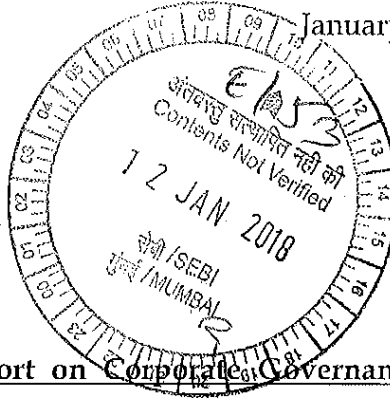


MCCIL/L&S/2018/7067

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



January 12, 2018

Sub: Submission of compliance report on Corporate Governance for the quarter ended December 31, 2017

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, 2017.

We request you to the same on record.

Thanking You,

Yours truly,

For Metropolitan Clearing Corporation of India Limited

Balu Nair
Managing Director
DIN: 07027100



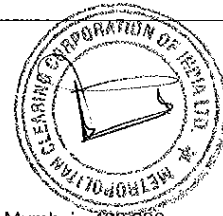
Encl: as above

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 2017

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 Directorship in listed entities including this listed entity (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	1year 2 months	Nil	Nil	Nil
Mr.	Alok Mittal	00008577	Independent Director	27/10/2016	1year 2 months	Nil	Nil	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
<p>* 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.</p> <p>** PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>*** 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</p> <p>**** MCCIL is not listed. The Independent Director is Public Interest Director under regulation-23 of SEBI (Stock Exchanges and Clearing Corporations) Regulation, 2012</p>								



Metropolitan Clearing Corporation of India Limited

Regd. 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

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)\$
1. Audit Committee	Mr. Alok Mittal Mr. Vijay Bhaskar Pedamallu Mr. Udai Kumar	Chairman - Independent Director Member - Independent Director Member - Shareholder Director
2. Nomination & Remuneration Committee	Mr. Alok Mittal Mr. Vijay Bhaskar Pedamallu 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. Vijay Bhaskar Pedamallu Mr. Balu Nair	Chairman - Independent Director Member - Independent Director Member- Managing Director

\$ 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

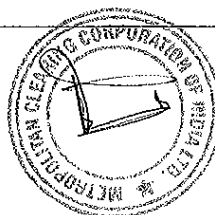
III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter (July 2017 to September 2017)	Date(s) of Meeting (if any) in the relevant quarter (October 2017 to December 2017)	Maximum gap between any two consecutive (in number of days)
60 th Meeting held on July 25, 2017		
61 st Meeting held on August 10, 2017		15 days
62 nd Meeting held on September 12, 2017		32 days
	63 rd Meeting held on December 07, 2017	85 days

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*
		35 th Meeting held on July 25, 2017	
		36 th Meeting held on August 10, 2017	15 days
37 th Meeting held on December 07, 2017	Yes		118 days

* 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	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.

Note

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.

2 If status is "No" details of non-compliance may be given here.

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 **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 compliance report on Corporate Governance for the quarter ended September 30, 2017 was placed before the Board of Directors of the Company. The compliance report on Corporate Governance for the quarter ended December 31, 2017 will be placed before the Board of Directors in the ensuing Board Meeting.**

For Metropolitan Clearing Corporation of India Limited



Balu Nair
Managing Director
DIN: 07027100

