

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U67120MH1995PLC092283

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACN2642L

(ii) (a) Name of the company

NSE CLEARING LIMITED

(b) Registered office address

EXCHANGE PLAZA C-1 BLOCK GBANDRA KURLA COMPLEX  
BANDRA EAST  
MUMBAI  
Mumbai City  
Maharashtra  
400071

(c) \*e-mail ID of the company

secretarialdept@nse.co.in

(d) \*Telephone number with STD code

0226598100

(e) Website

(iii) Date of Incorporation

31/08/1995

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL STOCK EXCHANGE	U67120MH1992PLC069769	Holding	100
2	NSE IFSC CLEARING CORPORA	U65990GJ2016PLC094545	Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	45,000,000	45,000,000	45,000,000	45,000,000
Total amount of equity shares (in Rupees)	450,000,000	450,000,000	450,000,000	450,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	45,000,000	45,000,000	45,000,000	45,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	450,000,000	450,000,000	450,000,000	450,000,000

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	0	45,000,000	45,000,000	450,000,000	450,000,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	45,000,000	45000000	450,000,000	450,000,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text" value="05/07/2022"/>	
Date of registration of transfer (Date Month Year)		<input type="text" value="03/10/2022"/>	
Type of transfer	<input type="text" value="Equity Shares"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text" value="8"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text" value="10"/>
Ledger Folio of Transferor	<input type="text" value="Since all the Shares are in demat, Ledger Folio NA"/>		
Transferor's Name	<input type="text" value="Varanasi"/>	<input type="text"/>	<input type="text" value="NSEIL and Ravi"/>
	Surname	middle name	first name

Ledger Folio of Transferee		NA	
Transferee's Name	Kothandaraman		NSEIL and Hari
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
--	--

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
---	--	---	--

Ledger Folio of Transferor	
----------------------------	--

Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
----------------------------	--

Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

(i) Turnover

9,158,937,176.62

(ii) Net worth of the Company

12,744,372,988.76

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	45,000,000	100	0	
10.	Others	0	0	0	
	<b>Total</b>	45,000,000	100	0	0

**Total number of shareholders (promoters)**

7

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	0	0	0	0
--	--------------	---	---	---	---

**Total number of shareholders (other than promoters)**

0

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

7

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0
<b>B. Non-Promoter</b>	1	5	1	4	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	1	6	1	5	0	0

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ms. Bhagyam Ramani	00107097	Director	0	31/05/2023
Mr. Gopalkrishna Hegde	09515748	Director	0	
Dr. Golaka Nath	09750678	Director	0	
Mr. Jayant Haritsa	09524601	Director	0	
Mr. Yatrik Vin	07662795	Director	8	
Mr. Vikram Kothari	07898773	Managing Director	0	
Mr. Amit Kantilal Amlani	ADFPA1421P	CFO	0	
Mr. Ravin Tank	AEXPT5580P	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

10

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mr. Navin Kumar Maini	00419921	Director	16/06/2022	Cessation
Mr. CVR Rajendran	00460061	Director	16/06/2022	Cessation
Mr. Salim Gangadharan	06796232	Director	16/06/2022	Cessation
Mr. Gopalkrishna Hegde	09515748	Director	17/06/2022	Appointment
Mr. Jayant Haritsa	09524601	Director	17/06/2022	Appointment
Mr. Ananth Narayan	05250681	Director	17/06/2022	Appointment
Mr. Harun Khan	07456806	Director	07/09/2022	Cessation
Mr. Ananth Narayan	05250681	Director	27/09/2022	Cessation
Mr. Ravin Tank	AEXPT5580P	Company Secretary	19/08/2022	Appointment
Dr. Golaka Nath	09750678	Director	17/11/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	05/07/2022	7	6	100
Extra Ordinary General Meeting	19/12/2022	7	7	100

**B. BOARD MEETINGS**

\*Number of meetings held

10

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2022	7	7	100
2	20/05/2022	7	7	100
3	16/06/2022	7	6	85.71
4	11/07/2022	6	6	100
5	04/08/2022	6	6	100
6	27/09/2022	6	5	83.33
7	02/11/2022	5	5	100
8	06/12/2022	6	6	100
9	30/01/2023	6	6	100
10	15/03/2023	6	6	100

**C. COMMITTEE MEETINGS**

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/04/2022	4	4	100
2	Audit Committee	04/08/2022	3	3	100
3	Audit Committee	02/11/2022	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
4	Audit Committee	30/01/2023	3	3	100
5	Audit Committee	15/03/2023	3	3	100
6	Corporate Soc	21/04/2022	3	3	100
7	Corporate Soc	03/08/2022	3	3	100
8	Corporate Soc	31/10/2022	3	3	100
9	Corporate Soc	24/03/2023	4	3	75
10	Stakeholders F	01/11/2022	4	3	75

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	17/08/2023
								(Y/N/NA)
1	Ms. Bhagyam	10	10	100	20	20	100	Not Applicable
2	Mr. Gopalkrish	7	7	100	12	12	100	Yes
3	Dr. Golaka Na	3	3	100	4	4	100	Yes
4	Mr. Jayant Ha	7	7	100	12	11	91.67	Yes
5	Mr. Yatrik Vin	8	7	87.5	0	0	0	No
6	Mr. Vikram Ko	10	10	100	1	0	0	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vikram Kothari	Managing Direct	25,485,562			1,017,357	26,502,919
	Total		25,485,562			1,017,357	26,502,919

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Amit Amlani	Chief Financial Officer	8,313,161			427,561	8,740,722
2	Mr. Ravin Tank	Company Secretary	821,167			36,251	857,418
	Total		9,134,328		0	463,812	9,598,140

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Harun Khan	Director	0			1,475,000	1,475,000
2	Ms. Bhagyam Ramani	Director	0			3,225,000	3,225,000
3	Mr. Salim Gangadhar	Director	0			825,000	825,000
4	Mr. Ananth Narayan	Director	0			425,000	425,000
5	Mr. CVR Rajendran	Director	0			900,000	900,000
6	Mr. Navin Kumar M	Director	0			975,000	975,000
7	Mr. Jayant Haritsa	Director	0			2,175,000	2,175,000
8	Mr. Gopalkrishna H	Director	0			1,800,000	1,800,000
9	Dr. Golaka Nath	Director	0			500,000	500,000
	Total		0	0		12,300,000	12,300,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
NSE Clearing Limited	Securities Exchange Board of India	28/12/2022	Section 15 HB of SEBI Act, 1992	2500000	NIL

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Kumudini Dinesh Bhalerao

Whether associate or fellow

Associate  Fellow

Certificate of practice number

6690

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

VIKRAM KOTHARI Digitally signed by VIKRAM KOTHARI

DIN of the director

07898773

**To be digitally signed by**

RAVIN TRIBHUVA N TANK Digitally signed by RAVIN TRIBHUVA N TANK Date: 2023.10.16 11:01:21 +05'30'

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

List of shareholders.pdf
MGT 8 NSE Clearing FY 202223.pdf
Details of Committee Meetings and Attend

**Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**