

MCCIL/L&S/2017/6978

October 11, 2017

Shri Sanjay Purao
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 September 30, 2017

Dear Sir,

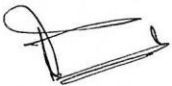
With reference to SEBI circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015 and regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which specifies submission of quarterly compliance report on corporate governance within fifteen days from close of the quarter, kindly find enclosed herewith the compliance report on corporate governance for the quarter ended September 30, 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	September 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairper son/Exec utive /Non- Executive / independ ent /Nomine e) &	Date of Appointme nt in the current term /cessation	Tenure*	No of Direct orship in listed entitie s includi ng this listed entity (Refer Regula tion 25(1) of Listing Regula tions)	Number of membershi ps in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpe rson in Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity (Refer Regulati on 26(1) of Listing Regulati ons)
Mr.	Vijay Bhaskar Pedomallu	06629884	Independent Director & Chairman	27/10/2016	11 months	Nil	Nil	Nil
Mr.	Alok Mittal	00008577	Independent Director	27/10/2016	11 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>#Mr. Parveen Kumar Chhokra resigned as public interest director w.e.f. August 30, 2017</p> <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</p>								



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)\$
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 (April 2017 to June 2017)	Date(s) of Meeting (if any) in the relevant quarter (July 2017 to September 2017)	Maximum gap between any two consecutive (in number of days)
59 th Meeting held on May 10, 2017		
	60 th Meeting held on July 25, 2017	75 days
	61 st Meeting held on August 10, 2017	16 days
	62 nd Meeting held on September 12, 2017	33 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*
	Yes	34 th Meeting held on May 10, 2017	
35 th Meeting held on July 25, 2017	Yes		75 days
36 th meeting held on August 10, 2017	Yes		16 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 report is being placed

For Metropolitan Clearing Corporation of India Limited


Balu Nair
Managing Director
DIN: 07027100



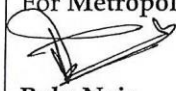
Annexure II


Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

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.
 3 If the Listed Entity would like to provide any other information the same may be indicated here.

For Metropolitan Clearing Corporation of India Limited


 Balu Nair
 Managing Director
 DIN: 07027100



Compliance Report on Corporate Governance

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