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**METROPOLITAN
CLEAR>>>>**

MCCIL/L&S/2017/6635

January 10, 2017

Shri Sanjay Puro
Deputy General Manager,
Market Regulation Department
Securities and Exchange Board of India
SEBI Bhavan, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400 051



Sub: Submission of compliance report on Corporate Governance for the quarter ended December 31, 2016

Dear Sir,

With reference to SEBI circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015 and regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which specifies submission of quarterly compliance report on corporate governance within fifteen days from close of the quarter, kindly find enclosed herewith the compliance report on corporate governance for the quarter ended December 31, 2016.

We request you to the same on record.

Thanking You,

Yours truly,

For Metropolitan Clearing Corporation of India Limited

Avni

Avni Patel
Company Secretary
Membership No: A23918



Encl: as above

Metropolitan Clearing Corporation of India Limited (Formerly known as MCX-SX Clearing Corporation Limited)
Regd. Office: 1st Floor, Exchange Square, CTS No. 255, Suren Road, Andheri (East), Mumbai - 400 093 • Tel: +91-22-6112 9000
Corp. Office: 4th Floor, Vibgyor Towers, Opp. Trident Hotel, Plot No. C62, Bandra Kurla Complex, Bandra (East), Mumbai - 400 098
Tel: +91-22-6112 9000 • Fax: +91-22-2652 5731 • URL: www.mclear.in • Email: info@mclear.in • CIN: U67120MH2008PLC188032

www.mclear.in

Annexure I

Compliance Report on Corporate Governance

Format to be submitted by entity on Quarterly basis:

1.	Name of the entity	Metropolitan Clearing Corporation of India Limited
2.	Quarter ending	December 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN **	Category (Chairperson/Executive /Non-Executive / independent /Nominee) & ***	Date of Appointment in the current term /cessation	Tenure *	No of Directors hip in listed entities (Refer Regulation 25(1) of Listing Regulations)	Number 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 listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vijay Bhaskar Pedamallu	06629884	Independent Director & Chairman	27/10/2016	2 months	Nil	Nil	Nil
Mr.	Alok Mittal	00008577	Independent Director	27/10/2016	2 months	Nil	Nil	Nil
Mr.	Parveen Kumar Chhokra	03107873	Independent Director	20/06/2013	3 years and 6 months	1	1	Nil
Mr.	Udai Kumar	06750460	Shareholder Director	10/05/2016	-	Nil	Nil	Nil
Mr.	Balu Nair	07027100	Managing Director	20/06/2016	-	Nil	Nil	Nil
Note: Mr. Vepa Kamesam and Dr. Mohamed Yaqub Khan ceased to be Independent Directors with effect from October 27, 2016								
* to be filled only for independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the entity in continuity without any cooling off period.								
** PAN number of any director would not be displayed on the website of Stock Exchange								
*** Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen								
**** MCCIL is not listed. The Independent Director is Public Interest Director under regulation-23 of SEBI (Stock Exchanges and Clearing Corporations) Regulation, 2012								



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) ⁵	
1. Audit Committee	Mr. Alok Mittal Mr. Parveen Kumar Chhokra Mr. Udai Kumar	Chairman – Independent Director Member – Independent Director Member – Shareholder Director	
2. Nomination & Remuneration Committee	Mr. Parveen Kumar Chhokra Mr. Vijay Bhaskar Mr. Udai Kumar	Chairman – Independent Director Member – Independent Director Member – Shareholder Director	
3. Risk Management Committee	Mr. Vijay Bhaskar Pedamallu Mr. Alok Mittal Dr. Abhay Pethe	Chairman – Independent Director Member – Independent Director Member – External Expert	
4. Stakeholders Relationship Committee	Mr. Alok Mittal Mr. Parveen Kumar Chhokra Mr. Balu Nair	Chairman – Independent Director Member – Independent Director Member- Managing Director	
⁵ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen			
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter (July 2016 to September 2016)	Date(s) of Meeting (if any) in the relevant quarter (October 2016 to December 2016)	Maximum gap between any two consecutive (in number of days)	
51 st Meeting held on July 18, 2016	-	-	
52 nd Meeting held on August 11, 2016	-	24	
53 rd Meeting held on August 30, 2016	-	19	
54 th Meeting held on September 19, 2016	-	20	
-	55 th Meeting held on October 18, 2016	29	
-	56 th Meeting held on November 08, 2016	21	
-	57 th Meeting held on November 11, 2016	3	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
-	Yes	31 st Meeting held on August 10, 2016	-
32 nd Meeting held on November 11, 2016	Yes	-	62
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			



V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.*
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p><i>* The shareholders' approval for material RPT shall be obtained with three months from date of entering into RPT. The shareholder approval in respect of the pre-existing material RPTs is yet to be obtained.</i></p>	
VI. Affirmations	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> a. Audit Committee Yes b. Nomination & remuneration committee Yes c. Stakeholders relationship committee Yes d. Risk management committee (applicable to the top 100 listed entities) 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 Board of Directors may be mentioned here The report is being placed 	
<p>For Metropolitan Clearing Corporation of India Limited</p> <p><i>Avni</i></p> <p>Avni Patel Company Secretary Membership no. A23918</p> 	