Compliance Report on Corporate Governance

(As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 ("Listing Regulation")

1. Name of Entity: **Multi Commodity Exchange Clearing Corporation Limited**
2. Quarter Ending: **December 31, 2018**

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of Director	DIN	Category (Chairperson/ executive/ Non-Executive/ Independent / Nominee)	Date of Appointment in the Current Term/ cessation	Tenure only for Independent Director	No of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulations)	No. of Memberships in Audit/ Stakeholder Committee(s) including this entity (Refer Regulation 26(1) of Listing Regulations)	No. of Post of Chairperson in Audit/ Stakeholder Committee held in Listed entities including this Entity
Mr.	Ved Kumar Jain	00485623	Chairman – Public Independent Director(PID)	05-12-2017	1 Year 1 month#	3	3	1
Dr.	Brinda Jagirdar	06979864	Non- Executive Director - PID	05-12-2017	1 Year 1 month#	3	2	0
Mr.	Nagesh Pinge	00062900	Non-Executive Director - PID	05-12-2017	1 Year 1 month#	1	1	1
Mr.	Rajesh Doshi	00059903	Non- Executive Director - PID	22-02-2018	10 months#	1	0	0

Mr.	Chengalath Jayaram	00012214	Non-Executive Director (Shareholder Director(SHD))	15-06-2017	-	4	3	0
Mr.	Mrugank Paranjape	02162026	Non-Executive Director (Shareholder Director)	15-06-2017*	-	2	0	0
Mr.	Narendra Kumar Ahlawat	07629724	MD & CEO	01-04-2018	-	1	0	0

** Reappointed as a Shareholder Director of the Company, liable to retire by rotation in the AGM dated August 16, 2018.*

#PIDs are nominated for the term of 3 Years, extendable by another term of 3 years, subject to Performance review in the manner specified by SEBI.

Notes:

1. It may be noted that details of all the Directors of the Board as at December 31, 2018 are provided above.

2. The Public Interest Directors (PID) are essentially Independent Directors within the meaning of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.

3. MCXCCL is not a listed Company, however it has been considered as a Listed Company for the purpose of preparing this report under Regulation 33 of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.

4. In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have considered public limited companies, both listed as well as unlisted, for the purpose of calculating no. of memberships and chairmanships in Audit Committee and Stakeholders Relationship Committee.

5. While calculating memberships of a particular Director in the Committees, the Chairmanship of such Director is not included in the said Committee.

II. Composition of Committees

Name of Committee	Name of Committee Member	Category(Chairperson/ Executive/ Non-Executive/ Independent/ Nominee
Audit Committee	Mr. Nagesh Pinge Dr. Brinda Jagirdar Mr. Ved Kumar Jain	Chairman- PID- Non Executive PID - Non – Executive PID - Non – Executive
Nomination and Remuneration Committee	Dr. Brinda Jagirdar Mr. Chengalath Jayaram Mr. Nagesh Pinge	Chairperson -Non Executive-PID SHD -Non Executive PID- Non Executive
Risk Management Committee	Mr. Ved Kumar Jain Mr. Nagesh Pinge Mr. Udayan A. Maroo	Chairman -Non Executive-PID PID-Non Executive Independent External Expert

Notes:

1. *While SEBI (LODR), 2015 requires a Stakeholders Relationship Committee (SRC), since Companies Act, 2013 prescribes minimum no. of shareholders for SRC as 1000, this Committee is not constituted.*
2. *As per the provisions of Section 135 of Companies Act, 2013, the Company is not required to constitute Corporate Social Responsibility Committee.*
3. *It may be noted that there are committees other than the above mentioned statutory committees which are constituted by the Board of Directors of the Company including in terms of the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.*

III. Meeting of Board of Directors

Date of Meeting (if any) in the previous Quarter	Date of Meeting (if any) in the Relevant Quarter	Maximum gap between any two consecutive Meeting (in number of Days)
July 19, 2018	-	-
	October 19, 2018	91
	November 06, 2018	17
	December 07, 2018	30

IV. Meeting of Committees

Name of Committee	Date(s) of the Meeting of the Committee in the Relevant Quarter	Whether the requirement of the Quorum met (details)	Date of meeting of Committee in the Previous Quarter	Maximum gap between any two Consecutive meetings in number of days
Audit Committee	October 19, 2018	Yes	July 19, 2018	91 days
Nomination & Remuneration Committee	October 19, 2018	Yes	July 20, 2018	90 days
Nomination & Remuneration Committee	December 07, 2018	Yes		48 days
Risk Management Committee	October 17, 2018	Yes	August 30, 2018	47 days

Notes:

1. *The details of statutory committees as on December 31, 2018 have been provided here. It may be noted that there are committees other than the above mentioned statutory committees which are constituted by the Board of Directors of the Company including in terms of the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.*

2. *This information has to be mandatorily given for Audit Committee, for the rest of the Committees giving this information is optional.*

V. Related Party Transaction

Subject	Compliance Status(yes/No/NA)
Whether the Prior Approval of the Audit Committee obtained	Refer note
Whether Shareholder Approval Obtained for Material RPT	
Whether the details of RPT entered into pursuant to Omnibus Approval have been Reviewed by Audit Committee	

Note:

The Audit Committee has in accordance with the Related Party Policy of the Company, granted omnibus approval for the FY 2018-19 with respect to certain transactions. As per the applicable provision of Companies Act, 2013 and Listing Regulation, 2015, transaction entered into between holding Company and its wholly owned subsidiary are exempt. Shareholders approval is not required for the payment Sitting fees as it is within the limit specified thereunder. Further, Shareholders approval is taken for remuneration and related payment for the KMPs. As per the practice, the Related Party Transactions are being reviewed by the Audit Committee.

VI. Affirmation

1.	The Composition of Board of Director is in terms of SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015	Yes
2.	The Composition of following Committee is in terms of SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015	
	a. Audit Committee	Yes
	b. Nomination & Remuneration Committee	Yes
	c. Stakeholder Relation Committee	Refer Note 1
	d. Risk Management Committee	Yes

3.	The Committee Members have been made aware of their Powers, role and responsibilities as specified in SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015	Yes
4.	The meeting of the Board of Directors and other Committee have been conducted in the manner as specified in SEBI (Listing Obligation and Disclosure requirements) Regulation, 2015	Yes
5.	This report &/or the report submitted in the previous Quarter has been placed before Board of Directors.	Refer Note 2

Notes:

1. *While SEBI (LODR), 2015 requires a Stakeholders Relationship Committee (SRC), since Companies Act, 2013 prescribes minimum no. of shareholders for SRC as 1000, this Committee is not constituted.*
2. *The Compliance report on Corporate Governance for the Quarter ended September 30, 2018 was placed at the meeting of the Board of Directors held on October 19, 2018 and the Compliance report on Corporate Governance for the Quarter ended December 31, 2018 will be placed before the Board of Directors at the ensuing Board Meeting.*

For Multi Commodity Exchange Clearing Corporation Limited

Satyajeet Bolar	**Riddhi Parekh**	**Narendra Kumar Ahlawat**
Chief Financial Officer	**Company Secretary**	**MD & CEO**