	1.80	1.12
Exchnage differences	0.00	(0.01)	0.01	0.02	-	-	-	0.02	-	0.01
Additions	0.06	-	0.29	0.16	0.30	7.85	18.55	27.20	-	-
Disposals	-	(0.10)	-	(0.10)	-	-	-	(0.20)	-	-
Transfers	-	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	0.21	-	0.82	2.29	0.30	72.90	123.68	200.13	1.80	1.12
Accumulated depreciation										
Opening accumulated depreciation	0.13	0.06	0.43	1.21	-	23.59	57.88	83.31	-	0.23
Depreciation for the year	0.01	(0.00)	0.05	0.40	0.05	15.81	22.50	38.81	-	0.08
Impairment loss	-	-	-	-	-	-	-	-	-	-
Disposals	-	(0.06)	-	-	-	-	-	(0.06)	1.80	-
Exchange differences	-	-	-	0.05	-	-	-	0.05	-	(0.01)
Closing accumulated depreciation	0.14	(0.00)	0.48	1.66	0.05	39.40	80.38	122.10	1.80	0.31
Net carrying amount	0.08	0.00	0.34	0.63	0.25	33.49	43.30	78.02	-	0.81
As at March 31, 2025										
Gross carrying amount										
Opening gross carrying amount	0.21	-	0.82	2.29	0.30	72.90	123.68	200.13	1.80	1.12
Exchnage differences	0.01	-	0.05	0.12	0.02	-	-	0.20	-	0.02
Additions	0.20	-	0.06	5.50	-	22.74	75.47	103.97	1.44	52.32
Assets classified as held for sale	(0.24)	-	(0.84)	(2.69)	(0.32)	-	-	(4.09)	-	(1.14)
Disposals	-	-	(0.04)	-	-	-	4.19	4.16	-	-
Transfers	-	-	-	-	-	-	-	-	(0.86)	-
Closing gross carrying amount	0.18	-	0.05	5.23	-	95.64	203.34	304.36	2.38	52.32
Accumulated depreciation										
Opening accumulated depreciation	0.14	(0.00)	0.48	1.66	0.05	39.40	80.38	122.10	1.80	0.31
Depreciation for the year	0.04	-	0.06	1.84	0.08	17.03	34.58	53.62	-	10.66
Impairment loss	-	-	-	-	-	-	-	-	-	-
Disposals	-	-	(0.04)	-	-	-	4.19	4.16	-	-
Exchange differences	0.01	-	0.04	0.13	0.01	-	-	0.20	-	-
Assets classified as held for sale	(0.17)	-	(0.48)	(1.71)	(0.13)	-	0.00	(2.49)	-	(0.39)
Closing accumulated depreciation	0.03	(0.00)	0.06	1.92	0.00	56.43	119.15	177.59	1.80	10.58
Net carrying amount	0.16	0.00	(0.01)	3.30	(0.00)	39.21	84.19	126.77	0.58	41.74

Capital-work-in progress ageing as on 31.03.2025
(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.58	-	-	-	0.58
projects temporarily suspended	-	-	-	-	-
Total	0.58	-	-	-	0.58

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
whose completion is overdue	-	-	-	-	-
has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Capital-work-in progress ageing as on 31.03.2024
(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Whose completion is overdue	-	-	-	-	-
Has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Note 3: Intangible Assets

(Rs. in Crores)

	COMPUTER SOFTWARE	TOTAL	INTANGIBLE ASSETS UNDER DEVELOPMENT
Year ended March 31 , 2024			
Gross carrying amount			
Opening gross carrying amount	67.71	67.71	2.84
Exchnage differences	(0.21)	(0.21)	
Additions	5.83	5.83	3.99
Disposals	-	-	(1.00)
Transfers	-	-	(5.83)
Closing gross carrying amount	73.33	73.33	0.00
Accumulated Amortisation and impairment			
Opening accumulated Amortisation	38.88	38.88	-
Amortisation for the year	10.42	10.42	-
Exchange differences	-	-	-
Closing amortization	49.30	49.30	-
Net carrying amount	24.03	24.03	0.00
Year ended March 31, 2025			
Gross carrying amount			
Opening gross carrying amount	73.33	73.33	0.00
Exchnage differences	1.57	1.57	
Additions	-	-	-
Assets classified as held for sale	(25.84)	(25.84)	-
Closing gross carrying amount	49.06	49.06	0.00
Accumulated Amortisation and impairment			
Opening accumulated Amortisation	49.30	49.30	-
Amortisation for the year	9.58	9.58	-
Exchange differences	1.29	1.29	-
Assets classified as held for sale	(18.26)	(18.26)	-
Closing amortization	41.91	41.91	-
Net carrying amount	7.15	7.15	0.00

Significant estimate: Useful life of intangible assets under development

The Company has completed the development of software that is used to in its various business processes. As at 31 March 2025, the net carrying amount of this software was Rs.7.15 crores (Rs.7.58 crores for subsidiary company shown under asset held for sale) (31 March 2024: Rs.24.03 crore). The Company estimates the useful life of the software to be 4 years based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than 4 years, depending on technical innovations and competitor actions.

Intangible assets under development ageing as on 31.03.2025

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.00	-	-	-	0.00
projects temporarily suspended	-	-	-	-	-
Total	0.00	-	-	-	0.00

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
whose completion is overdue	-	-	-	-	-
has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Intangible assets under development ageing as on 31.03.2024

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.00	-	-	-	0.00
projects temporarily suspended	-	-	-	-	-
Total	0.00	-	-	-	0.00

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
whose completion is overdue	-	-	-	-	-
has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Note 4 - NON CURRENT INVESTMENTS

		31.03.2025		31.03.2024	
		Number of Units/Shares	(Rs. in Crores)	Number of Units/Shares	(Rs. in Crores)
I	Investment in equity instruments (fully paid up)				
	Unquoted equity instruments at cost				
	In Others				
	NSE Foundation (Section 8 Company) [* Re.1/- (Previous Year Re.1/-)]	6,000	0.00	6,000.00	0.00
	Total equity instruments		0.00		0.00
II	Investment in government securities				
	at amortised cost				
	5.15 Government Of India 9 November 2025	-	-	2,25,00,000	225.05
	5.22 Government Of India 15 Jun 2025	-	-	5,10,00,000	507.99
	5.63 Government Of India 12 April 2026	4,15,00,000	420.37	4,15,00,000	414.73
	5.74 Government Of India - 15 November 2026	3,85,00,000	387.07	3,85,00,000	383.30
	6.79 Government Of India - 15 May 2027	4,35,00,000	442.97	4,35,00,000	441.67
	6.97 Government Of India - 06 Sep 2026	55,00,000	55.02	55,00,000	54.87
	7.38 Government Of India 20 June 2027	4,30,00,000	439.80	4,30,00,000	440.39
	7.06 Government Of India 10 April 2028	5,00,00,000	516.17	5,00,00,000	516.11
	6.54 Government Of India - 17 Jan 2032	9,75,00,000	954.00	9,75,00,000	950.37
	7.26 Government Of India 14 Jan 2029	1,00,00,000	101.50	1,00,00,000	101.51
	7.17 Government Of India -17 Apr 2030	25,00,000	25.39	25,00,000	25.70
	7.10 Government Of India 18 April 2029	2,60,00,000	267.83	2,60,00,000	267.84
	6.10 Government Of India 12 July 2031**	6,00,00,000	578.88	5,00,00,000	479.45
	6.67 Government Of India 15 December 2035	4,15,00,000	411.18	3,15,00,000	310.26
	6.64 Government Of India 16 June 2035	1,00,00,000	98.64	1,00,00,000	98.43
	5.77% Government Of India 03 August 2030	40,00,000	38.12	-	-
	5.79 Government Of India - 11 May 2030	1,30,00,000	125.87	-	-
	5.85% Government Of India 01 Dec 2030	1,50,00,000	144.57	-	-
	6.19% Government Of India 16 Sept 2034	2,00,00,000	189.28	-	-
	6.68% Government Of India 17 Sep 2031	4,40,00,000	432.06	-	-
	6.79% Government Of India - 26-Dec-2029	30,00,000	30.22	-	-
	7.17% Government Of India -17 Apr 2030	30,00,000	30.87	-	-
	Total government securities		5,689.83		5,217.67
	Less :				
	Amount disclosed under Core SGF investments (refer Note11)		(5,689.83)		(5,217.67)
	Total non-current investments		0.00		0.00
	Aggregate amount of book value of quoted investments		5,689.83		5,217.67
	Aggregate amount of quoted investments and market value thereof		5,713.24		5,229.00
	Aggregate amount of book value of unquoted investments		0.00		0.00

* Re 1/-

NSE Foundation was incorporated under section 8 of the Companies Act, 2013 and intends to apply its profits, if any, or other income in promoting its objects and any payment of dividend to its members is prohibited. Accordingly, the investment in the company had been written down to Re. 1/- . Accordingly, the Company had written off investment in NSE Foundation amounting to Rs. 59,999/- by debiting the Statement of Profit and Loss.

**Includes Rs. 383.81 crores (Face Value Rs. 400 crores) as at March 31, 2024 in Government Securities credited to SGL A/c on settlement date April 2, 2024 (Refer note 11)

5 Other bank balances

	Non-current		Current	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	(Rs. in Crores)		(Rs. in Crores)	
Deposits with original maturity for more than 12 months #	403.80	1,546.00	1,603.67	932.89
Earmarked Deposits with original maturity for more than 12 months	874.44	1,201.18	2,166.35	9.55
Deposits with original maturity for more than 3 months but less than 12 months #	-	-	982.21	79.08
Earmarked Deposits with original maturity for more than 3 months but less than 12 months	-	-	10.08	17.78
Deposits with original maturity for less than 3 months (Earmarked towards unspent CSR Expenses)	-	-	31.38	10.65
Earmarked Deposits with original maturity less than 12 months*	-	-	6.35	8.25
Unspent CSR Bank Balance	-	-	-	1.89
Total	1,278.24	2,747.18	4,800.04	1,060.10
Less :				
Amount disclosed under Core SGF Investments (note 11)	874.44	1,201.18	2,176.43	27.34
Total	403.80	1,546.00	2,623.62	1,032.76

* Earmarked towards withheld payouts.

Other bank balances & Cash and cash equivalents Includes Rs. 15,833.12 crores (March 31, 2024: Rs. 21,327.11 crores) pertaining to Settlement obligations and margin money from members

6 Others Financial Assets

	Non-current		Current	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	(Rs. in Crores)		(Rs. in Crores)	
Advances recoverable in cash				
Unsecured, considered good#	-	-	0.32	0.52
Other loans and advances				
Security Deposits	0.44	0.34	-	-
Others				
Interest accrued on Bank deposits	4.99	53.83	442.55	359.55
Total	5.43	54.17	442.87	360.07

7 Others Assets

	Non-current		Current	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	(Rs. in Crores)		(Rs. in Crores)	
Advance to suppliers	-	-	0.40	-
Balances with GST authorities	-	-	19.15	14.20
Deposits with GST authorities	-	-	2.78	2.78
Capital advances	-	0.83	-	-
Other receivable*	-	-	5.74	6.19
Prepaid expenses	1.18	3.97	33.29	27.90
Total	1.18	4.80	61.36	51.07

* Other receivable represents Deposits with Supreme Court pursuant to its directives in a case filed by the Company with regard to sale of collateral securities with the company of a defaulter member

	31.03.2025		31.03.2024	
	Number of Units	Rs. In crores	Number of Units	Rs. In crores
B) Investment in government securities				
Quoted bonds at amortised cost				
7.35 Government of India 22 June 2024	-	-	1,95,00,000	199.20
6.69 Government of India 27 June 2024	-	-	5,00,00,000	508.63
6.18 Government of India 2024- 04 Nov 2024	-	-	85,00,000	86.93
091 Days Treasury Bill 16 May 2024	-	-	3,00,00,000	297.36
5.15 Government of India 9 November 2025	2,25,00,000	227.98	-	-
5.22% Government of India 15 Jun 2025	5,10,00,000	516.71	-	-
Total government securities		744.68		1,092.12
II Investment in mutual funds				
Un-quoted investments in mutual funds at FVPL				
Aditya Birla Sun Life Liquid Fund - Direct - Growth	25,24,978	105.73	22,94,990	89.43
Axis Liquid Fund -Direct - Growth	1,34,205	38.70	1,69,498	45.49
Hdfc Liquid Fund - Direct - Growth	63,923	32.56	63,923	30.32
Hsbc Cash Fund Direct Growth	7,46,201	192.84	8,59,943	206.90
Icici Prudential Liquid - Direct Plan - Growth	53,29,347	204.59	34,94,969	124.91
Invesco India Liquid Fund - Direct - Growth	5,61,061	199.73	4,88,640	161.98
Mirae Asset Cash Management Fund - Direct Plan - Growth	-	-	2,87,495	73.32
Sbi Premier Liquid Fund - Direct - Growth	-	-	1,22,888	46.44
Uti Liquid Fund - Cash Plan -Direct- Growth	4,62,800	196.75	4,44,688	176.01
Bandhan Liquid Fund - Direct - Growth	2,19,141	68.65	2,19,141	63.93
Lic Mf Liquid Fund - Direct - Growth	1,46,557	69.02	1,68,448	73.87
Sbi Liquid Fund - Direct - Growth*	41,918	17.00	41,918	15.84
Aditya Birla Sun Life Overnight Fund - Direct - Growth	6,60,865	91.27	-	-
Tata Liquid Fund Direct Plan - Growth	1,25,051	51.18	-	-
Total mutual fund		1,268.02		1,108.44
Less :				
Amount disclosed under Core SGF investments (refer Note11)				
Government Securities		(744.68)		(1,092.12)
Mutual Funds		(933.95)		(412.36)
Total current investments		334.08		696.08
Aggregate amount of book value of quoted investments		744.68		1,092.12
Aggregate amount of quoted investments and market value thereof		732.09		1,094.16
Aggregate amount of book value of unquoted investments		1,268.02		1,108.44

* Earmarked towards withheld payouts

39.66	126.56
28.50	21.93
68.16	148.49

Less :
Credit impaired

(7.93)	(6.88)
88.75	212.39

Trade Receivables considered good - Secured	
Trade Receivables considered good - Unsecured	
Trade Receivables which have significant increase in credit risk	
Trade Receivables - credit impaired	
Total	

-	-
88.75	212.39
-	-
7.93	6.88
<u>96.68</u>	<u>219.27</u>

Less :
Credit impaired

(7.93) (6.88)

Trade receivables Net of provision

88.75	212.39

Movement of Capital Impaired Particulars

31.03.2025	31.03.2024
(Rs. in Crores)	
6.88	6.48
1.05	0.40
-	-
7.93	6.88

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables– considered good	27.92	2.99	2.05	-	-	32.96
Undisputed Trade Receivables– which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	7.93	7.93
Disputed Trade Receivables – considered good	-	-	-	-	-	-
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade Receivables –credit impaired	-	-	-	-	-	-
Total	27.92	2.99	2.05	-	7.93	40.89
Less : Credit impaired					(7.93)	(7.93)
Unbilled Dues						55.79
Total					-	88.77

Trade Receivables Ageing as on 31.03.2024							(Rs. in Crores)
Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total	
Undisputed Trade Receivables– considered good	116.27	1.55	1.86	-	-	119.68	
Undisputed Trade Receivables– which have significant increase in credit risk	-	-	-	-	-	-	
Undisputed Trade Receivables – credit impaired	-	-	-	-	6.88	6.88	
Disputed Trade Receivables – considered good	-	-	-	-	-	-	
Disputed Trade Receivables –which have significant increase in credit risk	-	-	-	-	-	-	
Disputed Trade Receivables –credit impaired	-	-	-	-	-	-	
Total	116.27	1.55	1.86	-	6.88	126.57	
Less : Credit impaired						(6.88)	
Unbilled Dues						92.71	
Total						212.39	

Cash and cash equivalents

Current	
31.03.2025	31.03.2024
(Rs. in Crores)	
1,218.49	1,672.26
17,266.00	21,869.19
18,484.50	23,541.45
1,336.30	1,226.08
17,148.20	22,315.38

Other bank balances & Cash and cash equivalents Includes Rs. 15,833.12 crores (March 31, 2024: Rs. 21,327.11 crores) pertaining to Settlement obligations and margin money from members

\$ includes Rs.5.61 crores towards withheld payout

Core SGF investments**Non-Current**

Fixed Deposits	874.44	1,201.18
Government securities & Treasury Bills	5,689.83	5,217.67
Accrued interest	25.32	36.47
Income Tax Assets	3.89	3.92
Total Non-Current	6,593.48	6,459.24

Current

Fixed Deposits	2,176.42	27.34
Government securities	744.68	1,092.12
Mutual Fund	933.95	412.36
Cash and cash equivalents	1,336.30	1,226.08
Accrued interest	193.75	23.92
Total Current	5,385.10	2,781.82

Total Core-SGF Investments

-	(383.81)
11,978.58	8,857.25

Share Capital**Authorised**

500,00,00,000 (Previous Year :500,00,00,000) Equity Shares of Rs 10 each.

31.03.2025	31.03.2024
(Rs. in Crores)	

5,000.00	5,000.00

Issued, Subscribed and Paid-up

1,44,50,00,000 (Previous Year: 1,44,50,00,000) Equity Shares of Rs.10 each fully paid up.

(all the above shares are held by the holding company-
National Stock Exchange of India Limited and its nominees)

1,445.00	1,445.00

Total

1,445.00	1,445.00

Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date

Particulars	Aggregate No. of Shares				
	2023-24	2022-23	2021-22	2020-21	2019-20
Equity Shares	-	-	-	-	-
Fully paid up by way of Bonus Shares	-	-	-	-	-

There is no movement either in the number of shares or in amount between previous year and current year.

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

A reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

	31.03.2025		31.03.2024	
	Number	(Rs. in Crores)	Number	(Rs. in Crores)
At the beginning of the year	1,44,50,00,000	1,445.00	4,50,00,000	45.00
Add: Issued during the year	-	-	1,40,00,00,000	1,400.00
At the end of the year	1,44,50,00,000	1,445.00	1,44,50,00,000	1,445.00

Details of shareholders holding more than 5% share in the company.

	31.03.2025		31.03.2024	
	No.	% holding	No.	% holding
National Stock Exchange of India Limited (Holding Company) and its nominees	1,44,50,00,000	100%	1,44,50,00,000	100%

Promoter's Shareholding :	31.03.2025			31.03.2024		
	No.	% of Total Shares	% Change during the year	No.	% of Total Shares	% Change during the year
Shares held by the Promoter at the end of the Year	1,44,50,00,000	100%	-	1,44,50,00,000	100%	-

Increase in Authorised Share Capital

During the previous year 2023-24, the Authorised share capital has been increased from Rs. 45 crores to Rs. 5,000 crores.

Right Issue

During the Previous Year, The 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 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 retrospectively for the bonus element in respect of rights issue in accordance with Ind AS 33 (Refer Note 29)

Capital management

The Company considers the following components of its Balance Sheet to be managed capital:

Total equity (as shown in the balance sheet), – retained profit, other reserves, share capital

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company aims to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute dividends in future periods. Refer note 12(b) for the final dividends declared and paid.

Compliance with externally imposed capital requirements:

Compliance with externally imposed capital requirements:

Capital requirement of Company is regulated by Securities and Exchange Board of India (SEBI). SEBI vide Regulation 14(3) of SECC Regulations 2018 adopted risk-based approach towards computation of capital and net worth requirement for Clearing Corporations(CC) to adequately cover counterparty credit risk, business risk, orderly Wind-down and operational & legal risk. As per Regulation 14(3) (c) of SECC Regulations 2018 every CC shall have a minimum net worth of Rs.100 crores or networth Computed as per the risk-based approach as may specified by SEBI from time to time, whichever is higher.

Accordingly, SEBI vide circular Ref No: SEBI/HO/MRD/DRMP/CIR/P/2019/55 dated April 10, 2019 issued granular norms related to computation of risk based capital and net worth requirement for CCs effective from FY2019-20. The networth requirement for the Company calculated as per the above SEBI circular is Rs.5,625.05 crores. Minimum requirement of Net worth is maintained throughout the year ended March 31, 2025.

NSE IFSC Clearing Corporation Ltd:

International Financial Services Centres Authority has issued International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 on April 12, 2021. Regulation 14 of International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 requires the company to have net worth of at least USD 3 million at all times. Post enactment of the said regulation the Company is required to maintain net worth of USD 3 million and the company is in compliance of the same.

Other Equity		Reserves and Surplus				(Rs. In Crores)
	Capital Reserve	General reserve	Foreign Currency Translation Reserve	Retained Earnings	Total	
Balance at the 01.04.2023	10.00	244.71	10.26	917.76	1,182.74	
Profit for the year				1,305.91	1,305.91	
Other Comprehensive Income				(0.85)	(0.85)	
Contribution to core SGF				(1,466.03)	(1,466.03)	
Tax on contribution to Core SGF				362.67	362.67	
Settlement Guarantee Fund (SGF)- Commodity derivatives (refer note 26)		250.00			250.00	
Changes in Foreign Currency Translation Reserve through Other Comprehensive Income			0.72		0.72	
Transaction with owners in their capacity as owners						
Dividends paid *				(22.50)	(22.50)	
Balance at the 31.03.2024	10.00	494.71	10.98	1,096.96	1,612.65	
Profit for the year				1,620.50	1,620.50	
Other Comprehensive Income				(1.30)	(1.30)	
Contribution to core SGF				(1,952.67)	(1,952.67)	
Tax on contribution to Core SGF				478.19	478.19	
Changes in Foreign Currency Translation Reserve through Other Comprehensive Income			3.16		3.16	
Transaction with owners in their capacity as owners						
Dividend paid #				(28.90)	(28.90)	
Balance at the 31.03.2025	10.00	494.71	14.14	1,212.79	1,731.67	

The Holding Company's Board of directors, in their meeting on April 25, 2025 proposed a dividend of Rs. 0.20 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend proposed for the year ended March 31, 2025 amounted to Rs. 28.90 crores.

During the year ended March 31, 2025, the amount of per share dividend recognized as distribution to equity shareholders was Rs.0.20/- per equity share. The dividend paid during the year ended March 31, 2025 amounted to Rs. 28.90 crore.

* During the year ended March 31, 2024, the amount of per share dividend recognized as distribution to equity shareholders was Rs.5/- per equity share. The dividend paid during the year ended March 31, 2024 amounted to Rs. 22.50 crore.

13 **Income Tax**

a) **The major components of income tax expense statement of profit and loss**
Statement of profit and loss
Current Tax

Current tax on profit for the year

586.71

445.00

Adjustment for current tax of prior periods

-

-

Total current tax expense
586.71

445.00

Deferred tax expense (income)

Decrease (increase) in deferred tax assets

(2.69)

(1.83)

(Decrease) increase in deferred tax liabilities

(10.17)

6.57

Total deferred tax expense (benefit)
(12.85)

4.74

Total for statement of profit and loss
573.84

449.74

OCI section

Related to items recognised in OCI during in the year:

Re-measurement of the defined benefit(liability) / asset

0.44

(0.25)

Income tax charged to Other Comprehensive Income

0.44

(0.25)

b) **Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate**

	31.03.2025	31.03.2024
	(Rs. in Crores)	
Profit before income tax expense	2,194.34	1,755.66
Tax rate (%)	25.168%	25.168%
Tax at the Indian Tax Rate	552.27	441.86
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
(Profit)/ Loss on sale of investments taxed at other than Statutory rate	1.36	(3.58)
Contribution to NSE Foundation towards CSR	4.96	2.68
Provision /(Reverl of Provision) for Impairment of Intangible assets under development	-	0.76
Short Provision for previous years	6.83	5.76
Profits/(Loss) of Subsidiaries taxed at different rate	1.29	2.11
Others	7.13	0.16
Income Tax Expense	573.84	449.74

c) **Deferred tax liabilities (net)**

The balance comprises temporary differences attributable to:

Particulars	31.03.2025	31.03.2024
	(Rs. in Crores)	
Deferred income tax assets		
Property, plant and equipment and investment property	-	-
Financial Assets at Fair Value through OCI	-	-
Financial Assets at Fair Value through profit and Loss	-	-
Contribution to Core Settlement Guarantee Fund	-	-
Others	10.55	7.42
Total deferred tax assets (a)	10.55	7.42
Deferred income tax liabilities		
Property, plant and equipment and investment property	(3.25)	(2.02)
Financial Assets at Fair Value through OCI	-	-
Financial Assets at Fair Value through profit and Loss	13.22	22.16
Contribution to Core Settlement Guarantee Fund	-	-
Others	-	-
Total deferred tax liabilities (b)	9.97	20.14
Net Deferred Tax Assets /(Liabilities) (a)-(b)	0.57	(12.72)

d) Movement in Deferred Tax Assets						(Rs. in Crores)
Particulars	Property, plant and equipment	Financial Assets at Fair Value through profit and Loss	Financial Assets at Fair Value through OCI	Others (Gratuity, PBVP, LE)	Total	
At 01st April 2023	-	-	-	5.33	5.33	
(Charged) / Credited						
- to profit or loss	-	-	-	1.83	1.83	
- to other comprehensive income	-	-	-	0.25	0.25	
At 31st March 2024	-	-	-	7.42	7.42	
(Charged) / Credited						
- to profit or loss	-	-	-	2.69	2.69	
- to other comprehensive income	-	-	-	0.44	0.44	
At 31st March 2025	-	-	-	10.55	10.55	

e) Movement in Deferred Tax liabilities						(Rs. in Crores)
Particulars	Property, plant and equipment	Financial Assets at Fair Value through profit and Loss	Financial Assets at Fair Value through OCI	Others	Total	
At 01 April 2023	0.39	13.18	-	-	13.57	
Charged / (Credited)						
- to profit or loss	(2.41)	8.98	-	-	6.57	
- to other comprehensive income	-	-	-	-	-	
At 31st March 2024	(2.02)	22.16	-	-	20.14	
Charged / (Credited)						
- to profit or loss	(1.23)	(8.94)	-	-	(10.17)	
- to other comprehensive income	-	-	-	-	-	
At 31st March 2025	(3.25)	13.22	-	-	9.97	

14	Income tax liabilities (net) Income Tax (Net of Advances)	31.03.2025	31.03.2024
		(Rs. in Crores)	
		77.91	73.60
		77.91	73.60
15	Income tax assets (net) Income Tax paid including TDS (Net of Provisions)	31.03.2025	31.03.2024
		767.28	493.58
		767.28	493.58
		767.28	493.58
16	Deposits (Unsecured) Security Deposit from Clearing Members Security Deposit in lieu of Bank Guarantee/securities Deposits from applicants for membership Deposits from Clearing Banks Total	Current	
		31.03.2025	31.03.2024
		(Rs. in Crores)	
		353.31	361.67
		110.48	106.72
		2.08	2.08
		2,015.66	1,545.41
		2,481.53	2,015.89

	Current	
	31.03.2025 (Rs. in Crores)	31.03.2024
Trade payables		
Trade Payable to Micro and Small Enterprises	3.48	1.11
Trade Payable to other than Micro and Small Enterprises	45.96	13.68
Trade payables to related parties (refer Note No.28)	-	9.57
	49.43	24.36
Others		
Margins From Members	13,708.01	17,717.88
Settlement Obligations payable	2,125.10	3,609.23
Creditor for Capital Expenditure	16.23	0.54
Payable towards investment	-	383.81
Other liabilities	54.54	57.63
Less: Amount disclosed under Core SGF (Refer Note 11)	-	(383.81)
	15,903.88	21,385.28
	15,953.31	21,409.63

Trade payables include outstanding amounts of Rs. 3.48 Crores (Previous Year: Rs. 1.11 Crores) payable to Micro Enterprises & Small Enterprises. Total outstanding dues to Micro Enterprises & Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.

A Trade payables Ageing as on 31.03.2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	3.48	-	-	-	-	3.48
Others	8.93	-	-	-	-	8.93
Disputed dues (MSMEs)	-	-	-	-	-	-
Disputed dues (Others)	-	-	-	-	-	-
Total	12.41	-	-	-	-	12.41
Unbilled Dues						37.02
Total						49.43

B Trade payables Ageing as on 31.03.2024

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	1.11	-	-	-	-	1.11
Others	1.43	-	-	-	-	1.43
Disputed dues (MSMEs)	-	-	-	-	-	-
Disputed dues (Others)	-	-	-	-	-	-
Total	2.55	-	-	-	-	2.54
Unbilled Dues						21.82
Total						24.36

18 Other current liabilities

	Current	
	31.03.2025 (Rs. in Crores)	31.03.2024
Statutory payments	29.11	49.35
Stamp Duty Payable	259.57	146.16
Unspent CSR Expenditure	31.38	12.54
Amount payable into Core SGF	45.00	49.81
Income received in advance	-	0.02
Advances from debtors	10.45	7.82
	375.51	265.69

19 Provision employee benefits

	Non-current		Current	
	31.03.2025 (Rs. in Crores)	31.03.2024	31.03.2025 (Rs. in Crores)	31.03.2024
Provisions for Leave encashments	-	-	12.39	2.85
Provision for Gratuity	13.82	10.92	1.54	1.31
Provision for variable pay and other allowances	7.91	5.46	15.24	12.31
	21.73	16.37	29.17	16.47

	For the year ended 31.03.2025	For the year ended 31.03.2024
Sale of Services		
Clearing & Settlement Charges	1,616.50	1,262.60
Other operating revenues		
Interest received	873.55	729.23
Voluntary Auction Charges	21.57	15.11
Stamp Duty Facilitation charges	7.30	5.54
Others	6.37	5.71
Total	2,525.30	2,018.21

Major Customer

Revenue from two major customer (including one related party) is Rs.1,596.34 crores (March 31, 2024 : Rs 1,248.38 crores) which is more than 10% of the total revenue of the Company.

	(Rs. in Crores)	
Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Revenue Recognised		
Point in time	1,651.75	1,288.97
Over the time	873.55	729.23
Total	2,525.30	2,018.21

Other income and other gains/(losses)**Other income**

Interest Income :

On Bank Deposits	212.12	122.66
Miscellaneous Income	1.93	1.46
	214.05	124.12

Other gains/(losses)

Net gain on financial assets mandatorily measured at Fair Value through Profit or Loss

20.44 45.41

Net gain on sale of investments mandatorily measured at Fair Value through Profit or Loss

17.26 1.17

37.70 46.58

Total	251.75	170.70

Employee benefits expenses

Salaries, wages and bonus	104.56	61.43
Salaries, wages and bonus of Deputed Staff	-	0.20
Contribution to provident and other fund	3.56	1.88
Employees welfare expenses	6.20	3.37
Total	114.32	66.88

		(Rs. in Crores)	
		For the year ended 31.03.2025	For the year ended 31.03.2024
23	Other expenses		
	Space & Infrastructure Usage Charges	5.37	5.77
	Common Usage Expenses	15.39	21.27
	Insurance Premium	0.99	0.61
	Printing, Stationery & Consumables	2.74	1.01
	Auditors' Remuneration (refer note below)	0.79	0.61
	Legal and Professional fees	10.41	9.07
	Repairs & Maintenance :		-
	- On Building	1.05	0.58
	- On Computer systems	147.84	108.52
	IT Management & Consultancy Charges	14.17	6.18
	Software Expenses	53.33	36.18
	Leased Line Charges	12.33	17.05
	Web site hosting charges	2.78	4.43
	Directors' Sitting fees	1.61	1.56
	Bank Chages & BG Charges	30.93	27.97
	Electricity expenses	1.88	3.33
	Interest on Lease Liability	0.08	0.09
	Logo and Trademark Usage Charges	25.07	20.07
	Share Issue Expenses	-	2.87
	Provision for doubtful debts	1.05	0.40
	Contribution to NSE foundation towards CSR (Refer to Note 38)	19.70	10.65
	Other expenses	19.89	15.97
	Total	367.40	294.18
	Note :		
	Payment to auditor		
	As auditor :		
	Audit fees	0.32	0.27
	Limited review	0.17	0.12
	Tax audit fee	0.06	0.06
	In other capacity		
	Taxation matters	0.18	0.09
	Certification matters	0.04	0.06
	Out of pocket	0.02	0.01
	Total	0.79	0.61

24 Disclosure under Indian Accounting Standard 19 (Ind As 19) on Employee Benefit as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

i) Defined Benefit Plan :

Provident & Pension Fund: Group has contributed Rs. 2.87 Crores (previous year : Rs.1.84 crores) towards Provident & Pension Fund during the year ended March 31, 2025 to Employee Provident Fund Organisation.

National Pension Scheme : Employer's Contribution to NPS amounting to Rs 0.46 Crores (31 March 2024 : Rs NIL) has been included in Note 22 Contribution to Provident Fund and Other Funds.

Superannuation : Employer's Contribution to Superannuation Fund amounting to Rs 0.21 Crores (31 March 2024 : Rs 0.02 Crores) has been included in Note 22 Contribution to Provident Fund and Other Funds.

A Balance Sheet

(i) The amounts recognised in the balance sheet and the movements in the net defined benefit obligation

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Liability at the beginning of the year	12.23	8.64
Interest cost	0.88	0.64
Current service Cost	1.37	0.93
Liability Transferred In/ Acquisitions	0.39	
(Liability Transferred Out/ Divestments)	(0.50)	1.29
Benefits paid	(0.05)	(0.37)
Actuarial (gains)/losses on obligations - due to change in	-	-
Actuarial (gains)/losses on obligations - due to change in	0.54	0.15
Actuarial (gains)/losses on obligations - due to experience	1.21	0.95
Liability at the end of the year	16.06	12.23

(ii) The net liability disclosed above relates to funded plans are as follows:

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Fair value of plan assets as at the end of the year	-	-
Liability as at the end of the year	(16.05)	(12.23)
Net (liability) / asset	(16.05)	(12.23)

(iii) Balance sheet reconciliation

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Opening net liability	12.22	8.64
Expenses recognized in Statement of Profit or Loss	2.25	1.57
Expenses recognized in OCI	1.74	1.09
Liability Transferred In/ Acquisitions	0.39	
(Liability Transferred Out/ Divestments)	(0.50)	1.29
Benefit paid by the Company	(0.05)	(0.37)
Amount recognised in the Balance Sheet	16.06	12.23

B Statement of Profit & Loss

(Rs. in Crores)

(i) Net interest cost for current period		
	31.03.2025	31.03.2024
Interest cost	0.88	0.64
Interest income	-	-
Net interest cost for current period	0.88	0.64

(ii) Expenses recognised in the Statement of Profit & Loss

	31.03.2025	31.03.2024
Current service cost	1.37	0.93
Net interest cost	0.88	0.64
Expenses recognised in the Statement of Profit & Loss	2.25	1.57

(iii) Expenses recognised in the Other Comprehensive Income

	31.03.2025	31.03.2024
Re-measurement		
Expected return on plan assets	-	-
Actuarial (gain) or loss	1.74	1.10
Net (income)/expense for the period recognized in OCI	1.74	1.10

C Sensitivity Analysis

(Rs. in Crores)

	31.03.2025	31.03.2024
Projected Benefit Obligation on Current Assumptions	16.06	12.23
Delta Effect of +1% Change in Rate of Discounting	(0.94)	(0.70)
Delta Effect of -1% Change in Rate of Discounting	1.06	0.79
Delta Effect of +1% Change in Rate of Salary Increase	1.02	0.75
Delta Effect of -1% Change in Rate of Salary Increase	(0.92)	(0.69)
Delta Effect of +1% Change in Rate of Employee Turnover	(0.23)	(0.14)
Delta Effect of +1% Change in Rate of Employee Turnover	0.26	0.16

D Significant actuarial assumptions are as follows:

	31.03.2025	31.03.2024
Discount rate	6.65%	7.19%
Rate of return on plan assets	N.A.	N.A.
Salary escalation	10.00%	10.00%
Attrition rate	12.00%	12.00%

E Maturity Analysis of Projected Benefit Obligation: From the Employer

	31.03.2025	31.03.2024
Projected Benefits Payable in Future Years From the Date		
1st Following Year	1.67	1.32
2nd Following Year	1.42	1.18
3rd Following Year	1.45	1.15
4th Following Year	1.49	1.15
5th Following Year	1.47	1.15
Sum of Years 6 To 10	8.65	6.50

- 25 (a) Securities and Exchange Board of India, vide circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014, inter alia, has issued norms related to the computation and contribution to the Core Settlement Guarantee Fund by the Clearing Corporation (minimum 50%), Stock Exchange (minimum 25%) and members (maximum 25%) and also norms issued under Interoperability Framework. 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.

I Details of Core SGF a on March 31, 2025 are as follows :									(Rs. in Crores)	
Details of MRC of Core SGF									Total	
	CM	FO	CD	Debt	TRI Party	Commodity				
NCL own contribution	139.96	3,486.63	89.09	3.00	8.50	5.00			3,732.18	
Interest Adjusted towards NCL's Contribution	54.04	582.16	32.91	-	-	-			669.11	
Contribution by NCL on behalf of Member	-	641.37	-	-	-	-			641.37	
Contribution by NSE on behalf of Member	77.70	1,040.20	39.95	-	-	2.50			1,160.35	
Interest Adjusted towards member's Contribution	19.30	352.40	21.05	-	-	-			392.75	
Contribution by National Stock exchange of India (NSE)	67.10	1,856.78	50.42	1.00	8.50	2.50			1,986.30	
Interest Adjusted towards NSE's Contribution	21.64	177.19	9.09	-	-	-			207.91	
Contribution by BSE Limited (BSE)	8.27	108.68	16.32	-	-	-			133.27	
Contribution by Metropolitan Stock Exchange of India (MSE)	-	-	2.92	-	-	-			2.92	
Interest Adjusted towards MSE's Contribution	0.00	-	0.01	-	-	-			0.01	
Others (Financials Disincentives)	-	-	-	-	-	-			-	
Total	388.00	8,245.42	261.76	4.00	17.00	10.00			8,926.18	
Previous Year	356.57	2,438.64	250.25	4.00	17.00	10.00			3,076.46	
II Details of Core SGF as on March 31, 2024 are as follows :									(Rs. in Crores)	
Contribution to Corpus of Core SGF									Total	
	CM	FO	CD	Debt	TRI Party	Commodity	Other			
a NCL own contribution	174.00	1,212.00	122.00	3.00	8.50	5.00	1,400.00		2,924.50	
b Contribution by NSE on behalf of Member	87.00	606.00	61.00	-	-	2.50	-		756.50	
c Contribution by NSE	87.00	606.00	48.00	1.00	8.50	2.50	1,861.72		2,614.72	
Contribution by BSE	7.56	14.64	16.32	-	-	-	-		38.52	
Contribution by MSE	0.00	-	2.93	-	-	-	-		2.93	
Others (Financials Disincentives)	1.00	-	-	-	-	-	-		1.00	
1 Total (a+b+c+d)	356.57	2,438.64	250.25	4.00	17.00	10.00	3,261.72		6,338.18	
2 Penalty*	333.28	1,406.00	56.64	-	-	0.32	-		1,796.24	
3 Income on Investments*	90.55	489.46	42.36	1.09	6.72	3.13	51.27		684.59	
Grand Total (1+2+3)	780.40	4,334.09	349.25	5.09	23.72	13.45	3,312.99		8,819.00	
III Contribution made during the year 2024-25									(Rs. in Crores)	
Contribution during the year									Total	
	CM	FO	CD	Debt	TRI Party	Commodity	Other # \$			
NCL own contribution										
Direct Contributions	18.00	2,640.63	-	-	-	-	(1,400.00)		1,258.63	
Adjusted from Interest Income **	2.00	216.16	-	-	-	-	-		216.16	
Others (Financials Disincentives)	-	-	-	-	-	-	-		-	
Total	20.00	2,856.79	-	-	-	-	(1,400.00)		1,476.79	
Contribution by NCL on behalf of Member										
Direct Contribution	641.37	-	-	-	-	-	-		641.37	
Total	641.37	-	-	-	-	-	-		641.37	
Contribution by NSE on behalf of Member										
Direct Contribution	10.00	-	-	-	-	-	-		10.00	
Adjusted from Interest Income **	-	44.18	-	-	-	-	-		44.18	
Transfer from own contribution by Exchange	-	568.75	-	-	-	-	-		568.75	
Transfer out of Interest component by Exchange	-	173.67	-	-	-	-	-		173.67	
Total	10.00	786.60	-	-	-	-	-		796.60	
Contribution by NSE										
Direct Contribution	1.73	1,996.72	5.61	-	-	-	(1,793.33)		210.74	
Adjusted against NSE's Own and member's contribution	-	(568.75)	-	-	-	-	-		(568.75)	
Contribution adjusted from NSE Other Contribution #	-	-	-	-	-	-	-		-	
Adjusted from Interest Income **	-	-	5.90	-	-	-	-		5.90	
Excess Contribution transfer to Other Clearing Corporation***	-	-	-	-	-	-	(68.35)		(68.35)	
Total	1.73	1,427.97	11.51	-	-	-	(1,861.68)		(420.47)	
Contribution by BSE										
Direct Contribution	0.65	94.04	-	-	-	-	-		94.69	
Adjusted from Interest Income **	0.05	0.00	-	-	-	-	-		0.05	
Total	0.70	94.04	-	-	-	-	-		94.75	
Contribution by MSEI										
Direct Contribution	-	-	-	-	-	-	-		-	
Adjusted from Interest Income **	-	-	-	-	-	-	-		-	
Total	-	-	-	-	-	-	-		-	
Income during the period (Net Off adjustment towards MRC) **									Current year	Previous year
Penalty	57.95	255.65	1.72	-	-	0.43	1.52		317.28	290.52
Penalty transferred from CM to FO #	(367.64)	367.64	-	-	-	-	-		-	-
Income on : Investments/Tax Refunds ^A	38.66	635.61	18.64	0.07	1.36	0.88	-		695.23	376.03
Income on : Investments/Tax Refunds transferred from Others to FO	-	51.27	-	-	-	-	(51.27)		-	-
Income on : Investments/Tax Refunds transferred from CM to FO #	(71.36)	71.36	-	-	-	-	-		-	-
Less : Income adjusted against MRC**	2.05	434.01	5.90	-	-	-	-		441.97	11.06
Income on Investments (Net Off adjustment towards MRC)	(34.75)	324.23	12.73	0.07	1.36	0.88	(51.27)		253.27	364.97
Total										
IV Details of Core SGF a on March 31, 2025 are as follows :									(Rs. in Crores)	
Out of the above the details of the Cash contributions and investment of the same are as follows :										
I Contribution to Corpus of Core SGF									Total	
	CM	FO	CD	Debt	TRI Party	Commodity	Other #			
a NCL own contribution	194.00	4,068.79	122.00	3.00	8.50	5.00	-		4,401.29	
b Contribution by NSE on behalf of Member	97.00	1,392.60	61.00	-	-	2.50	-		1,553.10	
c Contribution by NCL on behalf of Member	-	641.37	-	-	-	-	-		641.37	
d Contribution by NSE	88.73	2,033.97	59.51	1.00	8.50	2.50	0.04		2,194.25	
e Contribution by BSE	8.27	108.68	16.32	-	-	-	-		133.27	
f Contribution by MSE	0.00	-	2.93	-	-	-	-		2.93	
g Others (Financials Disincentives) \$	-	-	-	-	-	-	1.00		1.00	
1 Total	388.00	8,245.42	261.76	4.00	17.00	10.00	1.04		8,927.22	
2 Penalty*	23.59	2,029.29	58.36	-	-	0.75	1.52		2,113.51	
3 Income on Investments (After allocation towards MRC)*	55.81	813.69	55.10	1.16	8.09	4.01	-		937.85	
Grand Total (1+2+3)	467.39	11,088.40	375.22	5.16	25.09	14.76	2.55		11,978.58	
Non-Cash										
Contribution by Clearing Members *	-	104.22	-	-	-	-	-		104.22	
Grand Total (1+2+3+4)	467.39	11,192.62	375.22	5.16	25.09	14.76	2.55		12,082.80	
* Blocked from collaterals received from Clearing Members in the form of Fixed Deposit Receipts and Government Securities										
II Details of Investment									Total	
	CM	FO	CD	Debt	TRI Party	Commodity	Other			
1 Mutual Funds	52.58	868.92	9.49	1.08	1.52	0.36	-		933.95	
2 Fixed Deposit with Banks	25.62	3,004.22	21.02	-	-	-	-		3,050.86	
3 Government securities*	218.94	5,966.83	216.19	-	20.39	12.16	-		6,434.51	
4 Flexi Fixed Deposits	129.64	1,030.84	123.03	0.08	3.11	1.56	2.55		1,290.82	
5 Balance in Bank Accounts	36.53	0.84	3.43	3.98	-	0.68	-		45.46	
6 Accrued interest	3.53	213.78	1.77	-	-	-	-		219.08	
7 Prepaid taxes	0.55	2.98	0.28	0.01	0.06	-	-		3.89	
Less: Payable towards unsettled investment in Govt. Sec. Settled on April 2, 2024 (Refer note 4)	-	-	-	-	-	-	-		-	
Grand Total (1+2+3+4+5+6)	467.40	11,088.40	375.21	5.16	25.09	14.76	2.55		11,978.58	
Previous year	780.40	4,334.09	349.25	5.09	23.72	13.45	3,312.99		8,819.00	

* Aggregate amount of quoted investments and market value Rs.6,445.33 crores.

* Net of applicable corporate tax Rs. 9.38 Crores , if any, on cash basis.

Other contribution is balance amount of transfer from NSE pertain to 25% of NSE's Annual profits as contribution to Core SGF . SEBI vide circular CIR/CFD/FAC/62/2016 dated May 05, 2016 advised Stock Exchange to transfer 25% of its annual profits upto August 2015 to Core SGF and utilise the same for contribution required by Members and NSE.

** SEBI vide its letter reference no. SEBI/HO/MRD/DRMNP/OW/P/2018/4559/1 dated February 12, 2018 has clarified that "Clearing Corporations may adjust incremental requirement of Minimum Required Corpus (MRC) against the interest accrual on the cash contribution of respective contributors before taking additional contribution from them.

*** Further, as per circular dated SEBI/HO/MRD/DCAP/CIR/P/2021/03 January 08, 2021, SEBI has allowed transfer of excess contribution made by Stock Exchanges from Core SGF of one Clearing Corporation to the Core SGF of another Clearing Corporation in inter-operable scenario. Accordingly, a sum of Rs.68.35 crores of NSE contribution transferred to other clearing corporation.

\$ Debited to retained earnings (refer to Note 12(b))

- (b) As per International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021 notified on 12th April 2021 Regulation-31 on Settlement Guarantee Fund:
- (1) A recognised clearing corporation shall establish and maintain a Settlement Guarantee Fund to guarantee the settlement of trades executed on a stock exchange.
 - (2) 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.
 - (3) In the event of a recognised clearing member failing to honour its settlement obligations, the fund shall be utilized to complete such settlement.
 - (4) The corpus of the fund shall be adequate to meet the settlement obligations arising on account of failure of clearing member(s).
 - (5) The sufficiency of the corpus of the fund shall be tested by way of periodic stress tests, in the manner specified by the Authority.
 - (6) A recognised clearing corporation shall evolve a detailed framework for the settlement guarantee fund, subject to approval of the Authority.

	(Rs. in Crores)	
	As at 31.03.2025	As at 31.03.2024
Company's Own contribution & Interest received on Investments*	94.12	36.89
Penalty collected from members	0.11	0.08
Accrued interest on CSGF FD	2.44	1.29
	96.67	38.25

* During the year, Company's own contribution includes contributions of Rs. 52.66 crores made during current year (Rs. 25.03 crores made during previous year 2023-24), Interest accrued on Core SGF Fixed Deposits of Rs. 2.44 crores (Rs.1.29 crores in previous year 2023-24) and balance movement in INR amounts is on account of currency fluctuation.

- 26 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 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.
- 27 Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the Group. The Group operates only in one Business Segment i.e. facilitating Clearing & Settlement in securities and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

Major Customer

Revenue from two major customer (including one related party) is Rs.1,596.34 crores (March 2024 : Rs 1,248.38 crores) which is more than 10% of the total revenue of the Company.

- 28 In compliance with Indian Accounting Standard (Ind AS)-24 - "Related Party Disclosures" notified under section 133 of the Act read with Companies (Accounting Standards) Rules 2015, the required disclosures are given in the table below:

(a) Names of the related parties and related party relationship

Sr.	Related Party	Nature of Relationship
1	National Stock Exchange of India Limited (NSE)	Holding Company
2	NSE IFSC Clearing Corporation Limited	Subsidiary
3	NSE Investments Limited	Fellow Subsidiary
4	NSE IFSC Limited	Fellow Subsidiary
5	NSE Foundation	Fellow Subsidiary
6	NSE Data & Analytics Limited	Fellow Subsidiary's Subsidiary
7	NSE Academy Limited	Fellow Subsidiary's Subsidiary
8	DEXIT Global Limited (formerly known as NSEIT Limited (upto February 19, 2025))	Fellow Subsidiary's Subsidiary
9	NSE Indices Limited	Fellow Subsidiary's Subsidiary
10	NSE Infotech Services Limited	Fellow Subsidiary's Subsidiary
11	Nusummit Technologies Inc. (formerly known as NSEIT (US) Inc.) (up to September 30, 2024)	Fellow Subsidiary's Subsidiary's
12	Aujas Cybersecurity Limited (formerly known as Aujas Networks Limited / Aujas Networks Private Limited) (upto September 27, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
13	Talentsprint Private Limited	Fellow Subsidiary's Subsidiary's
14	TalentSprint Inc.	Fellow Subsidiary's Subsidiary's
15	Cogencis Information Services Ltd	Fellow Subsidiary's Subsidiary's
16	Nusummit Technologies Private Limited (formerly known as CXIO Technologies Private Limited) (up to September 26, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
17	BFSI Sector Skill Council of India	Holding Company's Associate
18	India International Bullion Holding IFSC Limited	Holding Company's Associate
19	Power Exchange India Limited	Associate of Fellow Subsidiary
20	Protean eGov Technologies Ltd. (Formerly known as NSDL e-Governance Infrastructure Limited) up to November 25, 2024	Associate of Fellow Subsidiary
21	Market Simplified India Limited	Associate of Fellow Subsidiary
22	Receivables Exchange of India Limited	Associate of Fellow Subsidiary
23	Indian Gas Exchange Limited	Associate of Fellow Subsidiary
24	Capital Quant Solutions Private Limited	Associate of Fellow Subsidiary's
25	India International Bullion Exchange IFSC Ltd	Holding Company's Associate's
26	NSDL Database Management Limited	Holding Company's Associate's
27	National Securities Depository Limited	Holding Company's Associate
28	NSE Administration & Supervision Limited (w.e.f January 9, 2024)	Fellow Subsidiary
29	NSE Sustainability Ratings & Analytics Limited (w.e.f March 30, 2024)	Fellow Subsidiary's Subsidiary's
30	NSDL Payments Bank Limited	Holding Company's Associate's
31	India International Depository IFSC Limited	Holding Company's Associate's
32	Mr. Abhaya Hota	Key Management personal/Directors
33	Mr. Gopalkrishna Hegde	Key Management personal/Directors
34	Mr. Jayant Ramaswamy Haritsa	Key Management personal/Directors
35	Mr. Golaka Nath	Key Management personal/Directors
36	Mrs. Priti Savla	Key Management personal/Directors
37	Mr. Yatrik Vin (upto 22.08.2024)	Key Management personal/Directors
38	Mr. Ian Desouza (w.e.f 26.09.2024)	Key Management personal/Directors
39	Mr. Piyush Chourasia (w.e.f 26.09.2024)	Key Management personal/Directors
40	Mr. Vikram Kothari - Managing Director and CEO	Key Management personal/Directors
41	Mr. Neeraj Kulshrestha	Key Management personal/Directors
42	Mr. Kapil Seth	Key Management personal/Directors
43	Mr. K Kumar	Key Management personal/Directors
44	Mr. Kamalakar Karlapalem	Key Management personal/Directors
45	Ms Vashudha Mishra	Key Management personal/Directors

(b) Details of transaction (including GST wherever levied) with parties are as follows :

(Rs. in Crores)			
Name of the Related Party	Nature of Transactions	Year ended 31.03.2025	Year ended 31.03.2024
National Stock Exchange of India Ltd.	• Clearing and Settlement charges received	1,507.17	1,315.80
	• Usage charges	1.66	1.66
	• Usage charges paid	18.17	25.18
	• EBP Platform Usage charges Received	1.05	0.85
	• Contribution received towards Core SGF	220.74	1,937.25
	• Reimbursement paid for expenses on staff on	0.09	2.31
	• Reimbursement paid for other expenses incurred	95.37	81.47
	• Share Capital	-	1,400.00
	• Royalty for Usage of Brand/Logo	29.76	23.68
	• Reimbursement received for services	4.67	2.59
	• Space & Infrastructure usage Charges paid	19.54	6.81
	• Dividend paid	28.90	22.50
	• Purchase of IT assets	18.22	-
	• SLB - Platform Usage Charges	3.05	-
	• Outstanding balance – (Credit) / Debit	28.35	69.80
DEXIT Global Limited (formerly known as NSEIT Limited (upto February 19, 2025))	• Repairs & Maintenance – Clearing & Computer	19.81	33.38
	• Payment for software support services	0.86	3.08
	• Payment for ADM services	1.67	3.23
	• Outstanding balance – (Credit) / Debit	-	(9.31)
Aujas Cybersecurity Limited	• Repairs & Maintenance – Clearing & Computer	1.31	0.15
	• Outstanding balance – (Credit) / Debit	-	-
NSDL Database Management Limited	• Payment for services	-	0.00
	• Outstanding balance – (Credit) / Debit	-	-
NSE Foundation	• Contribution towards CSR	1.56	0.07
NSE IFSC Limited	• Reimbursement paid for other expenses incurred	-	0.24
	• Clearing & Settlement Income	-	10.70
	• SEBI turnover fees collected on behalf of NSE	-	0.00
	• Outstanding balance – (Credit) / Debit	-	1.04
National Securities Depository Limited	• Depository operation fees	0.18	0.19
	• Outstanding balance – (Credit) / Debit	(0.02)	0.00
NSE Indices Limited	• Reimbursement of 50% of the one-time cost and	-	0.21
	• Reimbursement paid for expenses on staff on	0.00	0.05
	• Reimbursement paid for other expenses incurred	-	0.01
	• Outstanding balance – (Credit) / Debit	-	(0.03)
Cogencis Information Services Limited	• Payment for Terminal subscription fees	0.08	0.07
	• Payment for Terminal subscription fees	0.00	0.02
	• Outstanding balance – (Credit) / Debit	0.00	-
Key Management Personnel	Short term employee Benefits *	4.89	2.59
	Post - employment Benefits **	0.22	0.08
	Long term employee Benefits	0.38	0.37
Directors	Sitting fees/Committee Sitting Fees :		
	Ms. Priti Savla	0.32	0.33
	Mr. Abhay Hota	0.41	0.43
	Ms. Bhagyam Ramani	-	0.09
	Mr. Kapil Seth	0.26	0.31
	Mr. K Kumar	0.24	0.27
	Mr. Kamalakar Karlapalem	0.25	0.26
	Mr. Gopalkrishna Hegde	0.33	0.37
	Mr. Jayant Ramaswamy Haritsa	0.40	0.41
	Ms Vasudha Mishra	0.23	-
	Mr. Golaka Nath	0.44	0.44

* Includes amount paid towards Leave encashment, Medical allowance & Leave Travel allowance and 50% of the variable pay payable after 3 years subject to

Includes amount paid towards Gratuity.

\$ pertaining to earleir years

** As the liabilities for define benefits plan are provided on actuarial basis for the Company as a whole, the amount pertaining to key managerial person are not

No commitments made during the years to associate concerns and vice versa

- 29 In accordance with Indian Accounting Standard (Ind AS) 33 - "Earning per Share" issued by the Institute of Chartered Accountants of India, the required disclosure is given below.
Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by weighted average number of equity shares outstanding during the year.

	Year ended 31.03.2025	Year ended 31.03.2024
Net Profit attributable to Shareholders (Rs. In Crores)*	1,620.50	1,305.91
Weighted Average number of equity shares issued	1,44,50,00,000	96,72,81,072
Earnings per share of Rs. 10/- each (in Rs.) (Basic)	11.21	13.50
Earnings per share of Rs. 10/- each (in Rs.) (Diluted)	11.21	13.50

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the Company remain the same.

There are no instruments (including contingently issuable shares) issued that could potentially diluted basic earnings per share in the future.

* Basic and Diluted earnings per share for the year ended March 31, 2024 presented above has been adjusted retrospectively for the bonus element in respect of Rights issue made in previous year in accordance with Ind AS 33, "Earnings per Share" (Refer note 12 (a))

* For the purpose of calculation of bonus element in respect of rights issue the Book Value has been considered as Fair Value.

30 **Capital commitments :**

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for Rs.24.01 crores (Previous Year :Rs.4.79 crores)

31 **Contingent liabilities and Commitments :**

Particulars	31.03.2025 (Rs. in Crores)	31.03.2024
a) Claims against the Group not acknowledged as debt	6.34	6.34
b) Income Tax Demands for various assessment years disputed by the Group including penalty and interest there on	386.47	397.46
c) Indirect Tax Demands including penalty and interest there on	74.20	74.20
Total Contingent Liability	467.01	478.00

Bank Guarantee Rs.8,000 Crores (Previous year Rs.8,000 Crores). (Also refer to Note 40)

For FY 2024-25, the said amount includes Rs. 71.93 crores, Rs.173.36 crores and Rs. 78.50 crores demand raised for AY 2023-24, AY 2022-23 and AY 2020-21 respectively, the assessment order has been passed u/s 143(3) of the Income Tax Act, 1961, wherein for AY 2022-23 the credit for Advance Tax /TDS /TCS of Rs. 145.41 crores was not considered in the computation resulting to levy of interest u/s 234B Rs. 30.39 crores. The Company has filed an appeal to Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi.

For FY 2023-24, the said amount includes Rs. 173.36 crores and Rs. 76.89 crores demand raised for AY 2022-23 and AY 2020-21 respectively, the assessment order has been passed u/s 143(3) of the Income Tax Act, 1961, wherein credit for Advance Tax /TDS /TCS of Rs.146.23 crores and Rs 91.47 crores respectively was not considered in the computation resulting to levy of interest u/s 234B Rs. 30.39 crores and Rs 19.51 crores respectively. And on account of demand of Dividend Distribution Tax (DDT) for AY 2020-21 including interest thereon amounting to Rs. 22.98 crores. Further, credit of dividend distribution tax of Rs. 16.65 crores was not considered in the computation resulting levy of interest of Rs. 6.33 crores.

The Company has filed an appeal to Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi.

- 32 The Group's pending litigations comprise of claims against the Group and proceedings pending with Statutory, Regulatory and Tax Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, whenever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial position. (Refer Note 31)
- 33 In accordance with the relevant provisions of the Companies Act, 2013, the Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses as of March 31, 2025 and March 31, 2024.
- 34 a) Exceptional item for the year ended March 31, 2024 represents settlement amount of Rs. Rs. 22.88 crores paid to SEBI pursuant to its settlement order dated June 20, 2023 towards technical glitch occurred on February 24, 2021 resulting in risk management system and clearing and settlement system of the Company and other systems of National Stock Exchange of India (NSE) becoming unavailable leading to a decision to halt the Trading at NSE.
- b) During the previous year ended March 31, 2024, SEBI issued a show cause notice to the 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 Company has taken necessary remedial actions, filed detailed response and consent application with SEBI. In response of the show cause received, Company has filed revised settlement terms with SEBI. The hearing in the Settlement Proceedings have been concluded and as approved by the Board, NCL has filed Revised Settlement Terms (RST) before the internal committee of SEBI. On September 20, 2024, SEBI has intimated the decision of accepting the RST filed by the Company and agreed to settle the matter on payment of Rs.27.13 crores within 30 days from the receipt of the intimation. On October 14, 2024, the subject amount was paid and the same is disclosed as an exceptional item in the financial statements for the year ended March 31, 2025. The settlement order in this regard was received on October 29, 2024.
- c) Pursuant to SEBI circular SEBI/HO/MRD/TPD-1/P/CIR/2024/132 dated October 01, 2024, pertaining to measures to Strengthen Equity Derivatives Framework for Increased Investors Protection and Market Stability, there was a decline in overall volume of the Index Derivatives and resultant decline in collateral from members which has resulted in decrease in Revenue from Operations with effect from November 20, 2024.

(i) Fair Value Hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value and are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three level prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Rs. In crores)					
Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements At March 31, 2025	Notes	Level 1	Level 2	Level 3	Total March 31, 2025
Financial Assets					
Financial Investments at FVPL					
Mutual Fund - Growth Plan	8	334.08	-	-	334.08
Total Financial Assets		334.08	-	-	334.08
Financial Liabilities			-	-	-
Total Financial Liabilities			-	-	-

Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements At March 31, 2024	Notes	Level 1	Level 2	Level 3	Total March 31, 2024
Financial Assets					
Financial Investments at FVPL					
Mutual Fund - Growth Plan	8	696.08	-	-	696.08
Total Financial Assets		696.08	-	-	696.08
Financial Liabilities			-	-	-
Total Financial Liabilities			-	-	-

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, exchange traded funds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

- Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, debentures, government securities and commercial papers) is determined using FIBIL valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

There are no transfers between levels 1 and 2 during the period. The Group's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of

ii) Valuation technique used to determine fair value :

Specific valuation techniques used to value financial instruments include:

- 1) The use of quoted market prices or dealer quotes for similar instruments in case of quoted equity shares, exchange traded funds and mutual funds.
- 2) The fair value of the unlisted equity instruments is determined using the price / book multiple (P/B) multiple approach.
- 3) All of the resulting fair value estimates are included in level 2 except for unlisted equity securities, where the fair values have been determined as per 2 above.

(iii) Fair value measurements using significant unobservable inputs (level 3)

No item falling in level 3 during the restated period .

(iv) Valuation processes :

The finance department of the Group includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO).

B Financial Instruments by category

(Rs. In crores)

	31-Mar-25		31-Mar-24	
	FVPL	Amortised Cost	FVPL	Amortised Cost
Financial Assets				
Investments				
Fixed Deposits	-	3,027.42	-	2,578.76
Mutual Funds	334.08	-	696.08	-
Trade receivables	-	88.75	-	212.39
Cash and Cash equivalents	-	17,148.20	-	22,315.38
Other financial assets	-	448.31	-	414.24
Total financial assets	334.08	20,712.68	696.08	25,520.76
Core SGF				
Fixed Deposits	-	3,050.86	-	1,228.52
Government securities & Treasury Bills	-	6,434.51	-	5,925.97
Mutual Funds	933.95	-	412.36	-
Other financial assets	-	219.08	-	60.40
Cash and Cash equivalents	-	1,336.30	-	1,226.08
Total financial assets	933.95	11,040.75	412.36	8,440.96
Financial Liabilities				
Deposits	-	2,481.53	-	2,015.89
Trade payable	-	49.44	-	24.36
Other financial liabilities	-	15,903.88	-	21,385.29
Lease Liability	-	43.42	-	1.13
Total financial Liabilities	-	18,478.26	-	23,426.65

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has constituted a Risk Assessment & Review Committee (RARC), which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The RARC is supported by Treasury department among others, that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Treasury department activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

The Treasury department is responsible to maximise the return on companies internally generated funds.

A MANAGEMENT OF LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintains a conservative funding and investment strategy, with a positive cash balance throughout the year ended March 31, 2025 and March 31, 2024. This was the result of cash generated from operating activities and investing activities to provide the funds to service the financial liabilities on a day-to-day basis.

The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, is retained as cash equivalents (to the extent required), other highly liquid investments and excess is invested in interest bearing term deposits and other highly marketable debt investments including the government securities with appropriate maturities to optimise the returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

	Carrying amount	Payable on demand	Less than 3 months	3-6 months	6-12 months	More than 12 months	Total
As at March 31, 2025							
Trade payables	49.43		49.43				49.43
Deposits	2,481.53	2,481.53					2,481.53
Lease Liabilities	43.42		3.31	3.38	7.06	29.67	43.42
Creditor for Capital Expenditure	16.23		16.23				16.23
Margins From Members	13,708.01	13,708.01					13,708.01
Settlement Obligations payable	2,125.10	2,125.10					2,125.10
Other liabilities	54.54		54.54				54.54
As at March 31, 2024							
Trade payables	24.36		24.36				24.36
Deposits	2,015.89	2,015.89					2,015.89
Lease Liabilities	1.13		0.01	0.01	0.03	1.08	1.13
Creditor for Capital Expenditure	0.54		0.54				0.54
Margins From Members	17,717.88	17,717.88					17,717.88
Settlement Obligations payable	3,609.23	3,609.23					3,609.23
Other liabilities	57.63		57.63				57.63

B MANAGEMENT OF MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
1. PRICE RISK The Company is mainly exposed to the price risk due to its investment in mutual funds and exchange traded funds. The price risk arises due to uncertainties about the future market values of these investments. At March 31, 2025, the exposure to price risk due to investment in mutual funds amounted to Rs. 1,268.02 crores (March 31, 2024: Rs. 1,108.44 crores).	In order to manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio in accordance with the limits set by the risk management policies. The Treasury department maintains a list of approved financial instruments. The use of any new investment must be approved by the Chief Financial Officer.	As an estimation of the approximate impact of price risk, with respect to mutual funds and exchange traded funds, the Company has calculated the impact as follows. For mutual funds, a 0.25% increase in prices would have led to approximately an additional Rs. 3.17 crores gain in the Statement of Profit and Loss (2023-24: Rs. 2.77 crores gain). A 0.25% decrease in prices would have led to an equal but opposite effect.

C MANAGEMENT OF CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

Trade and other receivables

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse and also on account of member's deposits kept by the company as collateral which can be utilised in case of member default. Further, amount lying in Core settlement Guarantee fund (CSGF) is available for utilisation in case of settlement default by member. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

Revenue from top customer is account for 99% (Previous Year 99%)

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in commercial papers, government securities, investments in mutual funds and exchange traded funds. The Company has diversified portfolio of investment with various number of counter-parties which have secure credit ratings hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company's Treasury department.

The Company's maximum exposure to credit risk as at March 31, 2025 and March 31, 2024 is the carrying value of each class of financial assets as disclosed in note no. 4,5,6,8 10 and 11.

37 Asset Held for Sale

The Board of Directors and Shareholders vide its meeting held on January 22, 2025 and February 25, 2025 respectively has accorded its approval for sale of entire stake in its wholly owned subsidiary namely NSE IFSC Clearing Corporation Limited to its NSE IFSC Limited, fellow subsidiary for a consideration of Rs. 250 crores subject to approval of regulatory authorities. The Company expects that the said sale to be completed within one year and accordingly the assets and liabilities of the said subsidiary amounting to Rs 289.57 crores and Rs 183.71 crores respectively, has been classified as 'Held for Sale' in accordance with Ind AS 105 – "Non-current assets held for sale and Discontinued Operations". Disclosure of Asset Held for Sale are given as under:

(Rs. in Crores)	
Particulars	As at 31.03.2025
ASSETS	
Non-current assets	
Property, plant & equipment and Intangible assets	
-Property, plant and equipment	1.60
-Right-Of-Use Assets (ROU)	0.76
-Other intangible assets	7.58
-Intangible assets under development	0.00
Financial assets	
Non-current bank balances	57.37
Others financial	3.89
Income tax assets (net)	1.55
Total non-current assets	72.74
Investments - Settlement Guarantee Fund	96.67
Current assets	
Financial assets	
- Trade receivables	0.60
- Cash and cash equivalents	57.83
- Bank balances other than cash & cash equivalents	56.57
- Other financial assets	4.26
Other current assets	0.90
Total current assets	120.16
TOTAL ASSETS	289.57
Settlement Guarantee Fund (SGF)	96.67
LIABILITIES	
Non-current liabilities	
Financial liabilities	
- Lease Liability	1.05
Provisions	0.60
Total non-current liabilities	1.65
Current liabilities	
Financial liabilities	
- Lease Liability	0.06
- Trade payables	
(i) total outstanding dues of micro enterprises and small enterprises	0.10
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	2.70
- Deposits	32.26
- Other financial liabilities	46.76
Provisions	2.69
Other current liabilities	0.81
Total current liabilities	85.39
TOTAL LIABILITIES	183.71
Net Assets	105.86

- 38 a) As per Section 135 of the Act, every Company having net worth of Rs. 500 crores or more or a Turnover of Rs. 1000 crores or more or a Net Profit of Rs. 5 crores or more during any financial year is required to spend at least 2% of its Average Net Profit made during the immediately 3 preceding financial years on the Corporate Social Responsibility (CSR) activities. The details of spending is as given below:

					(Rs. in crores)
Particulars	2024-25	2023-24	2022-23	Total	
i Amount required to be spent by the company during the year	19.70	10.65	1.89	32.24	
ii Amount of expenditure incurred	0.78	-	0.78	1.56	
iii Amount unspent*	18.92	10.65	1.11	30.68	
iv Shortfall at the end of the year	-	-	-	-	
v Total of previous years shortfall	-	-	-	-	
vi Reason for shortfall	NA	NA	NA	NA	
vii Provision for Contractual obligation	-	-	-	-	

* The unspent amount of Rs. 1.89 Crores pertaining to FY 2022-23 is towards ongoing project and same has been transferred to special account on March 31, 2023 in compliance with section 135(6) of the Companies Act 2013. During the year 2024-25 an amount of Rs. 0.78 crores (includes mobilisation advance of Rs 0.61 crores) has been spent out of same and balance amount of Rs. 1.11 crores.

* The unspent amount of Rs. 10.65 Crores pertaining to FY 2023-24 is towards ongoing project and same has been transferred to special account on March 27, 2024 in compliance with section 135(6) of the Companies Act 2013, a fixed deposit have been placed out of the same and interest on the same will be utilised towards CSR project.

* The unspent amount of Rs. 18.92 Crores pertaining to FY 2024-25 is towards ongoing project and same has been transferred to special account on March 26, 2025 in compliance with section 135(6) of the Companies Act 2013, a fixed deposit have been placed out of the same and interest on the same will be utilised towards CSR project.

viii **Nature of CSR activities :**

NSE Foundation, a Section 8 Company and a subsidiary of National Stock Exchange of India Limited was incorporated in March 2018, as a common CSR function to undertake the CSR activities on behalf of the NSE Group Companies in line with the Group CSR Policy to create consolidated impact and avoid replication/ duplication of activities among the Group Companies. NSE Foundation currently undertakes CSR projects in the focus areas of Primary Education, Safe Drinking Water and Sanitation, Elder Care, Environment Sustainability, Skill Development, Health & Nutrition, Funding to Incubators and Disaster Relief & Rehabilitation.

ix Details of related party transactions :

Current Year	Previous Year
1.56	0.07

Contribution To NSE Foundation :

NSE Group incorporated NSE Foundation to undertake CSR activities for the Group. Accordingly, the Holding Company has contributed to NSE Foundation to be spent on CSR activities as stated in the Group CSR policy which has been adopted by the Company as Company's CSR policy.

b) Amount spent / contribution to NSE Foundation towards CSR during the year on:

					(Rs. In crores)
Particulars		In Cash	Yet to be paid in Cash	Total	
i Construction / acquisition of any asset	Current Year	-	-	-	
	Previous Year	-	-	-	
ii On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2024-25	0.78	18.92	19.70	
On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2023-24	-	10.65	10.65	
On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2022-23	6.73	1.11	7.84	

- 39 The Subsidiary company has measured the right of use of assets and lease liability based on remaining lease period and payment discounted using the incremental borrowing rate as on date of application of Ind As 116 Leases.

				(Rs. In Crores)
(i) Amount recognised in balance sheet		Holding Company	Held for Sale	
Particulars	Amount (Rs.) 31.03.2025	Amount (Rs.) 31.03.2024	Amount (Rs.) 31.03.2025	
Right-Of-Use Assets				
Building	41.74	0.81	0.76	
Total	41.74	0.81	0.76	

Particulars	Amount (Rs.) 31.03.2025	Amount (Rs.) 31.03.2024	Amount (Rs.) 31.03.2025
Lease liability			
Current	13.75	0.05	0.06
Non Current	29.67	1.08	1.05
Total	43.42	1.13	1.11

(ii) Amount recognised in Statement of Profit and Loss

Particulars	Amount (Rs.) 31.03.2025	Amount (Rs.) 31.03.2024	Amount (Rs.) 31.03.2025
Depreciation Charge of Right-Of-Use Assets			
Building	10.58	0.08	0.08
Total	10.58	0.08	0.08

Particulars	Amount (Rs.) 31.03.2025	Amount (Rs.) 31.03.2024	Amount (Rs.) 31.03.2025
Interest Expenses (Included in Other Expenses)	2.28	0.09	0.08
Total	2.28	0.09	0.08

Statement showing contractual maturities of lease liabilities on an undiscounted basis in respect of holding company

Particulars	As at 31.03.2025	As at 31.03.2024
Due for	-	-
Less than one year	16.85	-
One year to Five years	33.53	-
More than Five years	-	-
Total	50.37	-

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

40 During the year, total bank guarantee provided by the Holding Company in favour of ICCL towards Inter CCP collateral under interoperability framework as prescribed by SEBI as on March 31, 2025 Rs.8,000 crores (March 31, 2024 R.8,000 crores)

41 **Interests in Other Entities**

Subsidiary:

The Group's subsidiary is set out below. Share capital consisting solely of equity shares that are held directly by the Group and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also its principal place of business.

Name of Entity	With effect from	Principal Place of business / country of incorporation	Ownership interest held by the		Principal activities
			March 31, 2025	March 31, 2024	
NSE IFSC Clearing Corporation Limited	02-Dec-16	India	100%	100%	Clearing and Settlement of Securities.

42 **Additional information required by Schedule III**

(Rs. In crores)

Name of the entity in the group	Net assets (total assets minus total liabilities)		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent Company								
NSE CLEARING Limited								
31st March, 2025	96.67%	3,070.81	100.32%	1,625.63	(69.19%)	(1.29)	100.12%	1,624.34
31st March, 2024	94.75%	2,897.18	100.61%	1,314.31	590.43%	(0.78)	100.59%	1,313.55
Subsidiary (group's share)								
NSE IFSC Clearing Corporation Limited								
31st March, 2025	3.33%	105.86	(0.32%)	(5.13)	169.19%	3.16	(0.12%)	(1.97)
31st March, 2024	5.25%	160.50	(0.64%)	(8.40)	(490.43%)	0.63	(2.29%)	(7.77)
Adjustment out of consolidation								
31st March, 2025	0.00%	-	0.00%	-	0.00%	-	0.00%	-
31st March, 2024	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Total								
31st March, 2025	100.00%	3,176.65	100.00%	1,620.50	100.00%	1.87	100.00%	1,622.37
31st March, 2024	100.00%	3,057.65	100.00%	1,305.91	100.00%	(0.13)	100.00%	1,305.78

43 For the year ended March 31, 2025 and March 31, 2024, the Group is not required to transfer any amount into the Investor Education & Protection Fund as required under relevant provisions of the Companies Act, 2013.

44 The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits has received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code comes into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

45 **Additional Regulatory Information required by Schedule III :**

(i) **Willful Defaulter**

The Group has not been declared willful defaulter by any bank or financial institutions or government or any government authority.

(ii) **Relationship with struck off Companies**

The Group has no transactions with the companies struck off under the Companies Act, 2013.

(iii) **Compliance with approved scheme(s) of arrangements**

The Group has not entered into any scheme of arrangement which has an accounting impact on current of previous financial year.

(iv) **Utilisation of Borrowed funds and Share premium**

No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Group to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(v) **Undisclosed Income**

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(vi) **Details of crypto currency or virtual currency**

The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.

(vii) **Valuation of PP&E, intangible asset and investment property**

The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

(viii) **Registration of charges or satisfaction with Registrar of Companies**

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

(ix) Details of Benami Property held

No proceedings have been initiated on or are pending against the group for holding benami under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and Rule made thereunder.

(x) Title deeds of immovable properties not held in name of the group

There are no immovable properties held in name of the group.

(xi) Borrowing secured against current assets

The Group Company doesn't have any borrowings from banks and / or financial institutions.

(xii) Compliance with number of layer of Companies

The Group Company has complied with the number of layers prescribed under the Companies Act, 2013.

(xiii) Core Investment Company (CIC)

The Group has one subsidiary company namely NSE Investments Ltd which is a deemed CIC and is not required to be registered with RBI as per the directions laid down in Core Investment Companies (Reserve Bank) Directions, 2016. There are no other CIC in the group.

(xiv) Loans or advances to specified persons

The Group Company has not granted any loans or advances to promoters, directors, KMPs and related parties either severally or jointly with any other person, that are:

(a) repayable on demand or

(b) without specifying any terms or period for repayment

- 46 The Subsidiary Company's tax jurisdiction is India .The Subsidiary Company is eligible for deduction u/s 80LA of the Income Tax Act, 1961 from its business income of an amount equal to 100% of such income for any 10 consecutive assessment years out of 15 years, beginning with the assessment year relevant to the previous year in which SEBI permission was granted Accordingly, the benefit u/s 80LA of the Act of 100% deduction of business profit is available for any 10 consecutive years from the AY 2017-18 to AY 2031-32. Deferred tax asset is recognised based on reasonable certainty.
- 47 In case of Subsidiary Company Pursuant to MCA Notification dated January 04, 2017, Section 135 - Corporate Social Responsibility of Companies Act 2013, shall not apply for a period of five years from the commencement of business of a specified IFSC public company. The Subsidiary Company has incurred losses in current year and in the immediately preceding financial year.The net worth and turnover of the Subsidiary Company as on March 31, 2025 and in the immediately preceding financial year does not trigger the limit of CSR as specified under Section 135 of the Companies Act, 2013 Accordingly, Section 135 is not applicable to the company for the financial year 2024-25.
- 48 In respect of NSE IFSC CC Limited, during the FY 2020-21, 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, The Subsidiary 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 Subsidiary Company has availed Bank Guarantee facility from Standard Chartered Bank to the tune of USD 50 million upto March 31, 2025. In respect of this National Stock Exchange of India Limited (The Ultimate Holding Company) has provided Corporate Guarantee to Standard Chartered Bank for USD 50 million.
- 50 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/- (USD 121.32) 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/- (USD 121.32) 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.
- 51 Previous year figures have been regrouped / reclassified wherever necessary.

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

For and on behalf of the Board of Directors

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

PANKAJ JAIN
Partner
Membership No.: 048850

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NSE Clearing Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **NSE Clearing Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the material accounting policies and other explanatory information (hereinafter referred to as the "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the statement financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Legal and uncertain tax positions As of March 31, 2025, the Company has various ongoing litigations on legal matters and proceedings with tax authorities involving uncertain direct and indirect tax positions. There are various direct and indirect tax cases against the Company, including disallowance of certain expenses under income tax, applicability of service tax on certain services etc. The Company has assessed the above pending matters related to litigations and has disclosed the contingent liabilities, wherever applicable, in its standalone financial statements. Refer note 31 and 32 to the standalone financial statements. This is a key audit matter, as evaluation of these matters requires management judgement and estimation, interpretation of laws and regulations and application of relevant judicial precedents to determine the probability of outflow of economic resources, if any, provisions and related disclosures to be made in the standalone financial statements.	Our audit procedures related to legal and uncertain tax positions included– • Evaluating the design and operating effectiveness of controls over the recognition, measurement, presentation and disclosures made in the standalone financial statements in respect of these matters; • Obtaining details of litigations on legal, and uncertain direct and indirect tax positions. • Reviewing orders and management responses thereto. • Inspecting the supporting documents to evaluate management’s assessment of probability of outcome of ongoing proceedings, the magnitude of potential loss, if any, and testing related provisions and disclosures made in the standalone financial statements; • Reviewing expert’s legal advice/opinion obtained by the Company’s management for evaluating certain legal and tax matters; and • Evaluating competence and capabilities of the experts. Based on the above procedure, we noted that the Company has reviewed the above pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its standalone financial statements.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in Board’s Report including Annexures to Board’s Report, but does not include the Standalone financial statements and our auditor’s report thereon. The Board’s Report including Annexures is expected to be made available to us after the date of this auditor’s report.

Our opinion on the Standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. When we read the other information, if we conclude that there is a material misstatement of this other information, we are required to report that fact.

Responsibilities of Management and Those Charged with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements 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 these standalone financial statements.

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 financial statements, 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 control.
- Obtain an understanding of internal financial 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 our opinion on whether the Company has adequate internal financial controls system 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 management.

- Conclude on the appropriateness of 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 Company's ability 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 financial statements 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements 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 standalone financial statements.

We communicate with those charged with governance 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive loss, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

- (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'B'**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations as at March 31, 2025, on its financial position in its standalone financial statements – Refer Note 32 to the standalone financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses – Refer Note 33 to the standalone financial Statements.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025 – Refer Note 41 to the standalone financial statements.
- (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; – Refer Note 43(iv) to the standalone financial statements.
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; – Refer Note 43(iv) to the standalone financial statements.

- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- (vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

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

(Pankaj Jain)
Partner
Membership No. 048850
UDIN: 25048850BMOMHI7375
Place: Mumbai
Date: April 25, 2025

Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirement's section of our report to the Members of **NSE Clearing Limited** of even date for the year ended March 31, 2025)

- i) a) A) The Company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Property, Plant and Equipment are physically verified by the management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold any immovable property in its name. Hence, provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.
- d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii) a) The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has made investments, however it has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. In view of thereof, reporting under clause 3(iii)(a), (c), (d), (e) and (f) of the Order is not applicable. In respect of the aforesaid investments, the terms and conditions under which such investments were made are not prejudicial to the Company's interest.

- iv) According to information and explanations given to us, the Company has not granted loans or provided any guarantees or security to parties covered under Section 185 of the Act. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 186 of the Act in respect of the Investments made.
- v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are considered to be deemed deposits during the year, hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company. According to information and explanations provided to us, no order has been passed by Company Law Board of National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi) The Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company.
- vii) a) According to the information and explanations given to us and on the basis of records examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax (GST) and other material statutory dues, as applicable. According to the records of the Company, there were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Goods and Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Duty of Custom, Duty of Excise and Value Added Tax which have not been deposited on account of disputes and the forum where the dispute is pending are as under:

Sr. No.	Name of Statute	Nature of the Dues	Period to which the amount relates (Financial Year)	Amount (in crores)	Forum where the dispute is pending
1	Income Tax Act, 1961	Income Tax and Interest thereon	1996-97	0.06	Joint Commissioner of Income Tax
2	Income Tax Act, 1961	Income Tax and Interest thereon	2011-12	0.44	Commissioner of Income Tax (Appeals)
3	Income Tax Act, 1961	Income Tax and Interest thereon	2014-15	46.55	Commissioner of Income Tax (Appeals)
4	Income Tax Act, 1961	Income Tax and Interest thereon	2016-17	8.62	Commissioner of Income Tax (Appeals)
5	Income Tax Act, 1961	Income Tax and Interest thereon	2017-18	44.90	Commissioner of Income Tax (Appeals)
6	Income Tax Act, 1961	Income Tax and Interest thereon	2019-20	78.50	Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi

Sr. No.	Name of Statute	Nature of the Dues	Period to which the amount relates (Financial Year)	Amount (in crores)	Forum where the dispute is pending
7	Income Tax Act, 1961	Income Tax and Interest thereon	2021-22	173.36	Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi
8	Income Tax Act, 1961	Income Tax and Interest thereon	2022-23	72.50	Commissioner of Income Tax (Appeals) National Faceless Appeal Center, New Delhi
9	Chapter V of Finance Act, 1944	Service Tax (including penalty)	July 2012 to June 2017	71.42*	Customs, Central Excise and Service Tax Appellate Tribunal (CESTAT), Mumbai

* plus applicable Interest

- viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company and hence, reporting on clause 3(ix)(d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the company, we report that the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary and hence, reporting on clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary and hence, reporting on clause 3(ix)(f) of the Order is not applicable.

- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provision of clause 3(x)(a) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi) (a) We hereby confirm that to the best of our knowledge and belief, there are no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaint received by the company during the year while determining the nature, timing and extent of audit procedures.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and section 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- xiv) (a) In our opinion and based on our examination the Company has an internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports of the company issued till date, for the year under audit.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of the Order are not applicable to the Company.
- xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) As per the information and explanation, given to us there is only one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors of the Company during the year.

- xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx) (a) The Company has not undertaken any "other than ongoing projects" in pursuance of its Corporate Social Responsibility Policy. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) The Company has transferred the amount of Corporate Social Responsibility remaining unspent under sub-section (5) of Section 135 of the Act pursuant to ongoing project/(s) to a special account in compliance with the provision of sub-section (6) of Section 135 of the Act. (Also, refer Note 37 to the standalone financial statements).

For Khandelwal Jain & Co.

Chartered Accountants

Firm's Registration No. 105049W

(Pankaj Jain)

Partner

Membership No. 048850

UDIN: 25048850BMOMHI7375

Place: Mumbai

Date: April 25, 2025

Annexure 'B' to the Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirement's section of our report to the Members of **NSE Clearing Limited** of even date for the year ended March 31, 2025)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

We have audited the internal financial controls over financial reporting of **NSE Clearing Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Management of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khandelwal Jain & Co.

Chartered Accountants

Firm's Registration No. 105049W

(Pankaj Jain)

Partner

Membership No. 048850

UDIN: 25048850BMOMHI7375

Place: Mumbai

Date: April 25, 2025

STANDARDISED BALANCE SHEET AS AT MARCH 31, 2025				(Rs.In Crores)
	Particulars	Note	As at 31.03.2025	As at 31.03.2024
I	ASSETS			
1	Non-current Assets			
a	Property, Plant and Equipments	2	126.77	76.85
b	Capital work-in-progress	2	0.58	-
c	Other Intangible Assets	3	7.15	12.16
d	Intangible assets under development	3	-	-
e	Right of use assets (ROU)	2	41.74	-
f	Financial assets			
i	Investments	4(a)	0.00	250.00
ii	Non-current bank balances	5	403.80	1,474.26
iii	Other Financial assets	6	5.43	50.72
g	Income tax assets (net)	15	767.28	492.71
h	Other Non-current assets	7	1.18	4.80
	Total Non-current Assets		1,353.94	2,361.50
2	Investments -Core Settlement Guarantee Fund	11	11,978.58	8,818.99
3	Current Assets			
a	Financial Assets			
i	Investments	8	334.08	696.08
ii	Trade Receivables	9	88.75	211.35
iii	Cash and Cash equivalents*	10	17,148.20	22,298.54
iv	Bank balances other than cash and cash equivalents*	5	2,623.62	953.69
	* Includes Rs.15,833.12 crores (March 31, 2024: Rs.21,325.28 crores) pertaining to Settlement obligations and margin money from members.			
v	Other Financial assets	6	442.87	357.49
b	Deferred Tax Assets (Net)	13 (c)	0.57	-
c	Other current assets	7	61.36	50.78
	Total Current Assets		20,699.45	24,567.94
	Asset Held for sale	4(b)	250.00	-
	TOTAL ASSETS		34,281.97	35,748.42
II	EQUITY AND LIABILITIES			
1	Equity			
a	Equity Share capital	12 (a)	1,445.00	1,445.00
b	Other Equity	12 (b)	1,875.81	1,702.15
	Total Equity		3,320.81	3,147.15
2	Core Settlement Guarantee Fund (Core SGF)	25	11,978.58	8,818.99
	Liabilities			
3	Non-current liabilities			
a	Financial Liabilities			
i	Lease liabilities	38	29.67	-
b	Provisions	19	21.73	15.90
c	Deferred tax liabilities (Net)	13 (c)	-	12.73
	Total Non-current Liabilities		51.40	28.63
4	Current Liabilities			
a	Financial Liabilities			
i	Deposits	16	2,481.53	1,995.25
ii	Lease liabilities	38	13.75	-
iii	Trade payable to ;	17	-	-
	Total Outstanding dues of micro enterprises and small enterprises		3.48	1.00
	Total Outstanding dues of creditors other than micro enterprises and small enterprises		45.97	20.55
iv	Other financial liabilities*	17	15,903.88	21,383.42
	* Includes Rs.15,833.12 crores (March 31, 2024: Rs.21,325.28 crores) pertaining to Settlement obligations and margin money from members.			
b	Provisions	19	29.17	15.05
c	Income tax liabilities (net)	14	77.91	73.60
d	Other current liabilities	18	375.52	264.79
	Total Current Liabilities		18,931.19	23,753.65
	Total Liabilities		30,961.17	32,601.27
	TOTAL EQUITY AND LIABILITIES		34,281.97	35,748.42

Summary of material and other accounting policies

The accompanying notes are an integral part of the financial statements.

This is the Balance sheet referred to in our report of even date

For Khandelwal Jain & Co.

Chartered Accountants

Firm Registration No : 105049W

PANKAJ JAIN

Partner

Membership No.: 048850

Place : Mumbai

Date : April 25, 2025

For and on behalf of the Board of Directors

ABHAYA HOTA

Chairman
[DIN : 02593219]

PRITI SALVA

Director
[DIN : 00662996]

VIKRAM KOTHARI

Managing Director & CEO
[DIN : 07898773]

HARDIK PARIKH

Chief Financial Officer

RAVIN TANK

Company Secretary

NSE CLEARING LIMITED
CIN: U67120MH1995PLC092283
STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

		(Rs.in Crores)	
Particulars	Notes	For the year ended 31.03.2025	For the year ended 31.03.2024
Income			
Revenue from operations	20	2,506.69	2,006.76
Other income	21	243.29	165.47
Total Income		2,749.98	2,172.23
Expenses			
Employee benefits expense	22	105.20	61.32
Depreciation and amortisation expense	2 & 3	68.78	44.67
Other expenses	23	349.38	279.32
Total Expenses		523.36	385.31
Profit before exceptional item		2,226.62	1,786.92
Add/(Less) : Exceptional Items			
Settlement Compensation - SEBI	34	(27.13)	(22.88)
Profit before tax		2,199.49	1,764.04
Less : Tax expenses	13		
Current tax		586.71	445.00
Deferred tax		(12.87)	4.74
Total tax expenses		573.84	449.74
Profit for the year (A)		1,625.65	1,314.30
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations		(1.73)	(1.01)
Income tax relating to items that will not be reclassified to profit or loss			
Tax Remeasurements of post-employment benefit obligations		0.44	0.25
Total Other Comprehensive Income for the year (B)		(1.29)	(0.76)
Total Comprehensive Income for the year (A+B)		1,624.36	1,313.54
Earnings per Equity Share (FV Rs. 10 each) (before contributions to Core SGF)			
Basic (Rs.)	29	11.25	13.59
Diluted (Rs.)	29	11.25	13.59
Summary of material and other accounting policies	1		
The accompanying notes are an integral part of the financial statements.			
This is the Statement of Profit & loss referred to in our report of even date			

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

For and on behalf of the Board of Directors

PANKAJ JAIN
Partner
Membership No.: 048850

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

	(Rs. in Crores)	
	For the year ended 31.03.2025	For the year ended 31.03.2024
A) CASHFLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX	2,199.49	1,764.04
Add/(Less) :- Adjustments for :		
- Depreciation and amortisation expense	68.78	44.67
- Interest Expense - Lease	2.28	-
- Net gain on financial assets mandatorily measured at Fair Value through Profit or Loss	(20.44)	(45.41)
- Share Issue Expenses	-	2.87
- Provision for doubtful debts	1.05	0.40
Less : Adjustments for :		
- Interest income on Bank deposit	(203.66)	(117.43)
- Net gain on sale of investments mandatorily measured at Fair Value through Profit or Loss	(17.26)	(1.17)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,030.24	1,647.97
Adjustments for :		
Decrease/(Increase) in Trade Receivable	121.55	(149.03)
Increase / (Decrease) in Trade payables	27.90	(8.40)
Decrease/(Increase) in other financial assets	(0.18)	0.05
Decrease/(Increase) in Other Assets	(6.96)	(4.49)
Increase / (Decrease) in Other Financial Liabilities	(5,495.24)	17,289.89
Increase / (Decrease) in Provision	18.22	5.75
Increase / (Decrease) in Other Liabilities	110.73	40.92
Proceed of Deposit from Trading member / applicant	640.34	342.64
Refund of deposit from trading members / applicant	(154.06)	(123.54)
CASH GENERATED FROM OPERATIONS	(2,707.44)	19,041.76
Prior-period adjustments (Net)		
Contribution to Core SGF	(1,900.00)	(1,441.00)
Direct Taxes paid (Net of Refunds)	(378.78)	(412.20)
NET CASH FROM OPERATING ACTIVITIES - Total (A)	(4,986.22)	17,188.56
B) CASHFLOW FROM INVESTING ACTIVITIES		
Investment in Equity Share Capital of Subsidiary	-	(160.00)
Purchase of Property, Plant and Equipments/ Capital work-in-progress	(88.00)	(26.42)
Interest received	163.74	(211.46)
(Increase)/Decrease in Fixed deposit	(599.49)	(1,069.55)
(Purchases)/ Redemption of Investment	399.70	44.14
NET CASH USED IN INVESTING ACTIVITIES - Total (B)	(124.05)	(1,423.29)
C) CASHFLOW FROM FINANCING ACTIVITIES		
Refund / Proceed of Equipments deposits (Net)		
Lease rental paid	(11.18)	-
Dividend Paid	(28.90)	(22.50)
Issue of Equity Shares	-	1,400.00
Share Issue Expenses	-	(2.87)
NET CASH FROM FINANCING ACTIVITIES - Total (C)	(40.08)	1,374.64
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(5,150.35)	17,139.91
CASH AND CASH EQUIVALENTS : OPENING BALANCE*	22,298.54	5,158.62
CLOSING CASH AND CASH EQUIVALENTS : CLOSING BALANCE*	17,148.20	22,298.54
* Includes Rs.15,833.12 crores (March 31, 2024: Rs.21,325.28 crores) pertaining to Settlement obligations and margin money from members.		
\$ includes Rs.5.61 crores towards withheld payout		
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT	(5,150.35)	17,139.91

Notes to Cash Flow Statement :

- Cash and Cash equivalent represent bank balances and balances in fixed deposit accounts.
- 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
- The above Cash Flow excludes cash flow pertaining to Core SGF.
- Previous period's figures have been regrouped/ reclassified wherever necessary to correspond with the current year classification / disclosure.

The accompanying notes are an integral part of the financial statements.

This is the statement of cash flow referred to in our report of even date.

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

For and on behalf of the Board of Directors

PANKAJ JAIN
Partner
Membership No.: 048850

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

(A) Equity Share Capital

	(Rs.In Crores)
Balance as at 01.04.2023	45.00
Changes in equity share capital during the year	1,400.00
Balance as at 31.03.2024	1,445.00
Changes in equity share capital during the year	-
Balance as at 31.03.2025	1,445.00

(B) Other Equity

	(Rs.In Crores)			
	Reserves and Surplus			Total
	Capital Reserve	General reserve	Retained Earnings	
Balance at the 01.04.2023	10.00	244.71	984.73	1,239.44
Profit for the year			1,314.30	1,314.30
Other Comprehensive Income			(0.76)	(0.76)
Contribution to core SGF			(1,441.00)	(1,441.00)
Tax on contribution to Core SGF			362.67	362.67
Transfer from Settlement Guarantee Fund (SGF) - Commodity derivatives (Refer Note 26)		250.00		250.00
Transaction with owners in their capacity as owners				
Dividend paid			(22.50)	(22.50)
Balance at the 01.04.2024	10.00	494.71	1,197.44	1,702.16
Profit for the year			1,625.65	1,625.65
Other Comprehensive Income			(1.29)	(1.29)
Contribution to core SGF (Refer Note 25)			(1,900.00)	(1,900.00)
Tax on contribution to Core SGF			478.19	478.19
Transaction with owners in their capacity as owners				
Dividends paid			(28.90)	(28.90)
Balance at the 31.03.2025	10.00	494.71	1,371.09	1,875.81

The accompanying notes are an integral part of the financial statements.

This is the statement of changes in equity referred to in our report of even date

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

For and on behalf of the Board of Directors

PANKAJ JAIN
Partner
Membership No.: 048850

ABHAYA HOTA
Chairman
[DIN : 02593219]

PRITI SAVLA
Director
[DIN : 00662996]

VIKRAM KOTHARI
Managing Director & CEO
[DIN : 07898773]

Place : Mumbai
Date : April 25, 2025

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary

Background and Material and other Accounting Policies

Background

The NSE Clearing Limited (NCL) (formerly known as National Securities Clearing Corporation Limited), a wholly owned subsidiary of NSE, was incorporated in August 1995. It was the first clearing corporation to be established in the country and also the first clearing corporation in the country to introduce settlement guarantee. It was set up to bring and sustain confidence in clearing and settlement of securities, to promote and maintain, short and consistent settlement cycles, to provide counter-party risk guarantee, and to operate a tight risk containment system.

Note 1 (A) : Material accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these Ind AS financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

(i) Compliance with Ind AS

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Amendments thereto.

The financial statements for the year ended March 31, 2025 has been approved by the Board of directors of the Company in their meeting held on April 25, 2025.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities that is measured at fair value, and
- defined benefit plans - plan assets measured at fair value

(b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of allowances, incentives, service taxes and amounts collected on behalf of third parties.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised in the period when the service is provided as per arrangements/agreements with the customers. The sources of revenue are:

- (i) Clearing and Settlement charges, IT & support charges and processing charges are recognized on accrual basis as and when the services are rendered.
- (ii) Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by

considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

- (iii) Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be reliably measured.
- (iv) In respect of Members who have been declared as defaulters by the Company all amounts (dues) remaining to be recovered, net of available security and insurance cover available if any, till the date of being declared as defaulters are written off as bad debts. All subsequent recoveries are accounted when received.
Shortages arising after the date of declaration of default are written off as bad debts in the year in which it arises, after exhausting all remedies including forfeiture of securities and insurance cover available if any.
Other overdue amounts are provided for as doubtful debts or are written off as bad debts, if the same are considered doubtful/irrecoverable in the opinion of the management.
- (v) Penal Charges, in the year of declaration of default, in respect of shortages due from the respective member, are booked to the extent such charges are recoverable.
- (vi) Other insurance claims are accounted on accrual basis when the claims become due and payable.
- (vii) Income excludes applicable taxes and other levies

(c) Income taxes

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not

Notes to Standalone Financial statement for the year ended March 31, 2025

probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(d) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

(e) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. These do not include bank balances earmarked/restricted for specific purposes.

Restricted cash:

Other bank balances comprise of Fixed deposits with maturity of more than three months and less than twelve months, other financial assets contains Fixed deposits with maturity of more than one year. This deposits are restricted balance and with lien for advances received from issuer of securities and advance received from defaulting members.

(f) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(g) Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

Notes to Standalone Financial statement for the year ended March 31, 2025

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Notes to Standalone Financial statement for the year ended March 31, 2025

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(iv) De-recognition of financial assets

A financial asset is de-recognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(v) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividends

Dividends are recognised in profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be reliably measured.

Notes to Standalone Financial statement for the year ended March 31, 2025

(h) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

(ii) Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

(iii) Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

(i) Property, plant and equipment (including CWIP)

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

Furniture and fixture	5 to 10 years
Office equipment	4 to 5 years
Electrical equipment	10 years
Computer systems office automation	3 years
Computer systems – others	4 years
Computer software	4 years
Telecommunication systems	4 years
Clearing and Settlement Systems	4 years

The property, plant and equipment including land acquired under finance leases is depreciated over the asset's useful life or the lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The useful lives have been determined based on technical evaluation done by the management's expert which are higher than those specified by Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Notes to Standalone Financial statement for the year ended March 31, 2025

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

Depreciation on assets purchased / disposed off during the year is provided on pro rata basis with reference to the date of additions / deductions.

Fixed assets whose aggregate cost is Rs. 5,000 or less are depreciated fully in the year of acquisition.

(j) Intangible assets (Including Intangibles under Development)

Costs associated with maintaining software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

Standard packaged software products are written off in the year of purchase.

Computer software is amortised over a period of 4 years.

(k) Provisions

Provisions for legal claims and discounts/incentives are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

The measurement of provision for restructuring includes only direct expenditures arising from the restructuring, which are both necessarily entailed by the restructuring and not associated with the ongoing activities of the Company.

(l) Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent liabilities are not disclosed in case the possibility of an outflow of resources embodying economic benefits is remote.

(m) Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are the amounts expected to be paid when the liabilities are settled. Short term employee benefits are recognised in statement of profit and loss in the year in which the related service is rendered. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, and
- (b) defined contribution plans such as provident fund and National Pension Scheme.

Gratuity obligations

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Notes to Standalone Financial statement for the year ended March 31, 2025

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

(iv) Defined contribution plans

Provident fund

Provident Fund: The company is registered with Regional Provident Fund Office, Bandra, Mumbai, and both the employee and the employer make monthly contribution equal to 12% of the employee's basic salary respectively.

National Pension Scheme

The National Pension Scheme is operated by Pension Fund Regulatory and Development Authority (PFRDA) and the contribution thereof in respect of eligible employees.

Contribution to the defined contribution plans are charged to Statement of Profit & Loss for the respective financial year.

(v) Bonus plans

1. The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.
2. SEBI has laid down certain norms in terms of the compensation policy for the key management personnel which are as under :
 - A. The variable pay component will not exceed one third of the total pay.
 - B. 50% of the variable pay will be paid on a deferred basis after three years.

(n) Core Settlement Guarantee Funds

As per SEBI vide circular no. CIR/MRD/DRMNP/25/2014 dated August 27, 2014 every recognised clearing corporation shall establish and maintain a Fund for each segment, to guarantee the settlement of trades executed in that respective segment of a recognised stock exchange. In the event of a clearing member(member) failing to honour settlement commitments, the Core SGF shall be used to fulfil the obligations of that member and complete the settlement without affecting the normal settlement process. The Core SGF shall be contributed by Clearing Corporation, Stock Exchanges and the clearing members, in a manner as prescribed by SEBI. This fund is represented by earmarked Core SGF investments. The income earned on such investments is credited to the respective contributor's funds and adjusted towards incremental requirement of Minimum Required Corpus (MRC) as per SEBI letter reference no. SEBI/HO/MRD/DRMNP/OW/P/2018/4559/1 dated February 12, 2018. Penalties and fines levied by the Company are transferred to Core SGF as Other Contributions.

(o) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

(p) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the group

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(q) Critical Accounting Estimates And Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The areas involving critical estimates or judgements are:

Estimation of current tax expense and payable Note 13, 14 and 15
Estimated useful life of intangible asset Note 3
Estimation of defined benefit obligation Note 24
Estimation of fair values of contingent liabilities refer Note 31 and 32
Estimation of Performance based Variable Pay

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

(r) Operating Cycle

Based on the activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Note 1 (B) : Other accounting policies

(a) Foreign currency translation and transactions

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such

transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

Effective April 1, 2018 the company has adopted Appendix B to Ind AS 21- Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

(b) Leases

As a lessee

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of the contract. Ind AS 116 defines a lease as a contract, or a part of a contract, that convey as the right of use an asset (the underlying asset) for a period of time in exchange of consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expenses on a straight line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on straight line basis over the shorter of the lease term and useful life of the underlying assets.

As a lessor

Lease for which the Company is a lessor is classified as finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized on straight line basis over the term of the relevant lease.

(c) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(d) Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

(f) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(g) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated.

(h) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any material impact in its financial statements.

Note 2 - Property, Plant and Equipments
(Rs. in Crores)

	Office Equipments	Furniture And Fixtures	Computer Sys - Off Autom	Telecommu nlcation Systems	Clearing And Settlement System	Total	Capital Work in Progress	Right-Of-Use Assets - Building
As at March 31, 2024								
Gross carrying amount								
Opening gross carrying amount	-	0.06	0.26	65.06	105.13	170.51	1.80	-
Additions	-	-	-	7.85	18.55	26.40	-	-
Disposals	-	-	-	-	-	-	(1.80)	-
Transfers	-	-	-	-	-	-	-	-
Closing gross carrying amount	-	0.06	0.26	72.91	123.68	196.92	0.00	-
Accumulated depreciation								
Opening accumulated depreciation	0.00	0.06	0.24	23.59	57.89	81.78	-	-
Depreciation for the year	-	-	0.01	15.81	22.50	38.32	-	-
Disposals	-	-	-	-	-	-	-	-
Closing accumulated depreciation	0.00	0.06	0.24	39.40	80.39	120.09	-	-
Net carrying amount	(0.00)	(0.00)	0.02	33.50	43.29	76.85	0.00	-
As at March 31, 2025								
Gross carrying amount								
Opening gross carrying amount	-	0.06	0.26	72.91	123.68	196.92	0.00	-
Additions	0.19	-	4.71	22.74	75.47	103.11	0.58	52.32
Disposals	-	-	-	-	4.19	4.19	-	-
Transfers	-	-	-	-	-	-	-	-
Closing gross carrying amount	0.19	0.06	4.97	95.65	203.34	304.23	0.58	52.32
Accumulated depreciation								
Opening accumulated depreciation	0.00	0.06	0.24	39.40	80.39	120.09	-	-
Depreciation for the year	0.02	-	1.56	17.03	34.58	53.19	-	10.58
Disposals	-	-	-	-	4.19	4.19	-	-
Closing accumulated depreciation	0.02	0.06	1.80	56.43	119.16	177.46	-	10.58
Net carrying amount	0.17	(0.00)	3.17	39.21	84.18	126.77	0.58	41.74

Capital-work-in progress ageing as on 31.03.2025
(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.58	-	-	-	0.58
Projects temporarily suspended	-	-	-	-	-
Total	0.58	-	-	-	0.58

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
whose completion is overdue	-	-	-	-	-
has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Capital-work-in progress ageing as on 31.03.2024
(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(Rs. in Crores)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Whose completion is overdue	-	-	-	-	-
Has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Note 3: Intangible Assets	(Rs. in Crores)	
	COMPUTER SOFTWARE	Intangible assets under development
As at March 31, 2024		
Gross carrying amount		
Opening gross carrying amount	48.74	0.32
Additions	0.32	-
Disposals	-	-
Transfers	-	(0.32)
Closing gross carrying amount	49.06	-
Accumulated Amortisation and impairment		
Opening accumulated Amortisation	30.54	-
Amortisation for the year	6.36	-
Disposals	-	-
Closing amortization	36.90	-
Net carrying amount	12.16	-
As at March 31, 2025		
Gross carrying amount		
Opening gross carrying amount	49.06	-
Additions	-	-
Disposals	-	-
Transfers	-	-
Closing gross carrying amount	49.06	-
Accumulated Amortisation and impairment		
Opening accumulated Amortisation	36.90	-
Amortisation for the year	5.01	-
Closing amortization	41.91	-
Net carrying amount	7.15	-

Significant estimate: Useful life of intangible assets under development

The Company has completed the development of software that is used to in its various business processes. As at 31 March 2025, the net carrying amount of this software was Rs.7.15 crores (31 March 2024: Rs.12.16 crores). The Company estimates the useful life of the software to be 4 years based on the expected technical obsolescence of such assets. However, the actual useful life may be shorter or longer than 4 years, depending on technical innovations and competitor actions.

Intangible assets under development ageing as on 31.03.2025 (Rs. in Crores)					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(Rs. in Crores)					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Whose completion is overdue	-	-	-	-	-
Has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Intangible assets under development ageing as on 31.03.2024 (Rs. in Crores)					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

(Rs. In Crores)					
Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Whose completion is overdue	-	-	-	-	-
Has exceeded its cost compared to its original plan	-	-	-	-	-
Total	-	-	-	-	-

Note 4(a) NON CURRENT INVESTMENTS				
	31.03.2025		31.03.2024	
	Number of Units/Shares	(Rs. in Crores)	Number of Units/Shares	(Rs. in Crores)
I Investment in equity instruments (fully paid up)				
Unquoted equity instruments at cost				
In subsidiary companies				
NSE IFSC Clearing Corporation Limited **	-	-	25,00,00,000	250.00
In Others				
NSE Foundation (Section 8 Company) [* Re. 1/- (Previous Year Re. 1/-)]	6,000	0.00	6,000.00	0.00
Total equity instruments		0.00		250.00
II Investments in government securities at amortised cost				
5.15 Government Of India 9 November 2025	-	-	2,25,00,000	225.05
5.22 Government Of India 15 Jun 2025	-	-	5,10,00,000	507.99
5.63 Government Of India 12 April 2026	4,15,00,000	420.37	4,15,00,000	414.73
5.74 Government Of India - 15 November 2026	3,85,00,000	387.07	3,85,00,000	383.30
6.79 Government Of India - 15 May 2027	4,35,00,000	442.97	4,35,00,000	441.67
6.97 Government Of India - 06 Sep 2026	55,00,000	55.02	55,00,000	54.87
7.38 Government Of India 20 June 2027	4,30,00,000	439.80	4,30,00,000	440.39
7.06 Government Of India 10 April 2028	5,00,00,000	516.17	5,00,00,000	516.11
6.54 Government Of India - 17 Jan 2032	9,75,00,000	954.00	9,75,00,000	950.37
7.26 Government Of India 14 Jan 2029	1,00,00,000	101.50	1,00,00,000	101.51
7.17 Government Of India -17 Apr 2030	25,00,000	25.39	25,00,000	25.70
7.10 Government Of India 18 April 2029	2,60,00,000	267.83	2,60,00,000	267.84
6.10 Government Of India 12 July 2031***	6,00,00,000	578.88	5,00,00,000	479.45
6.67 Government Of India 15 December 2035	4,15,00,000	411.18	3,15,00,000	310.26
6.64 Government Of India 16 June 2035	1,00,00,000	98.64	1,00,00,000	98.43
5.77% Government Of India 03 August 2030	40,00,000	38.12	-	-
5.79 Government Of India - 11 May 2030	1,30,00,000	125.87	-	-
5.85% Government Of India 01 Dec 2030	1,50,00,000	144.57	-	-
6.19% Government Of India 16 Sept 2034	2,00,00,000	189.28	-	-
6.68% Government Of India 17 Sep 2031	4,40,00,000	432.06	-	-
6.79% Government Of India - 26-Dec-2029	30,00,000	30.22	-	-
7.17% Government Of India -17 Apr 2030	30,00,000	30.87	-	-
Total government securities		5,689.83		5,217.67
Less :				
Amount disclosed under Core SGF investments (refer Note 11)		(5,689.83)		(5,217.67)
Total non-current investments		0.00		250.00
Aggregate amount of book value of quoted investments		5,689.83		5,217.67
Aggregate amount of quoted investments and market value thereof		5,713.24		5,229.00
Aggregate amount of book value of unquoted investments		0.00		250.00

* Re 1/-

NSE Foundation was incorporated under section 8 of the Companies Act, 2013 and intends to apply its profits, if any, or other income in promoting its objects and any payment of dividend to its members is prohibited. Accordingly, the investment in the company had been written down to Re. 1/-. Accordingly, the Company had written off investment in NSE Foundation amounting to Rs. 59,999/- by debiting the Statement of Profit and Loss.

**Investment of Rs. 160 crores was made in previous year through right issue of subsidiary company

***Includes Rs. 383.81 crores (Face Value Rs. 400 crores) as at March 31, 2024 in Government Securities credited to SGL A/c on settlement date April 2, 2024 (Refer note 11)

Note 4(b) ASSET HELD FOR SALE				
	31.03.2025		31.03.2024	
	Number of Shares	(Rs. in Crores)	Number of Shares	(Rs. in Crores)
I Investment in equity instruments (fully paid up)				
Unquoted equity instruments at cost				
In subsidiary companies				
NSE IFSC Clearing Corporation Limited **	25,00,00,000	250.00	-	-
Total equity instruments		250.00		-
Aggregate amount of book value of quoted investments		-	-	-
Aggregate amount of quoted investments and market value thereof		-	-	-
Aggregate amount of book value of unquoted investments		250.00	-	-

The Board of Directors and Shareholders vide its meeting held on January 22, 2025 and February 25, 2025 respectively has accorded its approval for sale of entire stake in its wholly owned subsidiary namely NSE IFSC Clearing Corporation Limited to its NSE IFSC Limited, fellow subsidiary for a consideration of Rs. 250 crores subject to approval of regulatory authorities. The Company expects that the said sale to be completed within one year and accordingly the said investment has been classified as 'Asset Held for Sale' in accordance with Ind AS 105 - "Non-current assets held for sale and Discontinued Operations".

5 Other bank balances

	Non-current		Current	
	31.03.2025 (Rs. in Crores)	31.03.2024	31.03.2025 (Rs. in Crores)	31.03.2024
Deposits with original maturity for more than 12 months #	403.80	1,474.26	1,603.67	932.89
Earmarked Deposits with original maturity for more than 12 months	874.44	1,165.12	2,166.35	9.55
Deposits with original maturity for more than 3 months but less than 12 months #	-	-	982.21	-
Earmarked Deposits with original maturity for more than 3 months but less than 12 months #	-	-	10.08	17.78
Earmarked Deposits with original maturity less than 12 months*	-	-	6.35	8.25
Deposits with original maturity for less than 3 months (Earmarked towards unspent CSR Expenses)	-	-	-	10.65
Deposits with original maturity for more than 3 months but less than 12 months (Earmarked towards unspent CSR Expenses)	-	-	31.38	-
Unspent CSR Bank Balance	-	-	-	1.89
Total	1,278.24	2,639.37	4,800.04	981.02
Less :				
Amount disclosed under Core SGF Investments (note 11)	874.44	1,165.12	2,176.42	27.33
Total	403.80	1,474.26	2,623.62	953.69

* Earmarked towards withheld payouts

Other bank balances & Cash and cash equivalents Includes Rs. 15,833.12 crores (March 31, 2024: Rs.21,325.28 crores) pertaining to Settlement obligations and margin money from members

6 Others Financial Assets

	Non-current		Current	
	31.03.2025 (Rs. in Crores)	31.03.2024	31.03.2025 (Rs. in Crores)	31.03.2024
Advances recoverable in cash				
Unsecured, considered good	-	-	0.32	0.34
Other loans and advances				
Security Deposits	0.44	0.25	-	-
Others				
Interest accrued on Bank deposits	4.99	50.48	442.55	357.15
Total	5.43	50.72	442.87	357.49

7 Others Assets

	Non-current		Current	
	31.03.2025 (Rs. in Crores)	31.03.2024	31.03.2025 (Rs. in Crores)	31.03.2024
Advance to suppliers	-	-	0.40	0.00
Balances with GST authorities	-	-	19.15	13.99
Deposits with GST authorities	-	-	2.78	2.78
Capital Advance	-	0.83	-	-
Other receivable*	-	-	5.74	6.19
Prepaid expenses	1.18	3.97	33.29	27.81
Total	1.18	4.80	61.36	50.78

* Other receivable is Deposits with Supreme Court pursuant to its directives in a case filed by the Company with regard to sale of collateral securities with the company of a defaulter member.

Note 8 CURRENT INVESTMENTS

	31.03.2025		31.03.2024	
	Number of Units	Rs. In crores	Number of Units	Rs. In crores
B) Investment in government securities				
Quoted bonds at amortised cost				
7.35 Government of India 22 June 2024	-	-	1,95,00,000.00	199.20
6.69 Government of India 27 June 2024	-	-	5,00,00,000.00	508.63
6.18 Government of India 2024- 04 Nov 2024	-	-	85,00,000.00	86.93
5.15 Government of India 9 November 2025	2,25,00,000	227.98	-	-
091 Days Treasury Bill 16 May 2024	-	-	3,00,00,000.00	297.36
5.22% Government of India 15 Jun 2025	5,10,00,000	516.71	-	-
Total government securities		744.68		1,092.12
II Investment in mutual funds				
Un-quoted investments in mutual funds at FVPL				
Aditya Birla Sun Life Liquid Fund - Direct - Growth	25,24,978	105.73	22,94,990	89.43
Axis Liquid Fund -Direct - Growth	1,34,205	38.70	1,69,498	45.49
Hdfc Liquid Fund - Direct - Growth	63,923	32.56	63,923	30.32
Hsbc Cash Fund Direct Growth	7,46,201	192.84	8,59,943	206.90
Icici Prudential Liquid - Direct Plan - Growth	53,29,347	204.59	34,94,969	124.91
Invesco India Liquid Fund - Direct - Growth	5,61,061	199.73	4,88,640	161.98
Mirae Asset Cash Management Fund - Direct Plan - Growth	-	-	2,87,495	73.32
Sbi Premier Liquid Fund - Direct - Growth	-	-	1,22,888	46.44
Uti Liquid Fund - Cash Plan -Direct- Growth	4,62,800	196.75	4,44,688	176.01
Bandhan Liquid Fund - Direct - Growth	2,19,141	68.65	2,19,141	63.93
Lic Mf Liquid Fund - Direct - Growth	1,46,557	69.02	1,68,448	73.87
Sbi Liquid Fund - Direct - Growth*	41,918	17.00	41,918	15.84
Aditya Birla Sun Life Overnight Fund - Direct - Growth	6,60,865	91.27	-	-
Tata Liquid Fund Direct Plan - Growth	1,25,051	51.18	-	-
Total mutual fund		1,268.02		1,108.45
Less :				
Amount disclosed under Core SGF investments (refer Note11)				
Government Securities		(744.68)		(1,092.12)
Mutual Funds		(933.95)		(412.36)
Total current investments		334.08		696.08
Aggregate amount of book value of quoted investments		744.68		1,092.12
Aggregate amount of quoted investments and market value thereof		732.09		1,094.16
Aggregate amount of book value of unquoted investments		1,268.02		1,108.44

* Earmarked towards withheld payouts

9 Trade receivables

	Current	
	31.03.2025	31.03.2024
	(Rs. in Crores)	
Receivable from related parties (Refer Note 28)		
Trade Receivable- Billed	1.23	-
Trade Receivable-Unbilled	27.29	69.74
Total	28.52	69.74
Others		
Trade Receivable- Billed	39.66	126.56
Trade Receivable-Unbilled	28.50	21.93
Total Receivables other than related party	68.16	148.49
Less :		
Credit impaired	(7.93)	(6.88)
Total	88.75	211.35

A Break up of security details

Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	88.75	211.35
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - credit impaired	7.93	6.88
Total	96.68	218.23
Less :		
Credit impaired	(7.93)	(6.88)
Trade receivables Net of provision	88.75	211.35

Movement of Credit Impaired

Particulars	31.03.2025	31.03.2024
	(Rs. in Crores)	
Balance at the beginning of the year	6.88	6.48
Provision during the year	1.05	0.40
Reversal during the year	-	-
Balance at the end of the year	7.93	6.88

B Trade Receivables Ageing as on 31.03.2025

Particulars	Outstanding for the following from the due date					Rs. in crs	Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
Undisputed Trade Receivables- considered good	26.45	2.99	2.05	1.47	-	-	32.96
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	-	-	7.93	7.93	7.93
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
Total	26.45	2.99	2.05	1.47	7.93	40.89	
Less : Credit impaired					(7.93)	(7.93)	
Unbilled Dues							55.79
Total							88.75

C Trade Receivables Ageing as on 31.03.2024

Particulars	Outstanding for the following from the due date					Rs. in crs	Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years		
Undisputed Trade Receivables- considered good	116.27	1.55	1.86	-	-	-	119.68
Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	-	-	6.88	6.88	6.88
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
Disputed Trade Receivables -which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed Trade Receivables -credit impaired	-	-	-	-	-	-	-
Total	116.27	1.55	1.86	-	6.88	126.57	
Less : Credit impaired					(6.88)	(6.88)	
Unbilled Dues							91.67
Total							211.35

10 Cash and cash equivalents

	Current	
	31.03.2025	31.03.2024
	(Rs. in Crores)	
In current accounts # \$	1,218.50	1,667.07
Deposits held for the purpose of meeting short term cash commitments #	17,266.00	21,856.69
	18,484.50	23,523.75
Less :		
Amount disclosed under Core SGF Investments (note 11)	1,336.30	1,225.21
Total	17,148.20	22,298.54

Other bank balances & Cash and cash equivalents Includes Rs. 15,833.12 crores (March 31, 2024: Rs.21,325.28 crores) pertaining to Settlement obligations and margin money from members

\$ Includes Rs.5.61 crores towards withheld payout

11	CoreSGF Investments	31.03.2025 (Rs. in Crores)	31.03.2024
	Non-Current		
	Fixed Deposits	874.44	1,165.12
	Government securities & Treasury Bills	5,889.83	5,217.67
	Accrued interest	25.32	36.47
	Income Tax Assets	3.89	3.89
	Total Non-Current	6,593.48	6,423.14
	Current		
	Fixed Deposits	2,176.42	27.33
	Government securities & Treasury Bills	744.88	1,092.12
	Mutual Fund	933.95	412.36
	Cash and cash equivalents	1,336.30	1,225.21
	Accrued interest	193.75	22.84
	Total Current	5,385.10	2,775.65
	Less:		
	Payable towards unsettled investment in Govt. Sec Settled on April 2, 2024 (Refer Note 4 & 17)	-	383.81
	Total Core-SGF Investments	11,978.58	8,818.39

12 (a)	Share Capital	31.03.2025 (Rs. in Crores)	31.03.2024
	Authorised		
	500,00,00,000 (Previous Year: 500,00,00,000) Equity Shares of Rs 10 each.	5,000.00	5,000.00
	Issued, Subscribed and Paid up		
	Equity Share Capital	1,445.00	1,445.00
	1,44,50,00,000 (Previous Year: 1,44,50,00,000) Equity Shares of Rs.10 each fully paid up.		
	(all the above shares are held by the holding company- National Stock Exchange of India Limited and its nominees)		
	Total	1,445.00	1,445.00

Aggregate number of bonus shares issued during the period of five years immediately preceding the reporting date

Particulars	Aggregate No. of Shares				
	2023-24	2022-23	2021-22	2020-21	2019-20
Fully paid up by way of Bonus Shares	-	-	-	-	-

The company has only one class of equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

A reconciliation of the number of Equity Shares outstanding at the beginning and at the end of the reporting period

Particulars	31.03.2025		31.03.2024	
	Number	(Rs. in Crores)	Number	(Rs. in Crores)
At the beginning of the year	1,44,50,00,000	1,445.00	4,50,00,000	45.00
Add: issued during the year	-	-	1,40,00,00,000	1,400.00
At the end of the year	1,44,50,00,000	1,445.00	1,44,50,00,000	1,445.00

Details of shareholders holding more than 5% share in the company

	31.03.2025		31.03.2024	
	Number	% holding	Number	% holding
National Stock Exchange of India Limited (Holding Company) and its nominees	1,44,50,00,000	100%	1,44,50,00,000	100%

Promoter's Shareholding :	31.03.2025				31.03.2024			
	Particulars	Number	% of Total Shares	% Change during the year	Number	% of Total Shares	% Change during the year	
	Shares held by the Promoter at the end of the Year	1,44,50,00,000	100%	-	1,44,50,00,000	100%	-	

Increase in Authorised Share Capital

During the Previous Year, the Authorised share capital has been increased from Rs. 45 crores to Rs. 5,000 crores.

Right Issue

During the previous Year, The 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 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 latter of offer for rights issue.

Capital management

The Company considers the following components of its Balance Sheet to be managed capital: Total equity (as shown in the balance sheet), -- retained profit, other reserves, share capital

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders. The capital structure of the Company is based on management's judgment of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company aims to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute dividends in future periods. Refer note 12(b) for the final dividends declared and paid.

Compliance with externally imposed capital requirements:

Compliance with externally imposed capital requirements:

Capital requirement of Company is regulated by Securities and Exchange Board of India (SEBI). SEBI vide Regulation 14(3) of SECC Regulations 2018 adopted risk-based approach towards computation of capital and net worth requirement for Clearing Corporation(CC) to adequately cover counterparty credit risk, business risk, orderly Wind-down and operational & legal risk. As per Regulation 14(3) (c) of SECC Regulations 2018 every CC shall have a minimum net worth of Rs.100 crores or networth Computed as per the risk-based approach as may specified by SEBI from time to time, whichever is higher. Accordingly, SEBI vide circular Ref No: SEBI/HO/MRD/DORMP/CIR/P/2019/55 dated April 10, 2019 issued granular norms related to computation of risk-based capital and net worth requirement for CCs effective from FY 2019-20. The networth requirement for the Company calculated as per the above SEBI circular is Rs.5,625.05 crores. Minimum requirement of Net worth is maintained throughout the year ended March 31, 2025.

Note 12 (b): Other equity

Other Equity	Reserves and Surplus			(Rs.in Crores)
	Capital Reserve	General reserve	Retained Earnings	Total
Balance at the 01.04.2023	10.00	244.71	984.73	1,239.44
Profit for the year			1,314.30	1,314.30
Other Comprehensive Income			(0.76)	(0.76)
Contribution to core SGF (Refer Note 25)			(1,441.00)	(1,441.00)
Tax on contribution to Core SGF			362.67	362.67
Transfer from Settlement Guarantee Fund (SGF) - Commodity derivatives (Refer Note 26)		250.00	-	250.00
Transaction with owners in their capacity as owners				
Dividends paid*			(22.50)	(22.50)
Balance at the 01.04.2024	10.00	494.71	1,197.44	1,702.15
Profit for the Year			1,625.65	1,625.65
Other Comprehensive Income			(1.29)	(1.29)
Contribution to core SGF (Refer Note 25)			(1,900.00)	(1,900.00)
Tax on contribution to Core SGF			478.19	478.19
Transaction with owners in their capacity as owners				
Dividends paid #			(28.90)	(28.90)
Balance as at 31.03.2025	10.00	494.71	1,371.09	1,875.81

The Board of directors, in their meeting on April 25, 2025 proposed a dividend of Rs.0.20 per equity share. The proposal is subject to the approval of shareholders at the Annual General Meeting. The total dividend proposed for the year ended March 31, 2025 amounted to Rs. 28.90 crores.

During the year ended March 31, 2025, the amount of per share dividend recognized as distribution to equity shareholders was Rs.0.20/- per equity share. The dividend paid during the year ended March 31, 2025 amounted to Rs.28.90 crore.

* During the year ended March 31, 2024, the amount of per share dividend recognized as distribution to equity shareholders was Rs.5/- per equity share. The dividend paid during the year ended March 31, 2024 amounted to Rs.22.50 crore.

	31.03.2025	31.03.2024
	(Rs. in Crores)	
a) The major components of income tax expense statement of profit and loss		
Statement of profit and loss		
Current Tax		
Current tax on profit for the year	586.71	445.00
Adjustment for current tax of prior periods	-	-
Total current tax expense	586.71	445.00
Deferred tax expense (income)		
Decrease (increase) in deferred tax assets	(2.69)	(1.83)
(Decrease) increase in deferred tax liabilities	(10.17)	6.57
Total deferred tax expense (benefit)	(12.86)	4.74
Total for statement of profit and loss	573.84	449.74
	31.03.2025	31.03.2024
	(Rs. in Crores)	
OCI section		
Related to items recognised in OCI during in the year:		
Re-measurement of the defined benefit(liability) / asset	0.44	(0.25)
Income tax charged to Other Comprehensive Income	0.44	(0.25)
b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate		
	31.03.2025	31.03.2024
	(Rs. in Crores)	
Profit before income tax expense	2,194.34	1,755.66
Tax rate (%)	25.168%	25.168%
Tax at the Indian Tax Rate	552.27	441.86
Tax effect of amounts which are not deductible (taxable) in calculating taxable income		
(Profit)/ Loss on sale of investments taxed at other than Statutory rate	1.36	(3.58)
Contribution to NSE Foundation towards CSR	4.96	2.68
Provision /(Reverl of Provision) for Impairment of Intangible assets under development	-	0.76
Short Provision for previous years	6.83	5.76
Profits/(Loss) of Subsidiaries taxed at different rate	1.29	2.11
Others	7.13	0.16
Income Tax Expense	573.84	449.74
c) Deferred tax liabilities (net)		
The balance comprises temporary differences attributable to:		
Particulars	31.03.2025	31.03.2024
	(Rs. in Crores)	
Deferred income tax assets		
Property, plant and equipment and investment property	-	-
Financial Assets at Fair Value through OCI	-	-
Financial Assets at Fair Value through profit and Loss	-	-
Contribution to Core Settlement Guarantee Fund	-	-
Others	10.55	7.42
Total deferred tax (a)	10.55	7.42
Deferred income tax liabilities		
Property, plant and equipment and investment property	(3.25)	(2.02)
Financial Assets at Fair Value through OCI	-	-
Financial Assets at Fair Value through profit and Loss	13.22	22.16
Contribution to Core Settlement Guarantee Fund	-	-
Others	-	-
Total Deferred Tax liabilities (b)	9.97	20.14
Net Deferred Tax Assets /(Liabilities) (a)-(b)	0.57	(12.72)

d)	Movement in Deferred Tax Assets				(Rs. in Crores)
Particulars	Property, plant and equipment	Financial Assets at Fair Value through profit and Loss	Financial Assets at Fair Value through OCI	Others (Gratuity, PBVP, LE)	Total
At 1st April 2023	-	-	-	5.33	5.33
(Charged) / Credited					
- to profit or loss	-	-	-	1.83	1.83
- to other comprehensive income	-	-	-	0.25	0.25
At 31st March 2024	-	-	-	7.42	7.42
(Charged)/ Credited					
- to profit or loss	-	-	-	2.69	2.69
- to other comprehensive income	-	-	-	0.44	0.44
At 31st March 2025	-	-	-	10.55	10.55

e)	Movement in Deferred Tax liabilities				(Rs. in Crores)
Particulars	Property, plant and equipment	Financial Assets at Fair Value through profit and Loss	Financial Assets at Fair Value through OCI	Others	Total
At 1st April 2023	0.39	13.18	-	-	13.58
Charged / (Credited)					
- to profit or loss	(2.41)	8.98	-	-	6.57
- to other comprehensive income	-	-	-	-	-
At 31st March 2024	(2.02)	22.16	-	-	20.14
Charged / (Credited)					
- to profit or loss	(1.23)	(8.94)	-	-	(10.17)
- to other comprehensive income	-	-	-	-	-
At 31st March 2025	(3.25)	13.22	-	-	9.97

14	Income tax liabilities (net) Income Tax (Net of Advances)	31.03.2025 (Rs. in Crores)		31.03.2024			
		77.91		73.60			
		77.91		73.60			
15	Income tax assets (net) Income Tax paid including TDS (Net of Provisions)	31.03.2025 (Rs. in Crores)		31.03.2024			
		767.28		492.71			
		767.28		492.71			
16	Deposits (Unsecured)	Current					
		31.03.2025		31.03.2024			
		(Rs. in Crores)					
	Security Deposit from Clearing Members	353.31		348.54			
	Security Deposit in lieu of Bank Guarantee/securities	110.48		106.72			
	Deposits from applicants for membership	2.08		2.08			
	Deposits from Clearing Banks	2,015.66		1,537.91			
	Total	2,481.53		1,995.25			
17	Other financial liabilities	Current					
		31.03.2025		31.03.2024			
		(Rs. in Crores)					
	Trade payables						
	Trade Payable to Micro and Small Enterprises	3.48		1.00			
	Trade Payable to other than Micro and Small Enterprises	45.97		12.65			
	Trade payables to related parties (Refer Note 28)	-		7.90			
		49.44		21.55			
	Others						
	Margins From Members	13,708.01		17,716.05			
	Settlement Obligations payable	2,125.10		3,609.23			
	Creditor for Capital Expenditure	16.23		0.54			
	Payable towards investment in Government securities	-		383.81			
	Other liabilities	54.54		57.60			
		15,903.88		21,767.23			
	Less: Amount disclosed under Core SGF (Refer Note 11)	-		(383.81)			
		15,903.88		21,383.42			
	Total	15,953.32		21,404.97			
	Trade payables include outstanding amounts of Rs. 3.48 crores (Previous Year: Rs. 1 Crore) (including interest of Rs. Nil, (Previous Year Rs. Nil) payable to Micro Enterprises & Small Enterprises. Total outstanding dues to Micro Enterprises & Small Enterprises have been determined to the extent such parties have been identified on the basis of information available with the Company.						
A	Trade payables Ageing as on 31.03.2025	(Rs. in Crores)					
	Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
	MSME	3.48	-	-	-	-	3.48
	Others	8.93	-	-	-	-	8.93
	Disputed dues (MSMEs)	-	-	-	-	-	-
	Disputed dues (Others)	-	-	-	-	-	-
	Total	12.41	-	-	-	-	12.41
	Unbilled Dues						37.03
	Total						49.44
B	Trade payables Ageing as on 31.03.2024						
	Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
	MSME	1.00	-	-	-	-	1.00
	Others	1.80	-	-	-	-	1.80
	Disputed dues (MSMEs)	-	-	-	-	-	-
	Disputed dues (Others)	-	-	-	-	-	-
	Total	2.80	-	-	-	-	2.80
	Unbilled Dues						18.75
	Total						21.55
18	Other current liabilities	Current					
		31.03.2025		31.03.2024			
		(Rs. in Crores)					
	Statutory payments	29.11		48.46			
	Stamp Duty Payable	259.58		146.16			
	Unspent CSR Expenditure	31.38		12.54			
	Amount payable into Core SGF	45.00		49.81			
	Advances from Debtors	10.45		7.82			
		375.52		264.79			
19	Provision employee benefits	Non-current		Current			
		31.03.2025		31.03.2024			
		(Rs. in Crores)		(Rs. in Crores)			
	Provisions for Leave encashments	-		12.39			
	Provision for Gratuity	13.82		1.54			
	Provision for variable pay and other allowances	7.91		15.24			
		21.73		29.17			
		15.90		15.05			

20 Revenue from operations

(Rs. in Crores)

	For the year ended 31.03.2025	For the year ended 31.03.2024
Sale of Services		
Clearing & Settlement Charges	1,599.49	1,251.89
Other operating revenues		
Interest income	873.55	729.23
Voluntary Auction Charges	21.57	15.11
Stamp Duty Facilitation Charges	7.30	5.54
Others	4.77	4.98
Total	2,506.69	2,006.76

Major Customer

Revenue from two major customer (including one related party) is Rs.1,596.34 crores (March 31, 2024 : Rs 1,248.38 crores) which is more than 10% of the total revenue of the Company.

(Rs. in Crores)

Particulars	For the year ended 31.03.2025	For the year ended 31.03.2024
Revenue Recognised		
Point in time	1,630.54	1,274.82
Over the time	876.16	731.95
Total	2,506.69	2,006.76

21 Other income and other gains/(losses)

Other income

Interest Income on Bank Deposits	203.66	117.43
Miscellaneous Income	1.92	1.45
	205.59	118.89

Other gains/(losses)

Net gain on financial assets mandatorily measured at Fair Value through Profit or Loss	20.44	45.41
Net gain on sale of investments mandatorily measured at Fair Value through Profit or Loss	17.26	1.17
	37.70	46.58
Total	243.29	165.47

22 Employee benefits expenses

Salaries, wages and bonus	96.01	56.14
Salaries, wages and bonus of Deputed Staff	-	0.20
Contribution to provident and other fund	3.22	1.72
Employees welfare expenses	5.97	3.27
Total	105.20	61.32

	For the year ended 31.03.2025	For the year ended 31.03.2024
23 Other expenses		
Space & Infrastructure Usage Charges	5.37	5.77
Common Usage Expenses	15.39	21.27
Insurance Premium	0.99	0.61
Printing, Stationery & Consumables	2.74	1.01
Auditors' Remuneration (refer note below)	0.74	0.57
Legal and Professional fees	8.94	8.28
Repairs & Maintenance :	-	
- On Building	0.88	0.47
- On Computer systems	137.53	102.06
- Others	0.00	-
IT Management & Consultancy Charges	14.17	6.18
Software Expenses	52.29	34.26
Leased Line Charges	12.33	17.05
Web site hosting charges	2.78	4.43
Directors' Sitting fees	0.47	0.57
Bank Chages & BG Charges	29.47	26.75
Electricity expenses	1.67	3.21
Logo and Trademark Usage Charges	25.07	20.07
Share Issue Expenses	-	2.87
Provision for doubtful debts	1.05	0.40
CSR expenses (refer note 37)	19.70	10.65
Other expenses	17.79	12.87
Total	349.38	279.32
Note :		
Payment to auditor		
As auditor :		
Audit fees	0.30	0.23
Limited review	0.16	0.12
Tax audit fee	0.06	0.06
In other capacity	-	
Taxation matters	0.18	0.09
Certification matters	0.04	0.05
Out of Pocket	0.02	0.01
Total	0.74	0.57

- 24 Disclosure under Indian Accounting Standard 19 (Ind AS 19) on Employee Benefit as notified under Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

i) Defined Contribution Plan :

Provident & Pension Fund: Employer's Contribution to Provident Fund amounting to Rs 2.64 Crores (31 March 2024 : Rs 1.69 Crores) has been included in Note 22 Contribution to Provident Fund and Other Funds.

National Pension Scheme : Employer's Contribution to NPS amounting to Rs 0.37 Crores (31 March 2024 : Rs NIL) has been included in Note 22 Contribution to Provident Fund and Other Funds.

Superannuation : Employer's Contribution to Superannuation Fund amounting to Rs 0.21 Crores (31 March 2024 : Rs 0.02 Crores) has been included in Note 22 Contribution to Provident Fund and Other Funds.

ii) Defined Benefit Plan :

Gratuity: The company provides for gratuity for employees as per Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of Gratuity is payable on retirement/termination of the employee's last drawn basic salary per month multiplied for the number of years of service. The gratuity plan is a non funded plan and the company makes provision on the basis of Actuarial Valuation.

A Balance Sheet

- (i) The amounts recognised in the balance sheet and the movements in the net defined benefit obligation over the period are as follows:

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Liability at the beginning of the year	11.71	8.58
Interest cost	0.84	0.64
Current service Cost	1.23	0.89
Liability Transferred In/ Acquisitions	0.39	1.41
(Liability Transferred Out/ Divestments)	(0.50)	(0.45)
Benefits paid	(0.06)	(0.37)
Actuarial (gains)/losses on obligations - due to change in demographic assumptions	-	-
Actuarial (gains)/losses on obligations - due to change in financial assumptions	0.50	0.14
Actuarial (gains)/losses on obligations - due to experience	1.23	0.87
Liability at the end of the year	15.36	11.71

- (ii) The net liability disclosed above relates to funded plans are as follows:

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Fair value of plan assets as at the end of the year	-	-
Liability as at the end of the year	(15.36)	(11.71)
Net (liability) / asset	(15.36)	(11.71)

- (iii) Balance sheet reconciliation

	(Rs. in Crores)	
	31.03.2025	31.03.2024
Opening net liability	11.71	8.58
Expenses recognized in Statement of Profit or Loss	2.08	1.53
Expenses recognized in OCI	1.73	1.01
Liability Transferred In/ Acquisitions	0.39	1.41
(Liability Transferred Out/ Divestments)	(0.50)	(0.45)
Benefits Paid	(0.06)	(0.37)
Amount recognised in the Balance Sheet	15.36	11.71

B Statement of Profit & Loss

	(Rs. in Crores)	
	2024-25	2023-24
Net interest cost for current period		
Interest cost	0.84	0.64
Interest income	-	-
Net interest cost for current period	0.84	0.64

	(Rs. in Crores)	
	2024-25	2023-24
Expenses recognised in the Statement of Profit & Loss		
Current service cost	1.23	0.89
Net interest cost	0.84	0.64
Expenses recognised in the Statement of Profit & Loss	2.08	1.53

	(Rs. in Crores)	
	2024-25	2023-24
Expenses recognised in the Other Comprehensive Income		
Re-measurement		
Expected return on plan assets	-	-
Actuarial (gain) or loss	1.73	1.01
Net income/expense for the period recognized in OCI	1.73	1.01

C Sensitivity Analysis		(Rs. in Crores)	
	31.03.2025	31.03.2024	
Projected Benefit Obligation on Current Assumptions	15.36	11.71	
Delta Effect of +1% Change in Rate of Discounting	(0.90)	(0.67)	
Delta Effect of -1% Change in Rate of Discounting	1.01	0.75	
Delta Effect of +1% Change in Rate of Salary Increase	0.97	0.72	
Delta Effect of -1% Change in Rate of Salary Increase	(0.88)	(0.66)	
Delta Effect of +1% Change in Rate of Employee Turnover	(0.22)	(0.13)	
Delta Effect of +1% Change in Rate of Employee Turnover	0.24	0.15	

D Significant actuarial assumptions are as follows:

	31.03.2025	31.03.2024
Discount rate	6.65%	7.19%
Rate of return on plan assets	N.A.	N.A.
Salary escalation	10.00%	10.00%
Attrition rate	12.00%	12.00%

E Maturity Analysis of Projected Benefit Obligation: From the Employer

Projected Benefits Payable in Future Years From the Date of Reporting	31.03.2025	31.03.2024
1st Following Year	1.54	1.28
2nd Following Year	1.37	1.12
3rd Following Year	1.39	1.10
4th Following Year	1.43	1.10
5th Following Year	1.40	1.10
Sum of Years 6 To 10	8.32	6.26

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

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
Details of MRC of Core SGF								
NCL own contribution	139.96	3,486.63	89.09	3.00	6.50	5.00	-	3,732.18
Interest Adjusted towards NCL's Contribution	54.04	582.18	32.91	-	-	-	-	669.11
Contribution by NCL on behalf of Member	-	641.37	-	-	-	-	-	641.37
Contribution by NSE on behalf of Member	77.70	1,040.20	39.95	-	-	2.50	-	1,159.35
Interest Adjusted towards member's Contribution	19.30	352.40	21.05	-	-	-	-	392.75
Contribution by National Stock Exchange of India (NSE)	67.10	1,859.78	50.42	1.00	8.50	2.50	-	1,989.30
Interest Adjusted towards NSE's Contribution	21.54	171.19	8.09	-	-	-	-	207.81
Contribution by BSE Limited (BSE)	8.27	106.88	16.32	-	-	-	-	133.37
Contribution by Metropolitan Stock Exchange of India (MSE)	-	-	2.92	-	-	-	-	2.92
Interest Adjusted towards MSE's Contribution	0.00	-	0.01	-	-	-	-	0.01
Others (Financial Disincentives)	-	-	-	-	-	-	-	-
Total	368.00	6,245.42	261.76	4.00	17.00	10.00	-	6,926.18
Previous Year	358.57	2,438.64	250.25	4.00	17.00	10.00	-	3,076.47

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

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
Contribution to Corpus of Core SGF								
NCL own contribution	174.00	1,212.00	122.00	3.00	8.50	5.00	-	1,400.00
Contribution by NSE on behalf of Member	87.00	606.00	48.00	1.00	8.50	2.50	-	1,851.72
Contribution by NSE	87.00	606.00	48.00	1.00	8.50	2.50	-	1,851.72
Contribution by BSE	7.56	14.64	16.32	-	-	-	-	38.52
Contribution by MSE	0.00	-	2.92	-	-	-	-	2.92
Others (Financial Disincentives)	1.00	-	-	-	-	-	-	1.00
Total (a+b+c+d)	368.57	2,438.64	260.26	4.00	17.00	10.00	-	3,261.72
Penalty*	333.28	1,408.00	58.64	-	-	0.32	-	1,799.24
Income on Investments*	90.55	483.49	42.38	1.89	4.72	3.13	-	619.58
Grand Total (1+2+3)	786.40	4,334.99	349.26	5.89	23.72	13.45	-	5,193.86

III Contribution made during the year 2024-25

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
Contribution during the year								
NCL own contribution								
Direct Contribution \$ refer note 12(b)	18.00	2,840.63	-	-	-	-	(1,400.00)	1,558.63
Adjusted Interest Income **	2.00	216.18	-	-	-	-	-	218.18
Others (Financial Disincentives)	-	-	-	-	-	-	-	-
Total	20.00	2,856.79	-	-	-	-	(1,400.00)	1,476.79
Contribution by NCL on behalf of Member								
Direct Contribution \$ refer note 12(b)	-	641.37	-	-	-	-	-	641.37
Total	-	641.37	-	-	-	-	-	641.37
Contribution by NSE on behalf of Member								
Direct Contribution	10.00	-	-	-	-	2.50	-	12.50
Adjusted Contribution Income **	-	64.18	-	-	-	-	-	64.18
Transfer from own contribution by Exchange	-	588.75	-	-	-	-	-	588.75
Transfer out of Interest component by Exchange	-	173.67	-	-	-	-	-	173.67
Total	10.00	786.60	-	-	-	2.50	-	799.10
Contribution by BSE								
Direct Contribution	0.85	94.04	-	-	-	-	-	94.89
Adjusted from Interest Income **	0.05	0.00	-	-	-	-	-	0.05
Total	0.70	94.04	-	-	-	-	-	94.74
Contribution by MSE								
Direct Contribution	-	-	-	-	-	-	-	-
Adjusted from Interest Income **	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-
Income during the year (Net off adjustment towards MRC) **								
Penalty	57.95	255.65	1.72	-	-	0.43	1.52	317.27
Income on Investments (After allocation towards MRC)	387.64	387.64	18.64	0.07	1.38	0.89	-	816.25
Income on Investments Tax Refunds transferred from	38.06	633.61	-	-	-	-	-	671.67
Income on Investments Tax Refunds transferred from	-	51.27	-	-	-	-	(51.27)	-
Income on Investments Tax Refunds transferred from CM to	71.36	71.36	-	-	-	-	-	142.72
FO	2.06	634.01	5.89	-	-	-	-	641.97
Loss : Income adjusted against MRC*	-	-	-	-	-	-	-	-
Income on Investments (Net Off adjustment towards MRC)	(34.75)	324.23	12.75	0.07	1.38	0.89	(51.27)	263.07

IV Details of Core SGF as on March 31, 2025 are as follows :

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
Contribution to Corpus of Core SGF								
NCL own contribution	184.00	4,068.29	122.00	3.00	8.50	5.00	-	4,491.79
Contribution by NSE on behalf of Member	87.00	1,792.85	48.00	-	-	2.50	-	1,930.35
Contribution by NCL on behalf of Member	-	641.37	-	-	-	-	-	641.37
Contribution by NSE	88.73	2,033.97	59.51	1.00	8.50	2.50	0.04	2,194.25
Contribution by BSE	8.27	106.88	16.32	-	-	-	-	133.37
Contribution by MSE	0.00	-	2.92	-	-	-	-	2.92
Others (Financial Disincentives)	1.00	-	-	-	-	-	-	1.00
Total	368.00	6,245.42	261.76	4.00	17.00	10.00	-	6,926.18
Penalty*	23.59	2,029.29	58.36	-	-	0.75	1.82	2,113.42
Income on Investments (After allocation towards MRC)	55.81	813.89	55.10	1.18	8.09	4.01	-	937.98
Sub-total (1+2+3)	467.40	11,088.49	376.21	6.18	26.09	14.76	2.66	12,982.59
Non-Cash	-	-	-	-	-	-	-	-
Contribution by Clearing Members *	-	104.22	-	-	-	-	-	104.22
Grand Total (1+2+3+4)	467.40	11,192.62	376.21	6.18	26.09	14.76	2.66	13,092.50
* Blocked from collaterals received from Clearing Members in the form of Fixed Deposit Receipts and Government Securities								
Details of Investments								
Mutual Funds	52.58	888.92	8.49	1.08	1.52	0.38	-	933.96
Fixed Deposit with Banks	25.82	3,004.22	21.02	-	-	-	-	3,051.06
Government Securities*	218.94	5,996.53	216.19	-	20.39	12.18	-	6,453.61
Fixed Deposit Receipts	128.84	1,000.84	123.03	0.08	3.11	1.56	2.55	1,259.92
Balance in Bank Accounts	36.53	0.84	3.43	3.99	-	0.69	-	46.48
Accrued Interest	3.53	213.28	1.77	-	-	-	-	218.58
Provisional	0.55	7.86	0.99	0.01	0.06	-	-	9.41
Less: Payable towards unutilised investment in Govt. Sec.	-	-	-	-	-	-	-	-
Subtotal as on 31.03.2024 (Refer note 1)	467.40	11,088.49	376.21	6.18	26.09	14.76	2.66	13,092.50
Grand Total (1+2+3+4+5)	467.40	11,088.49	376.21	6.18	26.09	14.76	2.66	13,092.50
Previous year as at 31.03.2024	786.40	4,334.99	349.26	5.89	23.72	13.45	-	8,918.93

* Aggregate amount of quoted investments and market value Rs.6,445.33 crore.

Other contribution is balance amount of transfer from NSE, payable to 25% of NSE's Annual profits as contribution to Core SGF. SEBI vide circular CIR/CFD/FAC/62/2016 dated May 05, 2016 advised Stock Exchange to transfer 25% of its annual profits upto August 2019 to Core SGF and after the same for contribution required by Members and NSE. SEBI vide its letter reference no. SEBI/HCMRDO/IR/NP/25/2014 dated February 12, 2018 has clarified that "Clearing Corporations may adjust incremental requirement of Minimum Required Corpus (MRC) against the interest accrual on an interim basis before taking additional contribution from them."

Further, as per circular dated SEBI/HCMRDO/IR/NP/25/2014 January 08, 2021, SEBI has allowed transfer of excess contribution made by Stock Exchanges from Core SGF of one Clearing Corporation to the Core SGF of another Clearing Corporation in inter-convertible scenario. Accordingly, a sum of Rs.68.35 crore of NSE contribution transferred to other clearing corporation.

Debit to : Capital Gains Reserve Note 12 (b)

- 26 The 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 Company had also earmarked investments amounting to Rs. 250 crores towards the same. During the previous 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.
- 27 Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the 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 Company. The Company 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".
- Major Customer**
Revenue from two major customer (including one related party) is Rs.1,596.34 crores (March 31, 2024 : Rs 1,248.38 crores) which is more than 10% of the total revenue of the Company.
- 28 In compliance with Indian Accounting Standard (Ind AS)-24 - "Related Party Disclosures" notified under section 133 of the Act read with Companies (Accounting Standards) Rules 2015, the required disclosures are given in the table below:

(a) Names of the related parties and related party relationship

Sr. No.	Related Party	Nature of Relationship
1	National Stock Exchange of India Limited (NSEIL)	Holding Company
2	NSE IFSC Clearing Corporation Limited	Subsidiary
3	NSE Investments Limited	Fellow Subsidiary
4	NSE IFSC Limited	Fellow Subsidiary
5	NSE Foundation	Fellow Subsidiary
6	NSE Data & Analytics Limited	Fellow Subsidiary's Subsidiary
7	NSE Academy Limited	Fellow Subsidiary's Subsidiary
8	DEXIT Global Limited (formerly known as NSEIT Limited (upto February 19, 2025))	Fellow Subsidiary's Subsidiary
9	NSE Indices Limited	Fellow Subsidiary's Subsidiary
10	NSE Infotech Services Limited (Under Liquidation)	Fellow Subsidiary's Subsidiary
11	Nusummit Technologies Inc. (formerly known as NSEIT (US) Inc.) (up to September 30, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
12	Aujas Cybersecurity Limited (formerly known as Aujas Networks Limited / Aujas Networks Private Limited) (upto September 27, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
13	Talentsprint Private Limited	Fellow Subsidiary's Subsidiary's Subsidiary
14	TalentSprint Inc.	Fellow Subsidiary's Subsidiary's Subsidiary's Subsidiary
15	Cogencis Information Services Ltd	Fellow Subsidiary's Subsidiary's Subsidiary
16	Nusummit Technologies Private Limited (formerly known as CXIO Technologies Private Limited) (up to September 26, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
17	BFSI Sector Skill Council of India	Holding Company's Associate
18	India International Bullion Holding IFSC Limited	Holding Company's Associate
19	Power Exchange India Limited	Associate of Fellow Subsidiary
20	Protean eGov Technologies Ltd.(Formerly known as NSDL e-Governance Infrastructure Limited) up to November 25, 2024	Associate of Fellow Subsidiary
21	Market Simplified India Limited	Associate of Fellow Subsidiary
22	Receivables Exchange of India Limited	Associate of Fellow Subsidiary
23	Indian Gas Exchange Limited	Associate of Fellow Subsidiary
24	Capital Quant Solutions Private Limited	Associate of Fellow Subsidiary
25	India International Bullion Exchange IFSC Ltd	Holding Company's Associate's Subsidiary
26	NSDL Database Management Limited	Holding Company's Associate's Subsidiary
27	National Securities Depository Limited	Holding Company's Associate
28	NSE Administration & Supervision Limited (w.e.f January 9, 2024)	Fellow Subsidiary
29	NSE Sustainability Ratings & Analytics Limited (w.e.f March 30, 2024)	Fellow Subsidiary's Subsidiary's Subsidiary
30	NSDL Payments Bank Limited	Holding Company's Associate's Subsidiary
31	India International Depository IFSC Limited	Holding Company's Associate's Subsidiary
32	Mr. Abhaya Hota	Key Management personal/Directors
	Mr. Gopalkrishna Hegde	Key Management personal/Directors
	Mr. Jayant Ramaswamy Haritsa	Key Management personal/Directors
	Mr. Golaka Nath	Key Management personal/Directors
	Mrs. Priti Savla	Key Management personal/Directors
	Mr. Yatrik Vin (upto 22.08.2024)	Key Management personal/Directors
	Mr. Ian Desouza (w.e.f 26.09.2024)	Key Management personal/Directors
	Mr. Piyush Chourasia (w.e.f 26.09.2024)	Key Management personal/Directors
	Mr. Vikram Kothari - Managing Director and CEO	Key Management personal/Directors

(b) Details of transaction (including GST wherever levied) with parties are as follows :

(Rs. in Crores)			
Name of the Related Party	Nature of Transactions	Year ended 31.03.2025	Year ended 31.03.2024
National Stock Exchange of India Ltd.	• Clearing and Settlement charges received	1,507.17	1,315.80
	• Usage charges Received	1.66	1.66
	• EBP Platform Usage charges Received	1.05	0.85
	• Usage charges paid	18.17	25.18
	• Contribution received towards Core SGF	220.74	1,937.25
	• Reimbursement paid for expenses on staff on deputation	0.12	2.29
	• Reimbursement paid for other expenses incurred	95.31	81.34
	• Reimbursement received for services Rendered/Asset transferred	4.67	2.52
	• Space & Infrastructure usage Charges paid	19.54	6.81
	• Dividend paid	28.90	22.50
	• Transfer of IT assets	18.20	-
	• SLB - Platform Usage Charges	3.05	-
	• Royalty for Usage of Brand/Logo	29.58	23.68
	• Share Capital	-	1,400.00
	• Outstanding balance – (Credit) / Debit	28.25	69.74
NSE IFSC Clearing Corporation Ltd	• Reimbursement paid for other expenses incurred	-	0.10
	• Outstanding balance – (Credit) / Debit	-	(0.19)
	• Investment in Equity Share Capital (During the year)	-	160.00
	• Investment in Equity Share Capital (Closing Balance)	-	250.00
DEXIT Global Limited (formerly known as NSEIT Limited (upto February 19, 2025))	• Repairs & Maintenance – Clearing & Computer systems	19.81	33.38
	• Outstanding balance – (Credit) / Debit	-	(7.71)
NSE Indices Limited	• Reimbursement of 50% of the one-time cost and annual subscription fees.	-	0.21
	• Outstanding balance – (Credit) / Debit	-	-
Aujas Cybersecurity Limited	• Repairs & Maintenance – Clearing & Computer systems	1.31	0.15
	• Outstanding balance – (Credit) / Debit	-	-
NSE Foundation	• Investment in Equity Share Capital	-	-
	• Contribution towards CSR	1.56	0.07
	• Outstanding balance – (Credit) / Debit	-	-
National Securities Depository Limited	• Depository operation fees	0.17	0.16
	• Outstanding balance – (Credit) / Debit	(0.02)	0.00
Key Management Personnel	Short term employee Benefits *	3.03	2.59
	Post - employment Benefits **	0.09	0.08
	Long term employee Benefits*	0.38	0.37
Directors	Sitting fees/Committee sitting fees:	-	-
	Ms. Priti Savla	0.32	0.33
	Mr. Abhaya Hota	0.41	0.43
	Mr. Gopalkrishna Hegde	0.33	0.37
	Mr. Jayant Ramaswamy Haritsa	0.40	0.41
	Mr. Golaka Nath	0.44	0.44
	Ms.Bhagyam Ramani	-	0.09

* Includes amount paid towards Leave encashment, Medical allowance & Leave Travel allowance and 50% of the variable pay payable after 3 years subject to certain conditions.

** Includes amount paid towards Gratuity.

\$ pertaining to earlier years

** As the liabilities for define benefits plan are provided on actuarial basis for the Company as a whole, the amount pertaining to key managerial person are not included.

*No commitments made during the years to associate concerns and vice versa

- 29 In accordance with Indian Accounting Standard (Ind AS) 33 - "Earning per Share" issued by the Institute of Chartered Accountants of India, the required disclosure is given below.

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by weighted average number of equity shares outstanding during the year.

	Year ended 31.03.2025	Year ended 31.03.2024
Net Profit attributable to Shareholders (Rs. In Crores)	1,625.65	1,314.30
Weighted Average number of equity shares outstanding	1,44,50,00,000	96,72,81,072
Earnings per share of Rs. 10/- each (in Rs.) (Basic) *	11.25	13.59
Earnings per share of Rs. 10/- each (in Rs.) (Diluted) *	11.25	13.59

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the Company remain the same.

There are no instruments (including contingently issuable shares) issued that could potentially diluted basic earnings per share in the future.

* Basic and Diluted earnings per share for the year ended March 31, 2024 presented above has been adjusted retrospectively for the bonus element in respect of Rights issue made in previous year in accordance with Ind AS 33, "Earnings per Share" (Refer note 12 (a))

* For the purpose of calculation of bonus element in respect of rights issue the Book Value has been considered as Fair Value.

30 **Capital commitments :**

Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for Rs. 24.01 crores (Previous Year :Rs.4.70 crores)

31 **Contingent liabilities and Commitments :**

Particulars	31.03.2025	31.03.2024
	(Rs. in Crores)	
a) Claims against the Group not acknowledged as debt	6.34	6.34
b) Income Tax Demands for various assessment years disputed by the Group including penalty and interest thereon	386.47	397.46
c) Indirect Tax Demands plus applicable interest and penalty (matter before CESTAT)	74.20	74.20
Total Contingent Liability	467.01	478.00

Bank Guarantee Rs.8,000 Crores (Previous year Rs.8,000 Crores). (Also refer to Note 39)

For FY 2024-25, the said amount includes Rs. 71.93 crores, Rs.173.36 crores and Rs. 78.50 crores demand raised for AY 2023-24, AY 2022-23 and AY 2020-21 respectively, the assessment order has been passed u/s 143(3) of the Income Tax Act, 1961, wherein for AY 2022-23 the credit for Advance Tax /TDS /TCS of Rs. 145.41 crores was not considered in the computation resulting to levy of interest u/s 234B Rs. 30.39 crores. The Company has filed an appeal to Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi. C816

For FY 2023-24, the said amount includes Rs. 173.36 crores and Rs. 76.89 crores demand raised for AY 2022-23 and AY 2020-21 respectively, the assessment order has been passed u/s 143(3) of the Income Tax Act, 1961, wherein credit for Advance Tax /TDS /TCS of Rs.146.23 crores and Rs 91.47 crores respectively was not considered in the computation resulting to levy of interest u/s 234B Rs. 30.39 crores and Rs 19.51 crores respectively. And on account of demand of Dividend Distribution Tax (DDT) for AY 2020-21 including interest thereon amounting to Rs. 22.98 crores. Further, credit of dividend distribution tax of Rs. 16.65 crores was not considered in the computation resulting levy of interest of Rs. 6.33 crores. The Company has filed an appeal to Commissioner of Income Tax (Appeals), National Faceless Appeal Center, New Delhi.

- 32 The Company's pending litigations comprise of claims against the Company and proceedings pending with Statutory, Regulatory and Tax Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, whenever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position. (Refer note 31)

- 33 In accordance with the relevant provisions of the Companies Act, 2013, the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses as of March 31, 2025 and March 31, 2024.

- 34 a) Exceptional item for the year ended March 31, 2024 represents settlement amount of Rs. Rs. 22.88 crores paid to SEBI pursuant to its settlement order dated June 20, 2023 towards technical glitch occurred on February 24, 2021 resulting in risk management system and clearing and settlement system of the Company and other systems of National Stock Exchange of India (NSE) becoming unavailable leading to a decision to halt the Trading at NSE.

- b) During the previous year ended March 31, 2024, SEBI issued a show cause notice to the 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 Company has taken necessary remedial actions, filed detailed response and consent application with SEBI. In response of the show cause received, Company has filed revised settlement terms with SEBI. The hearing in the Settlement Proceedings have been concluded and as approved by the Board, NCL has filed Revised Settlement Terms (RST) before the internal committee of SEBI. On September 20, 2024, SEBI has intimated the decision of accepting the RST filed by the Company and agreed to settle the matter on payment of Rs.27.13 crores within 30 days from the receipt of the intimation. On October 14, 2024, the subject amount was paid and the same is disclosed as an exceptional item in the financial statements for the year ended March 31, 2025. The settlement order in this regard was received on October 29, 2024.

Pursuant to SEBI, circular SEBI/HO/MRD/TPD-1/P/CIR/2024/132 dated October 01, 2024, pertaining to measures to Strengthen Equity Derivatives Framework for Increased Investors Protection and Market Stability, there was a decline in overall volume of the Index Derivatives and resultant decline in collateral from members which has resulted in decrease in Revenue from Operations with effect from November 20, 2024.

(i) Fair Value Hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value and are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three level prescribed under the accounting standard. An explanation of each level follows underneath the table.

(Rs. in crores)					
Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements At March 31, 2025	Notes	Level 1	Level 2	Level 3	Total March 31, 2025
Financial Assets					
Financial Investments at FVPL					
Mutual Fund - Growth Plan	8	334.08	-	-	334.08
Total Financial Assets		334.08	-	-	334.08
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-
Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements At March 31, 2024					
Financial Assets					
Financial Investments at FVPL					
Mutual Fund - Growth Plan	8	696.08	-	-	696.08
Total Financial Assets		696.08	-	-	696.08
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows:

- Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, exchange traded funds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

- Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, debentures, government securities and commercial papers) is determined using FIDIL valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

There are no transfers between levels 1 and 2 during the period. The Company's policy is to recognise transfers into and transfers out of fair value hierarchy level as at the end of reporting period.

ii) Valuation technique used to determine fair value:

Specific valuation techniques used to value financial instruments include:

- 1) The use of quoted market prices or dealer quotes for similar instruments in case of quoted equity shares, exchange traded funds and mutual funds.
- 2) The fair value of the unlisted equity instruments is determined using the price / book multiple (P/B) multiple approach.
- 3) All of the resulting fair value estimates are included in level 2 except for unlisted equity securities, where the fair values have been determined as per 2 above.

(iii) Fair value measurements using significant unobservable inputs (level 3)

No item falling in level 3 during the restated period.

(iv) Valuation processes:

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO).

B Financial Instruments by category

(Rs. in crores)				
	31-Mar-25		31-Mar-24	
	FVPL	Amortised Cost	FVPL	Amortised Cost
Financial Assets				
Investments				
Fixed Deposits	-	3,027.43	-	2,427.95
Mutual Funds	334.08	-	696.08	-
Trade receivables	-	88.75	-	211.35
Cash and Cash equivalents	-	17,148.20	-	22,298.54
Other financial assets	-	448.30	-	408.21
Total financial assets	334.08	20,712.68	696.08	25,346.05
Core SGF Assets				
Fixed Deposits	-	3,050.88	-	1,192.45
Government securities & Treasury Bills	-	6,434.51	-	5,925.98
Mutual Fund	933.95	-	412.36	-
Other financial assets	-	219.08	-	59.10
Cash and Cash equivalents	-	1,336.30	-	1,225.21
Total financial assets	933.95	11,040.75	412.36	8,402.74
Financial Liabilities				
Deposits	-	2,481.53	-	1,995.25
Lease Liability	-	43.42	-	-
Trade payable	-	49.44	-	21.54
Other financial liabilities	-	15,903.88	-	21,383.42
Total financial Liabilities	-	18,478.26	-	23,400.22

36 FINANCIAL RISK MANAGEMENT

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has constituted a Risk Assessment & Review Committee (RARC), which is responsible for developing and monitoring the Company's risk management policies. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The RARC is supported by Treasury department among others, that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Treasury department activities are designed to:

- protect the Company's financial results and position from financial risks
 - maintain market risks within acceptable parameters, while optimising returns; and
 - protect the Company's financial investments, while maximising returns.
- The Treasury department is responsible to maximise the return on companies internally generated funds.

A MANAGEMENT OF LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintains a conservative funding and investment strategy, with a positive cash balance throughout the year ended March 31, 2025 and March 31, 2024. This was the result of cash generated from operating activities and investing activities to provide the funds to service the financial liabilities on a day-to-day basis.

The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, is retained as cash equivalents (to the extent required), other highly liquid investments and excess is invested in interest bearing term deposits and other highly marketable debt investments including the government securities with appropriate maturities to optimise the returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of the Company's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

(Rs. in crores)							
	Carrying amount	Payable on demand	Less than 3 months	3-6 months	6-12 months	More than 12 months	Total
As at March 31, 2025							
Trade payables	49.44	-	49.44	-	-	-	49.44
Deposits	2,481.53	2,481.53	-	-	-	-	2,481.53
Lease Liabilities	43.42	-	3.31	3.38	7.06	29.67	43.42
Creditor for Capital Expenditure	16.23	-	16.23	-	-	-	16.23
Margins From Members	13,708.01	13,708.01	-	-	-	-	13,708.01
Settlement Obligations payable	2,125.10	2,125.10	-	-	-	-	2,125.10
Other liabilities	54.54	-	54.54	-	-	-	54.54
As at March 31, 2024							
Trade payables	21.54	-	21.54	-	-	-	21.54
Deposits	1,995.25	1,995.25	-	-	-	-	1,995.25
Lease Liabilities	-	-	-	-	-	-	-
Creditor for Capital Expenditure	0.54	-	0.54	-	-	-	0.54
Margins From Members	17,716.05	17,716.05	-	-	-	-	17,716.05
Settlement Obligations payable	3,609.23	3,609.23	-	-	-	-	3,609.23
Other liabilities	57.60	-	57.60	-	-	-	57.60

B MANAGEMENT OF MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
1. PRICE RISK		
The Company is mainly exposed to the price risk due to its investment in mutual funds and exchange traded funds. The price risk arises due to uncertainties about the future market values of these investments.	In order to manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio in accordance with the limits set by the risk management policies.	As an estimation of the approximate impact of price risk, with respect to mutual funds and exchange traded funds, the Company has calculated the impact as follows.
At March 31, 2025, the exposure to price risk due to investment in mutual funds amounted to Rs. 1,268.02 crores (March 31, 2024: Rs. 1,108.44 crores).	The Treasury department maintains a list of approved financial instruments. The use of any new investment must be approved by the Chief Financial Officer.	For mutual funds, a 0.25% increase in prices would have led to approximately an additional Rs. 3.17 crores gain in the Statement of Profit and Loss (2023-24: Rs. 2.77 crores gain). A 0.25% decrease in prices would have led to an equal but opposite effect.

C MANAGEMENT OF CREDIT RISK

Credit risk is the risk of financial loss to the Company if a customer or counter-party fails to meet its contractual obligations.

Trade and other receivables

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse and also on account of member's deposits kept by the company as collateral which can be utilised in case of member default. Further, amount lying in Core settlement Guarantee fund (CSGF) is available for utilisation in case of settlement default by member. All trade receivables are reviewed and assessed for default on a quarterly basis.

Our historical experience of collecting receivables, supported by the level of default, is that credit risk is low.

Revenue from top customer is account for 99% (Previous Year 99%)

Other financial assets

The Company maintains exposure in cash and cash equivalents, term deposits with banks, investments in commercial papers, government securities, investments in mutual funds and exchange traded funds. The Company has diversified portfolio of investment with various number of counter-parties which have secure credit ratings hence the risk is reduced. Individual risk limits are set for each counter-party based on financial position, credit rating and past experience. Credit limits and concentration of exposures are actively monitored by the Company's Treasury department.

The Company's maximum exposure to credit risk as at March 31, 2025 and March 31, 2024 is the carrying value of each class of financial assets as disclosed in note no. 4.5, 6, 8 10 and 11

- 37 a) As per Section 135 of the Act, every Company having net worth of Rs. 500 crores or more or a Turnover of Rs. 1000 crores or more or a Net Profit of Rs. 5 crores or more during any financial year is required to spend at least 2% of its Average Net Profit made during the immediately 3 preceding financial years on the Corporate Social Responsibility (CSR) activities. The details of spending is as given below:

(Rs. in crores)				
Particulars	2024-25	2023-24	2022-23	Total
i Amount required to be spent by the company during the year	19.70	10.65	1.89	32.24
ii Amount of expenditure incurred	0.78	-	0.78	1.56
iii Amount unspent* (Including interest)	18.92	10.65	1.11	30.68
iv Shortfall at the end of the year	-	-	-	-
v Total of previous years shortfall	-	-	-	-
vi Reason for shortfall	NA	NA	NA	NA
vii Provision for Contractual obligation	-	-	-	-

* The unspent amount of Rs. 1.89 Crores pertaining to FY 2022-23 is towards ongoing project and same has been transferred to special account on March 31, 2023 in compliance with section 135(6) of the Companies Act 2013. During the year 2024-25 an amount of Rs. 0.78 crores (includes mobilisation advance of Rs 0.61 crores) has been spent out of same and balance amount of Rs. 1.11 crores.

* The unspent amount of Rs. 10.65 Crores pertaining to FY 2023-24 is towards ongoing project and same has been transferred to special account on March 27, 2024 in compliance with section 135(6) of the Companies Act 2013, a fixed deposit have been placed out of the same and interest on the same will be utilised towards CSR project.

* The unspent amount of Rs. 18.92 Crores pertaining to FY 2024-25 is towards ongoing project and same has been transferred to special account on March 26, 2025 in compliance with section 135(6) of the Companies Act 2013, a fixed deposit have been placed out of the same and interest on the same will be utilised towards CSR project.

viii **Nature of CSR activities :**

NSE Foundation, a Section 8 Company and a subsidiary of National Stock Exchange of India Limited was incorporated in March 2018, as a common CSR function to undertake the CSR activities on behalf of the NSE Group Companies in line with the Group CSR Policy to create consolidated impact and avoid replication/ duplication of activities among the Group Companies. NSE Foundation currently undertakes CSR projects in the focus areas of Primary Education, Safe Drinking Water and Sanitation, Elder Care, Environment Sustainability, Skill Development, Health & Nutrition, Funding to Incubators and Disaster Relief & Rehabilitation.

ix **Details of related party transactions :**

	Current Year	Previous Year
Contribution To NSE Foundation	1.56	0.07

NSE Group incorporated NSE Foundation to undertake CSR activities for the Group. Accordingly, the Company has contributed to NSE Foundation to be spent on CSR activities as stated in the Group CSR policy which has been adopted by the Company as Company's CSR policy.

b) Amount spent / contribution to NSE Foundation towards CSR during the year on:

(Rs. In crores)					
	Particulars		In Cash	Yet to be paid in Cash*	Total
i	Construction / acquisition of any asset	Current Year	-	-	-
		Previous Year	-	-	-
ii	On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2024-25	0.78	18.92	19.70
	On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2023-24	-	10.65	10.65
	On purposes other than (i) above (through Contribution to NSE Foundation)	FY 2022-23	6.73	1.11	7.84

Note 38: Lease Liability**Lease****(i) Amounts recognised in balance sheet**

The balance sheet includes the following amount relating to leases:

Particulars	As at 31.03.2025
Right-of-use-assets	
Buildings	41.74
Total	41.74

Particulars	As at 31.03.2025
Lease liabilities	
Current	13.75
Non Current	29.67
Total	43.42

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amount relating to leases:

Particulars	For the year ended 31.03.2025
Depreciation on ROU Assets	10.58
Interest expenses	2.28
Total	12.86

Statement showing contractual maturities of lease liabilities on an undiscounted basis

Particulars	As at 31.03.2025
Due for	-
Less than one year	16.85
One year to Five years	33.53
More than Five years	-
Total	50.37

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

39 Analytical Ratios

Sr. No.	Ratio	31.03.2025	31.03.2024	% Variance	Reason for variance >25%	Numerator	Denominator
1	Current Ratio	1.09	1.03	5.72	Not Applicable	Current Assets	Current Liabilities
2	Debt –Equity Ratio	0.01	-	-	Due to initial recognition of lease liability	Total Debt (represent lease liability)	Shareholder's Equity
3	Debt Service Coverage Ratio	125.85	-	-	Due to initial recognition of lease liability	Earnings available for debt service (Profit after tax + Depreciation)	Debt Service (Interest and Principal payment including lease payments)
4	Return on Equity (ROE)	50%	59%	(14.80)	Not Applicable	Net Profits after taxes less Pref.Dividend (if any)	Average Shareholder's Equity
5	Inventory Turnover ratio	NA	NA			Cost of goods sold OR sales	Average Inventory
6	Trade Receivables turnover ratio	10.88	9.32	16.78	Not Applicable	Net Credit Sales	Avg. Accounts Receivable
7	Trade payables turnover ratio	9.84	10.85	(9.28)	Not Applicable	Net Credit Purchases	Average Trade Payables
8	Net capital turnover ratio	0.92	1.57	(41.13)	Increase in Working capital	Net Sales	Working Capital
9	Net Profit Ratio	59%	61%	(2.30)	Not Applicable	Net Profit	Total Income
10	Return on capital employed	68%	57%	20.58	Not Applicable	Earning before interest and taxes	Capital Employed =Tangible Net Worth + Total Debt + Deferred Tax Liability
11	Return on investment	7.18%	7.79%	(7.84)	Not Applicable	Income on Investment	Average Investment

- 40 Total bank guarantee provided by NCL in favour of ICCL towards Inter CCP collateral under interoperability framework as prescribed by SEBI as on March 31, 2025 Rs.8,000 crores and March 31, 2024 Rs.8,000 crores.
- 41 For the year ended March 31, 2025 and March 31, 2024, the Company is not required to transfer any amount into the Investor Education & Protection Fund as required under relevant provisions of the Companies Act, 2013.
- 42 The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits has received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code comes into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 43 **Additional Regulatory Information required by Schedule III :**
- (i) **Willful Defaulter**
The Company has not been declared willful defaulter by any bank or financial institutions or government or any government authority.
- (ii) **Relationship with struck off Companies**
The Company has no transactions with the companies struck off under the Companies Act, 2013.
- (iii) **Compliance with approved scheme(s) of arrangements**
The Company has not entered into any scheme of arrangement which has an accounting impact on current of previous financial year.
- (iv) **Utilisation of Borrowed funds and Share premium**
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds by the Company to or in any other person or entity, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (v) **Undisclosed Income**
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (vi) **Details of crypto currency of virtual currency**
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vii) **Valuation of PP&E, intangible asset and investment property**
The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.
- (viii) **Registration of charges or satisfaction with Registrar of Companies**
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- (ix) **Details of Benami Property held**
No proceedings have been initiated on or are pending against the company for holding benami under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and Rule made thereunder.
- (x) **Title deeds of immovable properties not held in name of the company**
There are no immovable properties held in name of the company.
- (xi) **Borrowing secured against current assets**
The Company doesn't have any borrowings from banks and / or financial institutions.
- (xii) **Compliance with number of layer of Companies**
The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (xiii) **Core Investment Company (CIC)**
The Group has one subsidiary company namely NSE Investments Ltd which is a deemed CIC and is not required to be registered with RBI as per the directions laid down in Core Investment Companies (Reserve Bank) Directions, 2016. There are no other CIC in the group.
- (xiv) **Loans or advances to specified persons**
The Company has not granted any loans or advances to promoters, directors, KMPs and related parties either severally or jointly with any other person, that are:
(a) repayable on demand or
(b) without specifying any terms or period for repayment
- 44 Previous year figures have been regrouped / reclassified wherever necessary.

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

PANKAJ JAIN
Partner
Membership No.: 048850

Place : Mumbai
Date : April 25, 2025

For and on behalf of the Board of Directors

ABHAYA HOTA Chairperson [DIN : 02593219]	PRITI SAVLA Director [DIN : 00662996]	VIKRAM KOTHARI Managing Director & CEO [DIN : 07898773]

HARDIK PARIKH
Chief Financial Officer

RAVIN TANK
Company Secretary