Compliance Report on Corporate Governance

(As per Regulation 27(2) of Securities 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: **September 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	-	-	10	25.09.1966	4	4	4	2
Ms.	Kemisha Soni	06805708	Non- Executive Director – PID	11.12.2023	-	-	10	28.08.1970	4	4	1	3
Mr.	Srinivas Petluri	02836590	Non-Executive Director – PID	11.12.2023	-	-	10	10.06.1956	2	2	2	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.	Ganesh Kumar	07635860	Non- Executive Director – PID	22.02.2024	-	-	08	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
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 September 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	-
		Mr. Mohan Shenoi*	NID- Non-Executive	25.07.2024	
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. Rajesh Kumar Dubey	Independent External Person (IEP)	26.06.2024	-
		Mr. Narendra Kumar Ahlawat*	MD & CEO- Executive	25.07.2024	
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. Mohan Shenoi was inducted as a Member in NRC effective from July 25, 2024.

Mr. Narendra Ahlawat *was inducted as a Member in RMC effective from July 25, 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 (if any) 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)
April 23, 2024	-	-	-	-	-
June 26, 2024	-	-	-	-	63
-	July 10, 2024	Yes	7	4	13
-	July 26, 2024	Yes	7	4	15
-	August 27, 2024	Yes	7	4	31
-	September 04, 2024	Yes	7	4	7

* 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	- July 26, 2024	- Yes	- 4	- 3	April 23, 2024 -	- 93
Nomination & Remuneration Committee	- July 24, 2024	- Yes	- 3	- 3	June 26, 2024 -	- 27
Risk Management Committee	- July 24, 2024	- Yes	- 3	- 3	May 02, 2024 -	- 82
Stakeholder Relationship Committee	- -	- -	- -	- -	June 26, 2024 -	- -

* 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*

I. 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.

II. 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 June 30, 2024 was placed at the meeting of the Board of Directors held on July 26, 2024 and the Compliance report on Corporate Governance for the Quarter ended September 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**

AFFIRMATIONS		
Broad heading	**Regulation Number**	**Compliance status (Yes/No/NA)**
Copy of the Annual Report including Balance Sheet, profit & Loss account, Directors' Report, Corporate governance report, business responsibility report (BRR) displayed on the website	46(2)	YES (BRR is not applicable to the Company)
Presence of the Chairperson of the Audit Committee at the Annual General Meeting	18 (1)(d)	YES
Presence of Chairperson of Nomination & Remuneration Committee at the Annual General Meeting	19(3)	YES
Presence of Chairperson of Stakeholder Relationship Committee at the Annual General Meeting	20(3)	YES
Whether Corporate Governance Report disclosed in Annual Report	34(3) read with Para C of Schedule V	YES

For Multi Commodity Exchange Clearing Corporation Limited

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

HALF YEAR ENDING SEPTEMBER 30, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)

(A) Any loan or any other form of debt advanced by the listed entity/ Company directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance Outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity/ Company directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NIL	NIL	NIL
Promoter Group or any other entity controlled by them	NIL	NIL	NIL
Directors (including relatives) or any other entity controlled by them	NIL	NIL	NIL
KMPs or any other entity controlled by them	NIL	NIL	NIL

II. Affirmations: All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

Affirmation: No loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) are given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.

For Multi Commodity Exchange Clearing Corporation Limited

Rajesh Agrawal	**Narendra Kumar Ahlawat**
Chief Financial Officer	**MD & CEO**

Note

1. *These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;*
   a) *by a government company to/ for the Government or government company*
   b) *by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.*
   c) *by a banking company or an insurance company; and*
   d) *by the listed entity to its employees or directors as a part of the service conditions*
2. *If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*