

Independent Auditor's Review Report on quarterly consolidated unaudited financial results pursuant to the Regulation 33(1) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

**Review Report to
The Board of Directors
NSE Clearing Limited**

Introduction

1. We have reviewed the accompanying Statement of Consolidated Unaudited Financial Results of **NSE Clearing Limited** (the "Parent Company") and its subsidiary (the Parent Company and its subsidiary together referred to as "the Group"), for the quarter ended June 30, 2021 together with the related notes thereon ("the Statement"), being submitted by the Parent Company pursuant to the requirement of Regulation 33 of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018 (the "SECC Regulations"), as amended from time to time, read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations, 2015"), as amended from time to time and SEBI Circulars.
2. This Statement is the responsibility of the Parent Company's Management and approved by the Parent Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013, and other recognized accounting practices and policies, and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

Scope of review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.



4. The Statement includes the results of the following entity:

Sr. No.	Name of the Entity	Relationship
1	NSE IFSC Clearing Corporation Limited	Subsidiary

Conclusion

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review report of the other auditors referred to in paragraph 6(i) below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SECC Regulation read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and relevant circulars issued thereunder including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

6. i) We did not review the unaudited financial results of a subsidiary included in the consolidated unaudited financial results, whose financial results, before consolidation adjustments, reflect total revenues of Rs.0.12 crore, total net loss after tax of Rs. 2.38 crore and total comprehensive loss of Rs. 1.79 crore for the quarter ended June 30, 2021, as considered in the consolidated unaudited financial results. These financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on the report of the other auditors and the procedures performed by us as stated in paragraph 3 above.
- ii) The Statement includes the consolidated unaudited financial results for the quarter ended March 31, 2021 being the balancing figure between audited figures in respect of the full financial year ended March 31, 2021 and the year to date unaudited figures upto the third quarter ended December 31, 2020 which were subjected to review by us.

Our conclusion on the Statement is not modified in respect of the above matters.



Place: Mumbai
Date: August 10, 2021

For **Khandelwal Jain & Co.**
Chartered Accountants
Firm Registration No. 105049W
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R RAJKUMAR JAIN
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NARENDRAKUMAR RAJKUMAR
JAIN
Date: 2021.08.10 18:24:15 +05'30'
Narendra Jain
Partner
Membership No. 048725
UDIN: 21048725AAAACY6130

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2021

(Rs. in Crore)

Sr. No.	PARTICULARS	Quarter ended			Year ended
		June 30, 2021	March 31, 2021	June 30, 2020	March 31, 2021
		Unaudited	Unaudited	Unaudited	Audited
1	Income				
	Revenue from Operations				
	a) Income from Operations	92.68	95.64	55.58	291.95
	b) Other Operating Revenues	53.99	54.65	45.24	209.79
	Other income	11.92	13.81	15.02	54.08
	Total Income	158.59	164.10	115.84	555.82
2	Expenditure				
	(a) Employee benefits expenses	10.54	9.15	9.65	36.61
	(b) Depreciation and amortisation expenses	4.82	5.10	3.21	15.25
	(c) Space & Infrastructure Usage Charges	5.94	8.21	6.57	27.30
	(d) Technology related Expenses	18.27	17.17	10.44	53.80
	(e) Other expenses	9.99	11.82	5.83	38.49
	Total Expenses	49.56	51.45	35.70	171.45
	Profit before exceptional items (1-2)	109.03	112.65	80.14	384.37
	Add/(Less) : Exceptional Items (refer Note 6)				
	Reversal of Provision/(Provision) for Impairment of Intangible assets under Settlement compensation	68.23	(68.23)	-	(68.23)
		15.63	-	-	-
3	Profit before Tax (1- 2)	192.89	44.42	80.14	316.14
4	Less : Tax expenses				
	Current tax	31.56	31.82	24.28	115.84
	Deferred tax	0.97	1.85	(0.18)	(1.02)
	Total tax expenses	32.53	33.67	24.10	114.82
5	Profit for the period (3-4)	160.36	10.74	56.04	201.31
6	Other comprehensive Income (Net)				
	<i>Items that will be reclassified to profit or loss</i>				
	Changes in foreign currency translation reserve	0.60	0.35	0.07	(1.50)
	<i>Items that will not be reclassified to profit or loss</i>				
	Remeasurements of post-employment benefit obligations	(0.62)	0.40	(0.69)	(0.15)
	<i>Income tax relating to items that will not be reclassified to profit or loss</i>				
	Tax Remeasurements of post-employment benefit obligations	0.15	(0.09)	0.20	0.04
	Total Other Comprehensive Income for the year	0.13	0.66	(0.42)	(1.61)
7	Total comprehensive Income for the period (5+6)	160.49	11.40	55.62	199.70
8	Paid-up equity share capital (Face value Rs. 10 per share)	45.00	45.00	45.00	45.00
9	Reserves (excluding Revaluation Reserve)				623.27
10	Earnings per Share (EPS) (before contribution to Core SGF)				
	(a) Basic (Rs.)	35.64*	2.39*	12.45*	44.74
	(b) Diluted (Rs.)	35.64*	2.39*	12.45*	44.74
	* Not annualised				



Notes:

- 1 The above unaudited consolidated financial results for the quarter ended June 30, 2021 have been reviewed by the Audit Committee and approved by the Board of Directors in their respective meeting held on August 10, 2021.
- 2 The consolidated financial results represent the results of Business Operations of NSE Clearing Limited (Holding Company) and its subsidiary company NSE IFSC Clearing Corporation Limited (wholly owned Subsidiary Company).
- 3 The figures of quarter ended March 31, 2021 are the balancing figures between the audited figures in respect of the full financial year 2020-21 and the published year to date figures upto the third quarter of the financial year 2020-21 which were subjected to review by Statutory Auditors.
- 4 The Company in its annual general meeting held on August 09, 2021 has approved the payment of Dividend for the financial year ended March 31, 2021 of Rs. 10/- per equity share of Rs. 10/- each which was proposed by Board of Directors on May 05, 2021.
- 5 a) Securities and Exchange Board of India, vide circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014, inter alia, has issued norms related to the computation and Minimum Required Contribution (MRC) to the Core Settlement Guarantee Fund by the Clearing Corporation (minimum 50%), Stock Exchange (minimum 25%) and members (maximum 25%). Further SEBI vide circular CIR/CFD/FAC/62/2016 dated May 05, 2016 advised Stock Exchange to transfer 25% of its annual profits to Core SGF. Accordingly, total Core SGF as on June 30, 2021 is Rs. 3630.67 crores.

	CM	FO	CD	Debt	TRI Party	Commodity	Other	Total
NSE Clearing Ltd's contribution(NCL)	107.00	672.00	96.00	3.00	8.50	5.00	-	891.50
National Stock exchange of India Ltd 's (NSE)'Contribution	54.00	336.00	48.00	1.00	8.50	2.50	327.51	777.51
Contribution by NSE on behalf of Member	53.00	336.00	48.00	-	-	2.50	-	439.50
BSE Limited's Contribution	4.36	0.05	12.24	-	-	-	-	16.64
Metropolitan Stock Exchange of India 's Contribution	-	-	1.13	-	-	-	-	1.13
Penalty	131.05	761.81	38.81	-	-	0.09	-	931.76
Income on Investments	48.66	483.57	21.77	0.97	3.68	1.57	12.41	572.63
Total	398.07	2,589.42	265.95	4.97	20.68	11.66	339.92	3,630.67

- NCL's own contribution to Core SGF for the quarter ended June 2021, March 2021 and June 2020 are Rs.NIL, Rs. NIL and Rs.28.20 crores respectively and for the Year ended March 2021 is Rs.28.20 Crores which have been appropriated out of the profits.
- b) Further, SEBI vide circular no. SEBI/HO/MRD/DSA/ CIR / P/2016/125 dated November 28, 2016 has issued norms for set up of a fund and norms with respect to the minimum corpus of such fund to guarantee the settlement of trades executed in the stock exchanges in International Financial Service Centre (IFSC). Accordingly, the total Core SGF as on June 30, 2021 of Subsidiary NSE IFSC Clearing Corporation (NICCL) was Rs.10.44 crores comprising of Rs.9.95 crores contributed by NICCL by appropriating reserves / profits, fines & penalties collected by NICCL amounting to Rs.0.03 crores and an amount of Rs 0.46 crores being Income from investments of Core SGF funds which have been credited to Core SGF. Further, NSE IFSC Clearing Corporation Limited contribution to its Core SGF for the quarter ended June 2021, March 2021, June 2020 amounted to NIL, NIL and Rs. 0.50 crores respectively and for Year ended March 2021 amounted to Rs. 1.00 Crore.
- c) The Holding Company had received approval from SEBI to start clearing & settlement activities in Commodity Derivatives and commenced operations w.e.f. October 12, 2018. As required by SEBI, an amount of Rs.250 crores has been earmarked towards a separate fund to augment Settlement Guarantee Fund for Commodity Derivatives by way of appropriation from General Reserves. Further, the Holding Company has also earmarked investments amounting to Rs. 250 crores towards the same.
- 6 During the quarter ended June 30, 2021 contract pertaining to Holding Company for the clearing and settlement system was terminated and an amount of Rs.83.86 crores was received towards the same. Accordingly, provision for impairment of intangible asset under development pertaining to the said contract made in quarter and year ended March 2021 amounting to Rs.68.23 crores has been reversed and the balance amount of Rs.15.63 crores is treated as settlement compensation. The same have been considered as exceptional items.
- 7 Total bank guarantee provided by NCL in favour of Indian Clearing Corporation Limited (ICCL) by Holding Company towards Inter CCP collateral under interoperability framework as prescribed by SEBI as on June 30, 2021 stood at Rs.1000 crores (as on June 30, 2020 Rs. 500 crores and as on March 2021 Rs. 1000 crores).
- 8 As per section 115BAA of the Income Tax Act, 1961, existing domestic companies can exercise the option to pay tax at a concessional rate of 22% plus applicable surcharge and cess. The reduced tax rates come with the consequential surrender of specified deductions/incentives. Once exercised, such an option cannot be withdrawn for the same or subsequent Assessment Years. The provision for current and deferred taxes for the quarter ended June 30, 2021 has been recognised on the basis of the Holding Company availing such option to pay income tax at lower rate as per section 115BAA. Accordingly, tax expenses for the quarter ended June 30, 2021 include tax credit of Rs.12.70 crores resulting from remeasurement of current tax provision and deferred tax balances by applying such reduced tax rate.
- 9 Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Holding Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the Holding Company. The Group operates only in one Business Segment i.e. facilitating Clearing & Settlement in securities and the activities incidental thereto, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".
- 10 The Coronavirus (COVID-19) outbreak is an unprecedented global situation, declared as a 'pandemic' by World Health Organisation. Based on the Group's current assessment, the impact of COVID-19 on its operations and the resultant financial performance is not likely to be significant. The Group has also made an assessment of its liquidity position for a period of at least one year from the balance sheet date, of the recoverability and carrying values of its assets and ability to pay its liabilities as they become due and effectiveness of internal financial controls as at the balance sheet date and is of the view that there is no material impact or adjustments required to be made in these financial results. The impact assessment of COVID-19 may be different from that presently estimated and the Group will continue to evaluate any significant changes to its operations and its resultant impact on the financial performance.
- 11 The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits has received Presidential assent on in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code comes into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 12 Figures for Previous period / years are regrouped, reclassified and rearranged wherever necessary.

Place : Mumbai
Date : August 10, 2021

For and on behalf of Board of Directors
NSE CLEARING LIMITED

VIKRAM KOTHARI
Managing Director
[DIN : 07898773]

