



## Corporate Governance Report

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

**Quarter ending:** September 30, 2021

I. Composition of Board of Directors												
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.	S. Sundareshan	01675195	Independent; Chairman	August 28, 2015	August 28, 2018	August 27, 2021	6 years	October 28, 1952	Nil	Nil	Nil	Nil
Mr.	Ramabhadran S. Thirumalai	07059883	Independent	August 28, 2015	August 28, 2018	August 27, 2021	6 years	December 5, 1971	Nil	Nil	Nil	Nil
Mr.	Hemant Kumar Manuj	08246131	Independent	August 25, 2021	-	-	1 month	September 29, 1967	1	1	Nil	Nil
Ms.	Medha Tapiawala	09277265	Independent	August 25, 2021	-	-	1 month	August 24, 1968	1	1	Nil	Nil
Mr.	Prasad Dahapute	03471995	Independent	April 29, 2016	April 29, 201	-	5 years and 5 Months	November 13, 1978	1	1	Nil	Nil
Mr.	Neeraj Kulshrestha	02994647	Non-executive	April 27, 2016	NA	-	-	August 3, 1965	1	Nil	1	Nil
Mr.	Sameer Patil	08103042	Non-executive	February 12, 2020	NA	-	-	March 13, 1974	1	Nil	Nil	Nil

Ms.	Devika Shah	07980301	Executive	January 01, 2018	January 01, 2021	-	-	October 31, 1963	1	Nil	Nil	Nil
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Whether regular Chairperson appointed – No, as on September 30, 2021, Company is in process of appointing a Chairperson  
Whether Chairperson is related to managing director or CEO – NA

II. Composition of Committees					
Name of Committee	Whether regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	1. Prof. T. Ramabhadran	Public Interest Director - Chairman of the Committee	January 17, 2018	August 27, 2021
		2. Mr. S. Sundareshan	Public Interest Director	August 28, 2015	August 27, 2021
		3. Mr. Neeraj Kulshrestha	Shareholder Director	October 10, 2019	
Nomination & Remuneration Committee	Yes	1. Prof. T. Ramabhadran	Public Interest Director - Chairman of the Committee	January 17, 2018	August 27, 2021
		2. Mr. S. Sundareshan	Public Interest Director	August 28, 2015	August 27, 2021
		3. Mr. Prasad Dahapute	Public Interest Director	January 24, 2019	
Risk Management Committee	Yes	1. Mr. S. Sundareshan	Public Interest Director - Chairman of the Committee	January 17, 2018	August 27, 2021
		2. Prof. T. Ramabhadran	Public Interest Director	August 28, 2015	August 27, 2021
		3. Mr. Prasad Dahapute	Public Interest Director	January 17, 2018	
		4. Dr. Ajit Ranade	Independent External Person	September 22, 2012	
		5. Mr. Kausick Saha	Independent External Person	June 18, 2016	
Stakeholders Relationship Committee	NA				

The Company is in process of reconstituting above Committees of ICCL as tenure of two Public Interest Directors has expired and new two Public interest Directors were appointed during this quarter

I. 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	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
April 27, 2021 May 12, 2021	July 29, 2021	Yes	6	3	77 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>
July 29, 2021	Yes	3	2	April 27, 2021 May 12, 2021	77 Days

<b>II. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</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>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 NA</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</li> </ol>