

## Corporate Governance Report

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

**Quarter ending:** June 30, 2023

<b>I. Composition of Board of Directors</b>												
Title (Mr / Ms)	Name of the Director	DIN	Category (Chairperson /Executive/ Non-Executive/in dependent/ Nominee)	Initial date of appointment	Date of Re-Appointment	Date of cessation	Tenure (from the date of appointment) (Refer regulation 25(2))	Date of birth	No of directorships in all listed entities including this listed entity* (Refer Regulation 17A(1) of Listing Regulations)	No of independent directorships in all listed entities including this listed entity* (Refer proviso to Regulation 17A(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.	Hemant Kumar Manuj	08246131	Independent	August 25, 2021	-	-	1 year and 10 months	September 29, 1967	1	1	1	1
Ms.	Medha Tapiawala	09277265	Independent	August 25, 2021	-	-	1 year and 10 months	August 24, 1968	1	1	Nil	Nil
Mr.	Vikas Gadre	06746818	Independent	October 14, 2022	-	-	8.5 Months	December 11, 1951	1	1	1	Nil
Ms.	Hemalatha Sivasubramanian	10071530	Independent	May 17, 2023	-	-	1.5 Months	March 05, 1969	1	1	Nil	Nil
Mr.	Neeraj Kulshrestha	02994647	Non-executive	April 27, 2016	NA	June 14, 2023	-	August 3, 1965	1	Nil	Nil	Nil
Mr.	Sameer Patil	08103042	Non-executive	February 12, 2020	NA	-	-	March 13, 1974	1	Nil	1	Nil
Ms.	Devika Shah	07980301	Executive	January 01, 2018	January 01, 2021	-	-	October 31, 1963	1	Nil	Nil	Nil

Whether regular Chairperson appointed - Yes  
 Whether Chairperson is related to managing director or CEO – No  
 \* Includes Directorship, Membership and Chairmanship in Indian Clearing Corporation Limited, an unlisted public company

<b>II. Composition of Committees</b>					
<b>Name of Committee</b>	<b>Whether regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
Audit Committee	Yes	1. Mr. Hemant Kumar Manuj 2. Mr. Vikas Gadre 3. Mr. Sameer Patil 4. Mr. Neeraj Kulshrestha	Public Interest Director – Chairman of the Committee  Public Interest Director Shareholder Director  Shareholder Director	October 4, 2021  June 18, 2023 June 18, 2023	    June 14, 2023
Nomination & Remuneration Committee	Yes	1. Mr. Vikas Gadre 2. Mr. Hemant Kumar Manuj 3. Ms. Medha Tapiawala 4. Ms. Hemalatha Sivasubramanian	Public Interest Director - Chairperson of the Committee Public Interest Director Public Interest Director Public Interest Director	October 19, 2022 October 4, 2021 October 4, 2021 July 18, 2023	
Risk Management Committee	Yes	1. Mr. Hemant Kumar Manuj 2. Ms. Medha Tapiawala 3. Mr. Vikas Gadre 4. Ms. Hemalatha Sivasubramanian 5. Mr. Ajit Ranade 6. Mr. Kausick Saha	Public Interest Director – Chairman of the Committee Public Interest Director Public Interest Director Public Interest Director Independent External Person Independent External Person	October 4, 2021 October 4, 2021 October 19, 2022 July 18, 2022 September 22, 2012 June 18, 2016	
Stakeholders Relationship Committee			NA		

<b>I. Meeting of Board of Directors</b>					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors present*</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
January 25, 2023 March 8, 2023	April 26, 2023 June 17, 2023	Yes Yes	6 5	3 4	49 days 52 days

<b>I. Meetings of Committees - Audit Committee</b>					
<b>Date(s) of Meeting of the Committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)*</b>	<b>Number of Directors present*</b>	<b>Number of Independent Directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
April 26, 2023 June 17, 2023	Yes Yes	3 2	2 2	March 8, 2023	49 days 52 days

<b>II. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
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	NA

<b>III. Affirmations</b>
<ol style="list-style-type: none"> <li>The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and Securities Contract (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018</li> <li>The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</li> </ol>

- a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders' relationship committee NA
  - d. Risk management committee (applicable to the top 100 listed entities)
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, Securities Contract (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018 and Companies Act, 2013, read with its applicable rules.
  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, Securities Contract (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018 and Companies Act, 2013, read with its applicable rules.
  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