



## Corporate Governance Report

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

**Quarter ending:** March 31, 2020

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN & 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.	S. Sundareshan	ABHPS3714K 01675195	Independent ; Chairman	August 28, 2015	August 28, 2018	-	4 years and 4 Month	October 28, 1952	4	4	7	Nil
Mr.	Ramabhadran S. Thirumalai	AFTPT3633E 07059883	Independent	August 28, 2015	August 28, 2018	-	4 years and 4 Month	December 5, 1971	1	1	Nil	1
Mr.	Prasad Dahapute	AGHPD6362K 03471995	Independent	April 29, 2016	April 29, 2019	-	3 years and 8 Months	November 13, 1978	1	1	Nil	Nil
Mr.	Neeraj Kulshrestha	AAGPK8219D 02994647	Non-executive	April 27, 2016	NA	-	-	August 3, 1965	1	Nil	Nil	Nil
Mr.	Sameer Patil	AOIPP3491G 08103042	Non-executive	February 12, 2020	NA	-	-	March 13, 1974	1	Nil	Nil	Nil
Ms.	Devika Shah	ABDPS4524K 07980301	Executive	January 01, 2018	-	-	-	October 31, 1963	1	Nil	Nil	Nil



Whether regular Chairperson appointed - Yes  
 Whether Chairperson is related to managing director or CEO - No

<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. Prof. T. Ramabhadran 2. Mr. S. Sundareshan 3. Mr. Neeraj Kulshrestha	Public Interest Director - Chairman of the Committee Public Interest Director Shareholder Director	January 17, 2018 August 28, 2015 October 10, 2019	
Nomination & Remuneration Committee	Yes	1. Prof. T. Ramabhadran 2. Mr. S. Sundareshan 3. Mr. Prasad Dahapute	Public Interest Director - Chairman of the Committee Public Interest Director Public Interest Director	January 17, 2018 August 28, 2015 January 24, 2019	
Risk Management Committee	Yes	1. Mr. S. Sundareshan 2. Prof. T. Ramabhadran 3. Mr. Prasad Dahapute 4. Dr. Ajit Ranade 5. Mr. Kausick Saha	Public Interest Director - Chairman of the Committee Public Interest Director Public Interest Director Independent External Person Independent External Person	January 17, 2018 August 28, 2015 January 17, 2018 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 (in number of days)</b>
October 23, 2019	January 16, 2020	Yes	5	3	84 Days

**I. Meetings of Committees - Audit Committee**



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*
January 16, 2020	Yes	3	2	October 23, 2019	84 Days

## II. 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	NA

## III. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - 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 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 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

