

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: December 31, 2023

I. Composition of Board of Directors												
Title (Mr. / Ms.)	Name of the Director	PANS & 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.	Abhaya Hota	02593219	Chairman (Public Interest Director-Independent-NonExecutive)	06/04/2023	-	05/04/2026	9	04/08/1956	3	3	3	2
Mr.	G S Hegde	09515748	Public Interest Director Independent-NonExecutive	17/06/2022	-	16/06/2025	19	01/05/1954	1	1	2	-
Mr.	Jayant Haritsa	09524601	Public Interest Director Independent-NonExecutive	17/06/2022	-	16/06/2025	19	10/03/1964	1	1	2	1

Mrs.	Priti Savla	00662996	Public Interest Director – Independent-NonExecutive	05/04/2023	-	04/04/2026	9	13/09/1977	3	3	5	2
Mr.	Golaka Chandra Nath	09750678	Public Interest Director – Independent-Non-Executive	17/11/2022	-	16/11/2025	14	15/03/1960	1	1	-	-
Mr.	Yatrik Vin	07662795	Non-Independent Director(NID)/ Share Holder Director(SHD)	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	-

Note – SEBI Vide its letter dated November 06, 2023 approved re-appointment of Mr. Vikram Kothari as Managing Director of the Company for further period of 4 years.

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>

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	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	September 15, 2022 April 11, 2023 June 23, 2023 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) 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	- - - -
<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>					

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)
July 21, 2023	October 21, 2023	Yes	7	5	50 days
August 31, 2023	November 06, 2023	Yes	6	5	
* 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					
October 21, 2023	Yes	4	4	July 21, 2023	60 days
Nomination & Remuneration Committee					
October 19, 2023	Yes	4	4	July 20, 2023	48 days
November 06, 2023	Yes	4	4	August 01, 2023	
				August 07, 2023	
				August 20, 2023	
				August 31, 2023	
Risk Management Committee[#]					
October 19, 2023	Yes	4	4	July 20, 2023	87 days
December 18, 2023	Yes	4	4	August 31, 2023	
Stakeholder Relationship Committee					
November 06, 2023	Yes	4	3	-	-
* 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 September 30, 2023, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended December 31, 2023 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

Amit Amlani
Chief Financial Officer

Ravin Tank
Company Secretary

Date: January 12, 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 December 31, 2023	
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.	