Compliance Report on Corporate Governance

(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

1. Name of Entity: **Multi Commodity Exchange Clearing Corporation Limited ('MCXCCL')**
2. Quarter Ending: **June 30, 2024**

I. Composition of Board of Directors

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this entity [in reference to proviso to Regulation 17A(1)]	No. 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 Entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Prafulla Chhajed	03544734	Chairman – Non- Executive Director – Public Interest Director (PID)	11-12-2023	-	-	07	25.09.1966	4	4	5	1

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this entity [in reference to proviso to Regulation 17A(1)]	No. 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 Entity (Refer Regulation 26(1) of Listing Regulations)
Ms.	Kemisha Soni	06805708	Non- Executive Director – PID	11-12-2023	-	-	07	28.08.1970	2	2	1	1
Mr.	Srinivas Petluri	02836590	Non-Executive Director – PID	11-12-2023	-	-	07	10.06.1956	2	2	2	0
Mr.	Ganesh Kumar	07635860	Non- Executive Director – PID	22-02-2024	-	-	05	25.02.1960	2	2	2	1
Mr.	Mohan Shenoi	01603606	Non-Executive Director -Non-Independent Director (NID)	08-03-2023	-	-	-	28.04.1958	2	0	2	0
Mr.	Manoj Kumar Jain	09694205	Non-Executive Director - NID	18-01-2024	-	-	-	30.01.1973	1	0	1	0

Title (Mr. / Ms.)	Name of the Director	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / & Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No of Directorship in listed entities including this entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this entity [in reference to proviso to Regulation 17A(1)]	No. 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 Entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Narendra Kumar Ahlawat	07629724	MD & CEO	01-04-2018	01-04-2021	-	-	17.11.1961	1	0	0	0
Whether Regular Chairperson appointed: Yes												
Whether Chairperson is related to MD & CEO: No												

Notes:

1. *It may be noted that details of all the Directors of the Board as on June 30, 2024 are provided above.*
2. *The PIDs are essentially Independent Directors within the meaning of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations,2018.*
3. *MCXCCL is not a listed Company. However, it has been considered as a Listed Company for the purpose of this report under Regulation 33 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.*
4. *In accordance with Regulation 26 of Listing Regulations, for the purpose of calculating no. of memberships in Audit Committee and Stakeholders Relationship Committee, both listed as well as unlisted Public Limited Companies have been considered and for the purpose of calculating no. of chairmanships in Audit Committee and Stakeholders Relationship Committee, only Listed Public Limited Companies have been considered.*
5. *While calculating memberships of a particular Director in the Committees, the Chairmanships of such Director are not included in the said Committees.*

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	Ms. Kemisha Soni	Chairperson- PID- Non-Executive	04.01.2024	-
		Mr. Prafulla Chhajed	PID - Non - Executive	04.01.2024	-
		Mr. Srinivas Petluri	PID - Non - Executive	04.01.2024	-
		Mr. Mohan Shenoi	NID - Non – Executive	27.03.2023	-
Nomination and Remuneration Committee (NRC)	Yes	Ms. Kemisha Soni	Chairperson –PID-Non- Executive	04.01.2024	-
		Mr. Prafulla Chhajed	PID- Non-Executive	04.01.2024	-
		Mr. Srinivas Petluri	PID- Non-Executive	22.02.2024	-
Risk Management Committee (RMC)	Yes	Mr. Prafulla Chhajed	Chairperson –PID- Non- Executive	04.01.2024	-
		Mr. Srinivas Petluri	PID-Non-Executive	04.01.2024	-
		Mr. Ganesh Kumar	PID-Non-Executive	22.02.2024	-
		Mr. Nihar Jambusaria*	Independent External Person (IEP)	15.01.2024	30.04.2024
		Mr. Rajesh Kumar Dubey*	IEP	26.06.2024	-
Stakeholder Relationship Committee (SRC)**	Yes	Mr. Ganesh Kumar	Chairperson –PID-Non- Executive	23.04.2024	-
		Ms. Kemisha Soni	PID- Non-Executive	23.04.2024	-
		Mr. Manoj Kumar Jain	NID - Non – Executive	23.04.2024	-

** Mr. Nihar Jambusaria, IEP resigned effective April 30, 2024, Mr. Rajesh Kumar Dubey was inducted as a Member in RMC effective from June 26, 2024.*

*** SEBI vide its letter dated April 18, 2024 advised MCXCCL to constitute SRC in compliance with Listing Regulations. Accordingly, Governing Board of MCXCCL at its Meeting held on April 23, 2024, approved the constitution of SRC effective from April 23, 2024.*

Notes:

1. *It may be noted that there are Committees other than the Committees mentioned above which are constituted by the Board of Directors of the Company including the Committees prescribed under the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.*

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous Quarter	Date(s) of the Meeting in the Relevant Quarter	Whether requirement of Quorum met * (Yes / No)	No. of Directors Present (including Independent Directors)*	No. of Independent Directors Present*	Maximum gap between any two Consecutive meetings (in number of days)
January 04, 2024	-	Yes	-	-	-
February 09, 2024	-	Yes	-	-	35
March 28, 2024	-	Yes	-	-	47
-	April 23, 2024	Yes	7	4	25
-	June 26, 2024	Yes	7	4	63

* to be filled in only for the current quarter meetings

IV. Meetings of Committees

Name of Committee	Date(s) of the Meeting of the Committee in the Relevant Quarter	Whether requirement of Quorum met (details) *(Yes / No)	Number of Directors Present (including Independent Directors)*	Number of Independent Directors Present*	Date(s) of meeting of Committee in the Previous Quarter	Maximum gap between any two Consecutive meetings in number of days
Audit Committee	- - April 23, 2024	- - Yes	- 4	- 3	February 09, 2024 March 28, 2024 -	- 47 25
Nomination & Remuneration Committee	- - June 26, 2024	- - Yes	- - 3	- - 3	February 07, 2024 March 28, 2024 -	- 49 89
Risk Management Committee	- May 02, 2024	- Yes	- 3	- 3	February 08, 2024 -	- 83
Stakeholder Relationship Committee	June 26, 2024	Yes	3	2	- -	- -

* to be filled in only for the current quarter meetings

Notes:

1. *This information has to be mandatorily provided for Audit Committee and for rest of the Committees giving this information is optional.*
2. *It may be noted that there are committees other than the above-mentioned committees which are constituted by the Board of Directors of the Company including the Committees prescribed under the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.*

V. Related Party Transactions

Subject	Compliance Status (Yes/No/NA)
Whether prior approval of Audit Committee obtained	Refer note
Whether shareholder approval obtained for Material RPT	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	

Note:

The Audit Committee in accordance with the Policy on Related Party Transactions of the Company, has granted omnibus approval to certain transactions for FY 2024-25. As per the Listing Regulations, 2015, transactions entered into between Holding Company and its Wholly Owned Subsidiary are exempt. Shareholders' approval is not required for the payment of sitting fees as it is within the limit specified under the Companies Act, 2013. Further, Shareholders approval is obtained for remuneration and related payment to the KMPs. As per the practice, the Related Party Transactions are being reviewed by the Audit Committee on a quarterly basis.

VI. Affirmations

1	The Composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
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 d. Risk Management Committee	 Yes Yes Yes Yes
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	Yes
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	Yes
5	This report and/or the report submitted in the previous Quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.	Refer Note 1

Notes:

1. *The Compliance report on Corporate Governance for the quarter and year ended March 31, 2024 was placed at the meeting of the Board of Directors held on April 23, 2024 and the Compliance report on Corporate Governance for the Quarter ended June 30, 2024 will be placed before the Board of Directors at its ensuing Board Meeting.*

For Multi Commodity Exchange Clearing Corporation Limited

Mandar Kulkarni	**Rajesh Agrawal**	**Narendra Kumar Ahlawat**
Company Secretary	**Chief Financial Officer**	**MD & CEO**