

**Compliance Report on Corporate Governance**  
(As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"))



1. Name of Entity: **National Securities Clearing Corporation Limited**  
2. Quarter ending: **September 30, 2017**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) *	Date of Appointment in the current term /cessation	Tenure (Only for Independent Directors) #	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)**	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harun R. Khan	07456806	Chairman (Public Interest Director-Non Executive)	08/09/16	12 months (appointed for 3 years)	1	1	1
Mr.	Salim Gangadharan	06796232	Public Interest Director- Non Executive	03/05/16	16 months (appointed for 3 years)	2	-	-
Mr.	N.K.Maini	00419921	Public Interest Director- Non Executive	25/05/16	16 months (appointed for 3 years)	1	1	-
Mr.	C VR Rajendran	00460061	Public Interest Director- Non Executive	03/05/16	16 months (appointed for 3 years)	1	1	-
Mrs.	Bhagyam Ramani	00107097	Public Interest Director- Non Executive	01/06/17	4 month (appointed for 3 years)	5	5	-
Mr.	T. Venkata Rao	06832502	Managing Director	07/08/14	-	1	-	-



\* The Public Interest Directors are essentially Independent Directors within the meaning of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012.

\*\* NSCCL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report under Regulation 35 of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012.

#To be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit committee	Mr. Harun .R .Khan(PID) Mr. N. K. Maini(PID) Mr. C VR Rajendran(PID)	Chairman - Non-Executive Non-Executive Non- Executive
Nomination & Remuneration Committee	Mr. N. K. Maini(PID) Mr. Harun .R .Khan(PID) Mr. Salim Gangadharan(PID)	Chairman - Non-Executive Non-Executive Non-Executive
Risk Assessment & Review Committee	Mr. Harun R Khan(PID) Mr. N.K.Maini (PID) Mr. C VR Rajendran(PID)	Chairman- Non-Executive Non-Executive Non-Executive

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the relevant quarter	Date(s) of Meeting (if any) in the previous quarter	Maximum gap between any two consecutive (in number of days)
July 14, 2017 August 2, 2017	April 27, 2017 June 15, 2017	48

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IV. Meeting of Committees				
Name of the Committee	Date(s) of the meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
Audit Committee	August 2, 2017	Yes	April 27, 2017	96
Nomination & Remuneration Committee	July 14, 2017 August 2, 2017	Yes	April 27, 2017	77
Risk Assessment & Review Committee	NIL	N.A	NIL	N.A

\*This information has to be mandatorily given for the audit committee, for rest of the committees giving this information is optional. Accordingly, this information is given on a voluntary basis in respect of the other committees when the meetings are held in both the quarters.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit committee	Yes

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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
5. The compliance Report on corporate Governance for the quarter ended September 30, 2017 will be placed before the Board of Directors at the ensuing Board Meeting.

### Name & Designation

T. Venkata Rao  
Managing Director

Amit Amlani  
Chief Financial Officer

R. Jayakumar  
Company Secretary