

## NSE Clearing Limited

### Circular

| Department: Compliance          |                        |
|---------------------------------|------------------------|
| Download Ref No: NCL/CMPL/70689 | Date: October 07, 2025 |
| Circular Ref. No: 31/2025       |                        |

To All Clearing Members (Clearing for other Stock-Broker and/or Custodial Participants Code)

#### **Sub: Submission of Half Yearly Internal Audit Report by Clearing Members for half year ended September 30, 2025**

This is further to NCL circular no. NCL/CMPL/61288 dated March 22, 2024, NCL circular no. NCL/CMPL/61662 dated April 22, 2024, NCL circular no. NCL/CMPL/64520 dated October 11, 2024, NCL circular no. NCL/CMPL/67482 dated April 07, 2025 and NCL/CMPL/68213 dated May 27, 2025 wherein all Clearing Members are required to carry out and complete Internal Audit for the half year ended September 30, 2025.

In view of the above, Clearing Members are advised to submit the Internal Audit Report on or before November 30, 2025 through the portal of NCL <https://ims.connect2nsccl.com/NCLMemberPortal/>, in the prescribed format and comply with the regulatory requirements to avoid any penalties/disciplinary actions for late/non-submission of the Internal Audit Report. Detailed manual for submission of Internal Audit Report - Annexure A and B.

Members shall comply with the provisions pertaining to Appointment and Rotation of Internal auditors as prescribed by SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD2/CIR/P/2016/95 dated September 26, 2016.

Further, Internal Auditors are advised to take note of below while carrying out the Audit:

1. In cases where samples have been prescribed, auditors are required to procure the data from the clearing members. Auditors are advised to refer Annexure III carefully before initiating the audit. The samples for parameters/ criteria shall be as per the "Guidelines on sample selection" prescribed in Annexure III and the data required for the same may be sourced from the member.
2. For each "Not complied" observation, wherever applicable, the auditor shall mandatorily provide the "no. of instances verified" and "Amount/value involved where noncompliance is observed" while submitting the Report. Further, for each "Not Applicable" Points, appropriate justifying remarks are mandatory to be provided.

3. Internal auditors are required to give the details of the sample verified (sample date, shortlisted sample etc) wherever applicable. The formats for the same are given in Annexure V.
4. The Internal Audit Certificate (Annexure I) should be digitally signed by the auditor.
5. The Annexure II shall be submitted in excel file and as a PDF document. The PDF version of Annexure II shall be digitally signed by both the auditor and the clearing member along with management comments of the clearing member.
6. Auditors are also required to provide the compliance status of observations of previous inspections/internal audit and provide the comments at Point No. K of the internal audit checklist.

Please find enclosed the following Annexures applicable for the Internal Audit Report for half year ended September 30, 2025:

- Internal Audit Certificate - Annexure I
- Annexure II (Excel File-"IARNCLSEP25")
- Guidelines on sample selection & other points to be noted - Annexure III
- List of indicative SEBI/NCL/NSE circulars-Annexure IV
- List of samples verified - Annexure V

7. Please note that the internal audit report with complete annexures shall be treated as valid submission to NCL.

Further, as advised by SEBI and to enhance the ease of doing compliance and reduce operational difficulties faced by Members/Audit Firms, it has been decided that the auditors empanelled with any of the Exchange(s), shall be eligible to conduct internal audit of the Clearing Members of any of the Clearing Corporations.

Clearing members undertaking clearing activities for atleast one trade during the period from April 01, 2025 to September 30, 2025 for other stock-brokers and/or for custodian participants code (their direct trading clients or otherwise) are required to carry out Internal Audit and submit the report through the portal of NCL.

It is to be noted that the due date to submit the Internal Audit Report is within two months from the end of the half year ended September 30, 2025 that is November 30, 2025.

The penalties/disciplinary actions for late/non-submission of the Internal Audit Report shall be as per NCL/CMPL/ 58437 dated September 18, 2023. The penalties/disciplinary action for non compliances reported in the Internal Audit Report shall be as prescribed by NCL circular no. NCL/CMPL/49286 dated August 13, 2021 or NCL/CMPL/ 59930 dated December 26, 2023 or any other relevant circular that may be issued by NCL from time to time.

For and on behalf of

**NSE Clearing Limited**

Shivani Dalvi  
Associate Vice President

In case of any clarifications, Members/Internal Auditors may contact on below:

| Telephone No  | Email id                  |
|---------------|---------------------------|
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