



Ref No: 346/2024-25

**SECRETARIAL COMPLIANCE REPORT OF
INDIAN CLEARING CORPORATION LIMITED
(For the Financial Year ended March 31, 2024)**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
Indian Clearing Corporation Limited
CIN: U67120MH2007PLC170358
25th Floor, P. J. Towers Dalal Street,
Mumbai 400001.

We, **Dhrumil M. Shah & Co. LLP** have examined:

- a) all the documents and records made available to us and explanation provided by **Indian Clearing Corporation Limited ("the Company")**,
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other documents/ filings, as may be relevant, which has been relied upon to make this report,

for the financial year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent as referred in Regulation 33 of Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not applicable as there was no reportable event during the financial year under review**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; - **Not applicable as there was no reportable event during the financial year under review**



- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - **Not applicable as there was no reportable event during the financial year under review**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable as there was no reportable event during the financial year under review**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not applicable as there was no reportable event during the financial year under review**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to the extent applicable;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; - **Not applicable as there was no reportable event during the financial year under review**
- i) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018;
- j) SEBI Circular No. SEBI/HO/MRD2/MRD2_DDAP/P/OW/2022/24657/1 dated June 15, 2022, we have also examined the following additional compliances:
- a) SEBI circulars/ guidelines for utilization of IPF and ISF were not applicable to the Company during the period under review. Further, there was no deviation from SEBI circulars/ guidelines while utilizing core SGF.
- b) Whistle Blower Policy & there were no Complaints received against Company or its Management thereof.

and circulars / guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure 1**.
- (b) The Company has taken the following actions specified under **Annexure 2** to comply with the observations made in previous reports.
- I. We hereby report that, during the review period the compliance status of the Company is appended as below :

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
1)	Secretarial Standards: The compliances of the Company are in accordance with the applicable	Yes	Nil



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
	Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).		
2)	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company 	Yes	Nil
	<ul style="list-style-type: none"> All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	Nil
3)	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Company is maintaining a functional website 	Yes	Nil
	<ul style="list-style-type: none"> Timely dissemination of the documents/ information under a separate section on the website 	Yes	Nil
	<ul style="list-style-type: none"> Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	Yes	The Company is not required to provide web-links in Corporate Governance Reports under Regulation 27(2) which are submitted to the SEBI
4)	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	Nil
5)	Details related to Subsidiaries of Company have been examined w.r.t.: <ul style="list-style-type: none"> a) Identification of material subsidiary companies 	Not Applicable	The Company does not have any subsidiary company
	<ul style="list-style-type: none"> b) Disclosure requirement of material as well as other subsidiaries 	Not Applicable	The Company does not have any subsidiary company



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
6)	<p>Preservation of Documents:</p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Not Applicable	Regulation 9 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the company
7)	<p>Performance Evaluation:</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Nil
8)	<p>Related Party Transactions:</p> <p>a) The Company has obtained prior approval of Audit Committee for all related party transactions; or</p>	Yes	Nil
	<p>b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.</p>	Not Applicable	Nil
9)	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Not Applicable	Regulation 30 along with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company



Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS
10)	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Not Applicable	Nil
11)	Actions taken by SEBI or Stock Exchange(s), if any: The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column	Yes	Refer Annexure 1 enclosed with this Report
12)	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	There was no event of resignation of Auditor.
13)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	Nil

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.



Place: Mumbai
Date: April 25, 2024

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PRN: 3147/2023

A handwritten signature in blue ink, appearing to read "Dh. M. Shah", written over a horizontal line.

Dhrumil M. Shah
Partner
FCS 8021 | CP 8978
UDIN: F008021F000229431

ANNEXURE 1

Sr. No.	1.
Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	In the matter of SEBI Circular dated November 27, 2018 regarding Interoperability among Clearing Corporations
Regulation/ Circular No.	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with SEBI Circular No. CIR/MRD/DRMNP/CIR/P/2018/145 dated November 27, 2018
Deviations	Failure to comply with SEBI Circular dated November 27, 2018
Action Taken by	SEBI
Type of Action	Show Cause Notice
Details of Violation	<ol style="list-style-type: none"> 1. Failure to maintain Inter-CCP Collateral from NCL and failed to ensure adequate risk management mechanism 2. Failure to calculate additional capital 3. Failure to ensure compliance with provisions of Inter-CCP Agreement (in connection with frequency and timelines related to collateral requirement) 4. Failure to ensure compliance with provisions of Inter-CCP Agreement (in connection with determination of threshold amount of Inter-CCP Collateral) 5. Failure to constitute Coordination Committee as per provisions of Inter CCP agreement
Fine Amount	₹ 8,62,50,000/-
Observations/ Remarks of the Practicing Company Secretary	Not Applicable
Management Response	The amount specified is a probable settlement amount not a fine amount. Pursuant to receipt of a letter from SEBI, ICCL has filed a settlement application without admission or denial of guilt and stating that it is willing to pay a fair amount to settle the proceedings. Meanwhile, a show cause notice has also been issued to ICCL. The amount specified has been indicated by Internal Committee of SEBI in a hearing dated March 20, 2024. However, ICCL has filed revised settlement terms proposing alternative amounts which is pending consideration of SEBI. Therefore, the amount specified is not final.
Remarks	-



Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations Made in the secretarial compliance report for the year ended (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Public Interest Director (PID) Meetings were held on November 01, 2022 and January 25, 2023	For the Financial Year ended March 31, 2023	Public Interest Directors shall meet separately, at least once in six months to exchange views on critical issues	No PID Meeting was held in the first half of the Financial Year 2022-23 i.e from April 1, 2022 till September 30, 2022 in terms of Schedule II Part A of the Securities Contracts (Regulation) (Stock Exchanges And Clearing Corporations) Regulations, 2018: Code of Conduct for the public interest directors; Point (b)	The understanding was that 2 meetings should be held either in a calendar year which was complied with. Meetings once in six months will be done going forward. Noted for future Compliance.	No subsequent violation observed under this Regulation during the period ended March 31, 2024.
2.	Nil	For the Financial Year ended March 31, 2023	SEBI Circular dated December 17, 2018 titled early warning Mechanism to prevent diversion of Client Securities	Violation of Circular with respect to implement action of Mechanism to prevent diversion of client Securities. As a result, BSE Limited has imposed a fine of ₹ 11,800 in terms of Circular No. SEBI/HO/MIRSD/DOP/CIR/P/2018/153 dated December 17, 2018	Payment of penalty for adjudication Order No. Order/MC/RM/2022-23/22435 was made on February 3, 2023	No subsequent violation observed under this Regulation during the period ended March 31, 2024.

