



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: December 31, 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 * (In months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Harun R. Khan	07456806	Chairman (Public Interest Director-Independent-Non Executive)	08/09/2016	08/09/2019	07/09/2022	52	29/07/1954	2	2	2	2
Mr.	Salim Gangadhara n	06796232	Public Interest Director-Independent-Non Executive	03/05/2016	03/05/2019	02/05/2022	56	13/10/1953	2	1	1	-



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Mr.	Navin Kumar Maini	00419921	Public Interest Director-Independent-Non Executive	25/05/2016	25/05/2019	24/05/2022	55	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	56	08/04/1955	2	1	2	-
Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-Non Executive	01/06/2017	01/06/2020	31/05/2023	43	09/01/1952	5	5	7	-
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	07/11/2020	06/11/2023	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					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Harun R Khan (PID) Mr. Salim Gangadharan (PID) Mr. C VR Rajendran (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)	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	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	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
July 29, 2020 August 13, 2020 August 28, 2020	October 28, 2020	Yes	7	5	60
* to be filled in only for the current quarter meetings					
IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
1. Audit Committee – October 28, 2020	Yes	4	4	Audit Committee- July 29, 2020	90
2. Nomination & Remuneration Committee – December 15, 2020	Yes	3	3	Nomination & Remuneration Committee – August 14, 2020 August 21, 2020 August 27, 2020	109
3. Risk Management Committee# – October 27, 2020	Yes	3	3	Risk Management Committee – July 28, 2020	90
4. Stakeholder Relationship Committee –	N.A.	N.A.	N.A.	Stakeholder Relationship Committee – July 28, 2020	N.A.
# Risk Management Committee comprises of 3 PID's (Independent Directors) and one Independent External Person as per SCR (SECC) Regulations, 2018 applicable to NSE Clearing Limited					
* This information has to be mandatorily 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 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. 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 September 30, 2020 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended December 31, 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: January 15, 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.