

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 (Formerly known as National Securities Clearing Corporation Limited)
2. Quarter ending: December 31, 2019

| 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 | 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 | - |

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|------|-------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|------------|------------|----------------------------------------------|---------|------------|---|---|---|---|
| Mr. | Navin Kumar Maini | 0041 9921 | 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 | 0046 0061 | Public Interest Director – Independent-Non Executive | 03/05/2016 | 03/05/2019 | 02/05/2022 | 6 years | 08/04/1955 | 2 | 1 | 2 | - |
| Mrs. | Bhagyam Ramani | 0010 7097 | Public Interest Director – Independent-Non Executive | 01/06/2017 | - | 31/05/2020 | 3 years | 09/01/1952 | 5 | 5 | 7 | - |
| Mr. | J. Ravichandran | 0007 3736 | Shareholder Director – Non Executive | 17/11/2017 | 26/06/2019 | Upto 25 th Annual General Meeting | NA | 27/03/1961 | 1 | - | 1 | - |
| Mr. | Vikram Kothari | 0789 8773 | 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>\$PAN of any director would not be displayed on the website of Stock Exchange</p> <p>&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</p> <p>* 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.</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) 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. CV 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) Prof. Ananth Narayan(IE) | Chairman (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Independent External Expert | January 30, 2019 January 30, 2019 January 30, 2019 January 30, 2019 | - - - - |
| 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) |
|-----------------------------------------------------|-----------------------------------------------------|------------------------------------|------------------------------|------------------------------------------|-------------------------------------------------------------|
| July 31, 2019 | November 06, 2019 | Yes | 7 | 5 | 97 |

* 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 – November 06, 2019 | Yes | 4 | 4 | Audit Committee- July 31, 2019 | 97 |
| 2. Nomination & Remuneration Committee – November 05, 2019 | Yes | 3 | 3 | Nomination & Remuneration Committee – July 30, 2019 | 97 |
| 3. Risk Management Committee – November 05, 2019 | Yes | 3 | 3 | Risk Management Committee - July 30, 2019 | 97 |
| 4. Stakeholder Relationship Committee – | NA | NA | NA | Stakeholder Relationship Committee – July 31, 2019 | 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 |

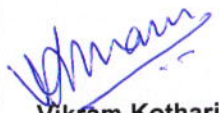


Note:

- 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.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: **Yes**
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015: **Yes**
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders Relationship Committee
 - Risk management committee (applicable to the top 500 listed entities)
- 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**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors: **Yes**
Any comments/observations/advice of the board of directors may be mentioned here: **None**

Name & Designation

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
|  Vikram Kothari Managing Director |  Amit Amlani Associate Vice President & Chief Financial Officer |  R. Jayakumar Sr. Vice President & Company Secretary |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|

Date: January 07, 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