



Corporate Governance Report

Name of Entity: Indian Clearing Corporation Limited

Quarter ending: September 30, 2018

I. Composition of Board of Directors								
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, 2018	3 years	4	10	NIL
Mr.	Ramabhadran S. Thirumalai	AFTPT3633E 07059883	Independent	August 28, 2018	3 years	0	1	1
Mr.	Prasad Dahapute	AGHPD6362K 03471995	Independent	April 29, 2016	3 years	0	NIL	1
Mr.	Nehal Vora	AAEPV6843L 02769054	Non-executive	August 27, 2009	-	1	1	NIL
Mr.	Neeraj Kulshrestha	AAGPK8219D 02994647	Non-executive	April 27, 2016	-	0	1	NIL
Ms.	Devika Shah	ABDPS4524K 07980301	Executive	January 01, 2018	3 years	0	NIL	NIL

II. Composition of Committees			
Name of Committee		Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee		Prof. T. Ramabhadran Mr. S. Sundareshan Mr. Nehal Vora	Public Interest Director - Chairman of the Committee Public Interest Director Shareholder Director
2. Nomination & Remuneration Committee		Prof. T. Ramabhadran Mr. S. Sundareshan Mr. Nehal Vora	Public Interest Director - Chairman of the Committee Public Interest Director Shareholder Director
3. Risk Management Committee		Mr. S. Sundareshan Prof. T. Ramabhadran Mr. Prasad Dahapute Dr. Ajit Ranade Mr. Kausick Saha	Public Interest Director - Chairman of the Committee Public Interest Director Public Interest Director Independent External Expert Independent External Expert
4. Stakeholders Relationship Committee		Mr. Prasad Dahapute Prof. T. Ramabhadran Mr. Neeraj Kulshrestha	Public Interest Director - Chairman of the Committee Public Interest Director Shareholder Director
III. Meeting of Board of Directors			
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)
April 24, 2018		July 18, 2018	85 days
IV. Meeting of Committees - Audit Committee			
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
July 18, 2018	Yes	April 24, 2018	85 days

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
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
VI. Affirmations	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee 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: Nil 	
<p>Sd/-</p> <p>Piyush Chourasia Chief Risk Officer & Head Strategy (Compliance Officer)</p>	



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Year ending: September 30, 2018

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <ol style="list-style-type: none"> 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
<p>Sd/-</p> <p>Piyush Chourasia Chief Risk Officer & Head Strategy (Compliance Officer)</p>		