



Compliance report on Corporate Governance

(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, 2020

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 Directors hip in listed entities including this listed entity. [in reference to proviso to regulation	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing	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	6 years	29/07/1954	2	2	3	2
Mr.	Salim Gangadhara n	06796232	Public Interest Director-Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	6 years	13/10/1953	2	1	1	-
Mr.	Navin Kumar Maini	00419921	Public Interest Director-Independent-Non Executive	25/05/2016	25/05/2019	24/05/2022	6 years	12/02/1955	2	2	3	-
Mr.	C VR Rajendran	00460061	Public Interest Director – Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	6 years	08/04/1955	2	1	2	-



NSE

Clearing



Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-Non Executive	01/06/2017	01/06/2020	31/05/2023	6 years	09/01/1952	5	5	7	-
Mr.	J. Ravichandran	00073736	Shareholder Director – Non Executive	17/11/2017	26/06/2019	Retired at the 25 th Annual General Meeting held on July 16, 2020	NA	27/03/1961	-	-	-	-
Mr.	K S Somasundaram	08785903	Shareholder Director – Non Executive	17/08/2020	-	Upto 26 th Annual General Meeting	NA	02/08/1971	1	-	-	-
Mr.	Vikram Kothari	07898773	Managing Director-Executive	07/11/2017	-	06/11/2020	NA	12/10/1970	1	-	-	-
		Whether Regular chairperson appointed: Yes										
		Whether Chairperson is related to managing director or CEO: No										
		<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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</i></p> <p><i>* 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.</i></p>										



II. Composition of Committees					
<i>Name of Committee</i>	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	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.V Rajendran (PID) Mr. M. V. Nair Mr. Parveen Kumar Gupta	Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Independent External Expert (for limited purpose of selection of Managing Director) Independent External Expert (for limited purpose of selection of Managing Director)	January 30, 2019 January 30, 2019 January 30, 2019 June 12, 2020 June 12, 2020	- - - August 28, 2020 August 28, 2020
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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
June 09, 2020 June 17, 2020	July 29, 2020 August 13, 2020 August 28, 2020	Yes	6	5	41
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee – July 29, 2020	Yes	4	4	Audit Committee- June 17, 2020	41
2. Nomination & Remuneration Committee – August 14, 2020 August 21, 2020 August 27, 2020	Yes	3	3	Nomination & Remuneration Committee – June 09, 2020 June 16, 2020	58
3. Risk Management Committee – July 28, 2020	Yes	3	3	Risk Management Committee – June 16, 2020	41
4. Stakeholder Relationship Committee – July 28, 2020	Yes	3	3	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) refer note below	
Whether prior approval of audit committee obtained				Yes	



Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
Note: 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-compliance may be given here.	
VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: Yes 2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: Yes <ol style="list-style-type: none"> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee Risk management committee (applicable to the top 500 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. This report and/or the report submitted in the previous quarter has been placed before Board of Directors: The Compliance Report on Corporate Governance for the quarter ended June 30, 2020 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended September 30, 2020 will be placed before the Board of Directors at the ensuing Board Meeting. Any comments/observations/advice of the board of directors may be mentioned here: None	
Name & Designation	
Sd/- Vikram Kothari Managing Director	Sd/- Amit Amlani Chief Financial Officer
	Sd/- Chirag S Nagda Company Secretary

Date: October 14, 2020

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.



Format to be submitted by listed entity at the end of 6 months after end of financial year along-with the second quarter's report of next financial year

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.		
Name & Designation <div> <div>Sd/-</div> <div>Vikram Kothari Managing Director</div> </div> <div> <div>Sd/-</div> <div>Amit Amlani Chief Financial Officer</div> </div> <div> <div>Sd/-</div> <div>Chirag S Nagda Company Secretary</div> </div>		

Date: October 14, 2020