



Compliance Report on Corporate Governance to be submitted by a listed entity on quarterly basis

(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, 2021

I. Composition of Board of Directors												
Title (Mr . / Ms)	Name of the Director	PAN ^s & 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 postof 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-NonExecutive)	08/09/2016	08/09/2019	07/09/2022	64	29/07/1954	2	2	2	2
Mr.	Salim Gangadharan	06796232	Public Interest Director-Independent-NonExecutive	03/05/2016	03/05/2019	02/05/2022	68	13/10/1953	2	1	1	-
Mr.	Navin Kumar Maini	00419921	Public Interest Director Independent-NonExecutive	25/05/2016	25/05/2019	24/05/2022	67	12/02/1955	2	2	2	-



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Mr.	C VR Rajendran	00460061	Public Interest Director – Independent-NonExecutive	03/05/2016	03/05/2019	02/05/2022	68	08/04/1955	2	1	2	-
Mrs.	Bhagyam Ramani	00107097	Public Interest Director – Independent-NonExecutive	01/06/2017	01/06/2020	31/05/2023	55	09/01/1952	5	5	5	-
Mr.	Yatrik Vin	07662795	Share Holder Director	27/09/2021	-	Upto 27 th Annual General Meeting	NA	15/08/1966	1	-	-	-
Mr.	VikramKothari	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>



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II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ^s	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.VR 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) 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. Stakeholder's 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)
August 10, 2021	October 27, 2021	Yes	7	5	49
August 23, 2021	December 16, 2021				
September 06, 2021					
* 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 27, 2021	Yes	4	4	Audit Committee – August 10, 2021	77
2.Nomination & Remuneration Committee -	-	-	-	Nomination & Remuneration Committee – July 15, 2021 and September 06, 2021	-
3.Risk Management Committee# October 26, 2021	Yes	3	3	Risk Management Committee – August 09, 2021	77
4.Stakeholder Relationship Committee October 18, 2021	Yes	3	3	Stakeholder Relationship Committee	-
* 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					
# 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					
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 (as applicable)
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. Any comments/observations/advice of the board of directors may be mentioned here. **The Compliance report on Corporate Governance for the quarter ended September 30, 2021, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended December 31, 2021 will be placed before the Board of Directors at the ensuing Board Meeting.**

Name & Designation

Vikram Kothari
Managing Director

Amit Amlani
Chief Financial Officer

Chirag S Nagda
Company Secretary

Date: January 13, 2022

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