



ANNEX I

Compliance Report on Corporate Governance to be submitted by a listed entity on quarterly basis

(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"))

1. Name of Listed Entity: NSE Clearing Limited
2. Quarter ending: September 30, 2021

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent / Nominee) &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harun R. Khan	07456806	Chairman (Public Interest Director-Independent-Non Executive)	08/09/2016	08/09/2019	07/09/2022	61	29/07/1954	1	1	2	2
Mr.	Salim Gangadharan	06796232	Public Interest Director-Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	65	13/10/1953	2	1	1	0



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Mr.	Navin Kumar Maini	00419921	Public Interest Director Independent-Non Executive	25/05/2016	25/05/2019	24/05/2022	64	12/02/1955	2	2	3	0
Mr.	C VR Rajendran	00460061	Public Interest Director – Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	65	08/04/1955	2	1	2	0
Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	52	09/01/1952	5	5	5	0
Mr.	Yatrik Vin	07662795	Share Holder Director	27/09/2021	15/08/1966		NA	15/08/1966	1	0	0	0
Mr.	Vikram Kothari	07898773	Managing Director-Executive	07/11/2017	07/11/2020	06/11/2023	NA	12/10/1970	1	0	0	0

Whether Regular chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **No**

\$PAN of any director would not be displayed on the website of Stock Exchange

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

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

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committeemembers	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	YES	Mr. Harun R Khan (PID) Mr. Salim Gangadharan (PID) Mr. C VR Rajendran (PID) Mrs. Bhagyam Ramani (PID)	Chairman (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	January 30, 2019 January 30, 2019 ' January 30, 2019 January 30, 2019	- - - -



2. Nomination & Remuneration Committee	YES	Mr. N.K. Maini (PID) Mr. Harun R Khan (PID) Mr. C.VR Rajendran (PID)	Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent	January 30, 2019 January 30, 2019 January 30, 2019	- - -
3. Risk Management Committee (if applicable)	YES	Mr. Salim Gangadharan (PID) Mr. C VR Rajendran (PID) Mrs. Bhagyam Ramani (PID) Mr. Kapil Seth	Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Independent External Expert	January 30, 2019 January 30, 2019 ' January 30, 2019 June 01, 2020	- - - -
4. Stakeholders Relationship Committee'	YES	Mr. Harun R Khan (PID) Mr. N.K. Maini (PID) Mrs. Bhagyam Ramani (PID)	Chairman (Non-Executive Independent) Non-Executive-Independent Non-Executive-Independent	January 30, 2019 January 30, 2019 ' January 30, 2019	- - -

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
May 05, 2021 June 16, 2021	August 10, 2021 August 23, 2021 September 06, 2021	Yes	6	5	54

* to be filled in only for the current quarter meetings

IV. Meetings of Committees



<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
1.Audit Committee August 10, 2021	Yes	4	4	Audit Committee – May 05, 2021	96
2.Nomination & Remuneration Committee July 15, 2021 and September 06, 2021	Yes	3	3	Nomination & Remuneration Committee – April 23, 2021 and May 27, 2021	52
3.Risk Management Committee August 09, 2021	Yes	3	3	Risk Management Committee – May 04, 2021	96
4.Stakeholder Relationship Committee	NA	NA	NA	Stakeholder Relationship Committee	NA

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional
 **to be filled in only for the current quarter meetings

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <i>refer note below</i>
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

Note:

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

VI. Affirmations



1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.:**Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (as applicable)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here. **The Compliance report on Corporate Governance for the quarter ended June 30, 2021 was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended September 30, 2021 will be placed before the Board of Directors at the ensuing Board Meeting.**

Name & Designation

Sd/
Vikram Kothari
Managing Director

Sd/
Amit Amlani
Chief Financial Officer

Sd/
Chirag S Nagda
Company Secretary

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given



ANNEX III

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
Note 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here. 3 If the Listed Entity would like to provide any other information the same may be indicated here.		



ANNEX IV

Half year ending – September 30, 2021

I. Disclosure of Loans / guarantees / comfort letters / securities etc. ^{refer note below}			
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	-	-	
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	
KMPs or any other entity controlled by them	-	-	
(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	
Directors (including relatives) or any other entity controlled by them	-	-	-



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		-	-	-
	KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.- **Not applicable**

Name & Designation

Sd/

Amit Amlani

CFO



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Note

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

Date: October 21, 2021