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: **March 31, 2019**

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 – Non- Executive Director - Public Independent Director(PID)	05-12-2017	1 Year 4 month#	3	3	1
Dr.	Brinda Jagirdar	06979864	Non- Executive Director - PID	05-12-2017	1 Year 4 month#	3	2	1

Mr.	Nagesh Pinge	00062900	Non-Executive Director - PID	05-12-2017	1 Year 4 month#	1	0	1
Mr.	Rajesh Doshi	00059903	Non- Executive Director - PID	22-02-2018	1 Year 1 month#	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	1	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 March 31, 2019 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 Mr. Mrugank Paranjape	Chairman- PID- Non Executive PID - Non – Executive PID - Non – Executive SHD -Non Executive
Nomination and Remuneration Committee	Dr. Brinda Jagirdar Mr. Rajesh Doshi Mr. Nagesh Pinge	Chairperson –PID-Non Executive PID- 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 Persons

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 Board vide Resolution by Circulation dated February 06, 2019 constituted Corporate Social Responsibility Committee effective from April 01, 2019.*
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)
October 19, 2018	-	-
November 06, 2018	-	17 days
December 07, 2018	-	30 days
	January 11, 2019	34 days
	February 25, 2019	44 days

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	January 11, 2019	Yes	October 19, 2018	83 days
Nomination & Remuneration Committee	- - February 18, 2019	Yes	October 19, 2018 December 07, 2018	- 48 days 72 days
Risk Management Committee	January 11, 2019	Yes	October 17, 2018	85 days

Notes:

1. *The details of requisite applicable statutory committees as on March 31, 2019 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 b. Nomination & Remuneration Committee c. Stakeholder Relation Committee d. Risk Management Committee	 Yes Yes Refer Note 1 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 December 31, 2018 was placed at the meeting of the Board of Directors held on January 11, 2019 and the Compliance report on Corporate Governance for the Quarter ended March 31, 2019 will be placed before the Board of Directors at the ensuing Board Meeting.*

For Multi Commodity Exchange Clearing Corporation Limited

Riddhi Parekh

Riddhi Parekh
Company Secretary

N. Kumar

Narendra Kumar Ahlawat
MD & CEO

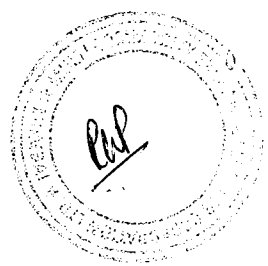
Compliance Report on Corporate Governance for the year ended March 31, 2019
(As per Regulation 27(2) of SEBI (LODR) Regulation, 2015

I.	**Disclosure on Website in terms of Listing Regulation**	
S. No.	**Item**	**Compliance Status (Yes/ No/ NA)**
1.	Details of Business	Yes
2.	Terms and Condition of appointment of Independent Directors	Yes
3.	Composition of Various committee of Board of Directors	Yes
4.	Code of Conduct of Board of Director and Senior Management Personnel	Yes
5.	Details of establishment of Vigil mechanism/ Whistle Blower Policy	Yes
6.	Criteria of making payments to non-executive Directors	Yes
7.	Policy on dealing with Related Party Transaction	Yes
8.	Policy for determining 'Material' subsidiarics	NA
9.	Details of Familiarization Programs imparted to Independent Directors	Yes
10.	Contact information of designated officials of the listed entity who are responsible for assisting and handling investor grievance	Yes
11.	Email address for Grievance Redressal and other Relevant details	Yes
12.	Financial Results	Refer Note 1
13.	Shareholding Pattern	Yes
14.	Details of Agreements entered into with a media Companies and/or their associates	NA
15.	New name and the old name of listed entity	NA

The aforesaid details are available on https://www.mcxccl.com/

Notes:

1. *Financial Result for the Quarter and year ended March 31, 2019 will be placed before Board in the ensuing meeting and thereafter it will be disclosed on the Website of the Company.*



II. Annual Affirmations		
Particulars	**Regulation Number**	**Compliance status (Yes/No/NA)**
Independent Director(s) have been appointed in the terms of specified criteria of 'independence and/or eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Report	17(3)	Refer Note 1
Plans for orderly succession for appointments	17(4)	Refer Note 2
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Refer Note 3
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Director	17(10)	Refer Note 4
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) &(2)	Yes
Composition of Stakeholder Relationship Committee	20(1) &(2)	Refer Note 5
Composition & Role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy of Related Party Transaction	23(1),(5),(6),(7),(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party Transaction	23(2),(3)	Yes
Approval for material Related Party Transaction	23(4)	Yes
Composition of Board of Director of Unlisted Material Subsidiary	24(1)	NA
Other Corporate Governance requirement with respect to subsidiary of Listed Company	24(2),(3),(4),(5),(6)	NA

Maximum Directorship & Tenure	25(1), (2)	Yes
Meeting of Independent Directors	25(3),(4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with Compliance to Code of Conduct from member of Board of director & Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Director	26(4)	Refer Note 6
Policy with respect to Obligation of Directors and Senior Management	26(2) &26(5)	Yes

Notes:

1. *The Compliance report confirming the compliance with various laws are being quarterly placed before the Board.*
2. *The Plan for orderly Succession will be placed in the Nomination & Remuneration Committee/ Board Meeting.*
3. *The Compliance certificate for the year ended March 31, 2019 will be placed in the ensuing Board Meeting*
4. *The Performance evaluation of Independent Director for the FY 2018- 19 will be done in the Board Meeting.*
5. *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.*
6. *Requisite Disclosures will be made in the notice to the General Meeting called for the appointment of Director.*

II. Affirmations:	
The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.	NA

For Multi Commodity Exchange Clearing Corporation Limited

Riddhi Parekh
Company Secretary

Narendra Kumar Ahlawat
MD & CEO