



INDIAN CLEARING CORPORATION LIMITED

CODE OF CONDUCT FOR DIRECTORS

(as adopted from Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018)

A. PURPOSE:

The purpose of this '**Code of Conduct**' is to serve as a guide to the Directors of Indian Clearing Corporation Limited (the Company) on the principles of integrity, transparency, business ethics and to set up standards for compliance of Corporate Governance. This Code of Conduct has been adopted to meet with the requirements of Regulation 26(1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018

B. MEETINGS AND MINUTES:

Every director of the Company shall –

- a. not participate in discussions on any subject matter in which any conflict of interest exists or arises, whether pecuniary or otherwise, and in such cases the same shall be disclosed and recorded in the minutes of the meeting;
- b. not encourage the circulation of agenda papers during the meeting, unless circumstances so require;
- c. offer their comments on the draft minutes and ensure that the same are incorporated in the final minutes;
- d. insist on the minutes of the previous meeting being placed for approval in subsequent meeting;
- e. endeavour to have the date of next meeting fixed at each meeting of the Board in consultation with other members of the Board;
- f. endeavour to ensure that in case all the items of the agenda of a meeting were not covered for want of time, the next meeting is held within fifteen days for considering the remaining items.

C. CODE OF CONDUCT FOR THE PUBLIC INTEREST DIRECTORS:

- a. In addition to the conditions stated in Para (B) above, public interest directors of the Company shall, endeavour to attend all the Board meetings and they shall be liable to vacate office if they remain absent for three consecutive meetings of the Board or do not attend seventy five percent of the total meetings of the governing Board in a calendar year.

- b. Public interest directors shall meet separately, at least once in six months to exchange views on critical issues.
- c. The public interest directors shall identify important issues which may involve conflict of interest for the Company, or may have significant impact on the functioning of the Company, or may not be in the interest of securities market. The same shall be reported to Securities and Exchange Board of India (SEBI).

D. STRATEGIC PLANNING:

Every director of the Company shall –

- a. participate in the formulation and execution of strategies in the best interest of the Company and contribute towards pro-active decision making at the Board level;
- b. give benefit of their experience and expertise to the Company and provide assistance in strategic planning and execution of decisions.

E. REGULATORY COMPLIANCES:

Every director of the Company shall -

- a. ensure that the Company abides by all the applicable provisions of the Securities and Exchange Board of India Act, 1992, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, rules and regulations framed thereunder and the circulars, directions issued by SEBI from time to time;
- b. ensure compliance at all levels so that the regulatory system does not suffer any breaches;
- c. ensure that the Company takes steps commensurate to honour the time limit stipulated by SEBI for corrective action;
- d. not support any decision in the meeting of the Board which may adversely affect the interest of investors and shall report forthwith any such decision to SEBI.

F. GENERAL RESPONSIBILITY:

Every director of the Company shall –

- a. place priority for redressing investor grievances and encouraging fair trade practice so that the Company as a Clearing Corporation becomes an engine for the growth of the securities market;
- b. endeavour to analyse and administer the Company issues with professional competence, fairness, impartiality, efficiency and effectiveness;
- c. submit the necessary disclosures/statement of holdings/dealings in securities as required by the Company from time to time as per its Rules or Articles of Association;
- d. unless otherwise required by law, maintain confidentiality and shall not divulge/disclose any information obtained in the discharge of their duty and no such information shall be used for personal gains;
- e. maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire public confidence and shall not engage in acts discreditable to their responsibilities;
- f. perform their duties in an independent and objective manner and avoid activities that may impair, or may appear to impair, their independence or objectivity or official duties;
- g. perform their duties with a positive attitude and constructively support open communication, creativity, dedication, and compassion;
- h. not engage in any act involving moral turpitude, dishonesty, fraud, deceit, or misrepresentation or any other act prejudicial to the administration Company.
