

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 (NCL)
2. Quarter ending: June 30, 2024

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* (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.	Abhaya Hota	02593219	Chairman Public Interest Director- Independent - Non-Executive	06/04/2023	-	05/04/2026	15	04/08/1956	3	3	3	2
Mr.	Gopalkrishna Hegde	09515748	Public Interest Director Independent - Non-Executive	17/06/2022	-	16/06/2025	25	01/05/1954	1	1	2	-

Mr.	Jayant Haritsa	09524601	Public Interest Director Independent - Non-Executive	17/06/2022	-	16/06/2025	25	10/03/1964	1	1	2	1
Mrs.	Priti Savla	00662996	Public Interest Director – Independent - Non-Executive	05/04/2023	-	04/04/2026	15	13/09/1977	3	3	4	2
Mr.	Golaka Nath	09750678	Public Interest Director - Independent - Non-Executive	17/11/2022	-	16/11/2025	20	15/03/1960	1	1	-	-
Mr.	Yatrik Vin	07662795	Non-Independent Director	27/09/2021	-	Upto 29 th Annual General Meeting	NA	15/08/1966	1	-	6	2
Mr.	Vikram Kothari	07898773	Managing Director & CEO - Executive	07/11/2017	07/11/2020 07/11/2023	06/11/2027	NA	12/10/1970	1	-	1	-

Whether Regular chairperson appointed: **Yes**

Whether Chairperson is related to managing director or CEO: **No**

\$PAN of any director would not be displayed on the website of Stock Exchange

& 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

** 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.*

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	Mrs. Priti Savla (PID) Mr. G S Hegde (PID) Mr. Jayant Haritsa (PID) Mr. Abhaya Hota (PID)	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	April 11, 2023 Sept. 15, 2022 April 11, 2023 April 11, 2023	- - - -
2. Nomination & Remuneration Committee	Yes	Mr. G S Hegde (PID) Dr. Golaka Nath (PID) Mr. Jayant Haritsa (PID) Mr. Abhaya Hota (PID)	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	Sept. 15, 2022 April 11, 2023 June 23, 2022 April 11, 2023	- - - -
3. Risk Management Committee	Yes	Mr. Abhaya Hota (PID) Mr. Jayant Haritsa (PID) Dr. Golaka Nath (PID) Mrs. Priti Savla (PID) Mr. Kapil Seth	Chairperson (Non-Executive-Independent) Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Independent External Expert	April 11, 2023 Sept. 15, 2022 Jan. 23, 2023 April 11, 2023 June 01, 2020	- - - - -
4. Stakeholder's Relationship Committee	Yes	Mr. Jayant Haritsa (PID) Mr. GS Hegde (PID) Mr. Vikram Kothari (MD&CEO) Mrs. Priti Savla (PID)	Chairperson (Non-Executive Independent) Non-Executive-Independent Executive Director Non-Executive-Independent	Sept. 15, 2022 June 23, 2022 June 23, 2022 June 04, 2023	- - - -

\$ 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 Meetings (in number of days)
January 02, 2024	April 15, 2024	Yes	7	5	40 days
January 19, 2024	April 30, 2024	Yes	7	5	
January 20, 2024	-	-	-	-	
March 06, 2024	-	-	-	-	

** 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*
Audit Committee					
April 30, 2024	Yes	4	4	March 06, 2024	55 days
				January 20, 2024	
Nomination & Remuneration Committee					
April 15, 2024	Yes	4	4	January 20, 2024	86 days
April 26, 2024	Yes	4	4		
Risk Management Committee[#]					
April 26, 2024	Yes	4	4	January 18, 2024	99 days
Stakeholder Relationship Committee					
-	-	-	-	-	-
* This information has to 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 4 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. The Compliance report on Corporate Governance for the quarter ended March 31, 2024, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended June 30, 2024 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.		
Name & Designation		
Vikram Kothari Managing Director & CEO	Hardik Parikh Chief Financial Officer	Ravin Tank Company Secretary

Date: July 19, 2024

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

Cyber Security Incident Disclosure pursuant Regulation 27 (2) (ba) as per SEBI Notification no. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023

Details of Cyber Security Incident for the quarter ended June 30, 2024	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breached or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
No cyber security incident occurred in the last quarter.	