



## Corporate Governance Report

**Name of Entity:** Indian Clearing Corporation Limited

**Quarter ending:** June 30, 2017

<b>I. Composition of Board of Directors</b>								
Title (Mr/ Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee) &	Date of Appointment in the current term/ cessation	Tenure	No of directorships in all listed entities including this listed entity  (Refer Regulation 25(1) of Listing Regulations)	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.	S. Sundareshan	ABHPS3714K 01675195	Independent; Chairman	August 28, 2015	3 years	5	9	NIL
Mr.	Ramabhadran S. Thirumalai	AFTPT3633E 07059883	Independent	August 28, 2015	3 years	1	1	NIL
Ms.	Maya Sinha	ABCPS6072M 03056226	Independent	January 17, 2015	3 years	5	4	2
Mr.	Prasad Dahapute	AGHPD6362K 03471995	Independent	April 29, 2016	3 years	1	1	NIL
Mr.	Nehal Vora	AAEPV6843L 02769054	Non-executive	August 27, 2009	-	1	1	NIL
Mr.	Neeraj Kulshrestha	AAGPK8219D 02994647	Non-executive	April 27, 2016	-	1	1	NIL
Mr.	K. Kumar	AAGPK2981E 06632984	Executive	September 6, 2016	3 years	1	1	NIL

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee	Ms. Maya Sinha Mr. S. Sundareshan Mr. Nehal Vora	Chairperson of the Committee, Public Interest Director (Independent) Public Interest Director (Independent) Shareholder Director (Non-Executive)
2. Nomination & Remuneration Committee	Ms. Maya Sinha Mr. S. Sundareshan Mr. Nehal Vora	Chairperson of the Committee, Public Interest Director (Independent) Public Interest Director (Independent) Shareholder Director (Non-Executive)
3. Risk Management Committee	Ms. Maya Sinha Mr. Ramabhadran S. Thirumalai Dr. Ajit Ranade Mr. Kausick Saha	Chairperson of the Committee, Public Interest Director (Independent) Public Interest Director (Independent) Independent External Expert Independent External Expert
4. Stakeholders Relationship Committee	Ms. Maya Sinha Mr. Ramabhadran S. Thirumalai Mr. Prasad Dahapute Mr. Neeraj Kulshrestha Mr. K. Kumar	Chairperson of the Committee, Public Interest Director (Independent) Public Interest Director (Independent) Public Interest Director (Independent) Shareholder Director (Non-Executive) Managing Director & CEO (Executive)
<b>III. Meeting of Board of Directors</b>		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
23 <sup>rd</sup> January, 2017	24 <sup>th</sup> April, 2017	48 days
7 <sup>th</sup> March, 2017	16 <sup>th</sup> June, 2017	

<b>IV. Meeting of Committees – Audit Committee</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
24 <sup>th</sup> April, 2017	Yes (All members were present)	23 <sup>rd</sup> January, 2017	48 days
		7 <sup>th</sup> March, 2017	
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)refer note below</b>	
Whether prior approval of audit committee/Board obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee/Board.		NA	
<b>VI. Affirmations</b>			
<ol style="list-style-type: none"> <li>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</li> <li>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015               <ol style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; remuneration committee</li> <li>c. Stakeholders relationship committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</li> </ol> </li> <li>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 and Companies Act, 2013, read with its applicable rules.</li> <li>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 and Companies Act, 2013, read with its applicable rules.</li> <li>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Nil</li> </ol>			
<p>SD/- Prasad Sawant Company Secretary &amp; Compliance Officer</p>			