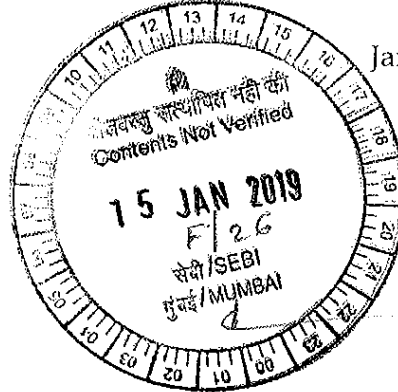


MCCIL/L&S/2019/7458

January 15, 2019

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 December 31, 2018

Dear Sir,

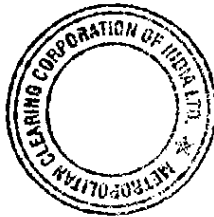
With reference to SEBI circular no. CIR/CFD/CMD/5/2015 dated September 24, 2015 and regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which specifies submission of quarterly compliance report on corporate governance within fifteen days from close of the quarter, kindly find enclosed herewith the compliance report on corporate governance for the quarter ended December 31, 2018.

We request you to take 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

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, 2018

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN **	Category (Chairpers on/Executi ve /Non- Executive / independe nt /Nominee) & ***	Date of Appointme nt in the current term /cessation	Tenure *	No of Directors hip in listed entities (Refer Regulatio n 25(1) of Listing Regulatio ns)	Number of membersh ips in Audit/ Stakehold er Committe e(s) including this listed entity (Refer Regulatio n 26(1) of Listing Regulatio ns) ****	No of post of Chairperso n in Audit/ Stakeholde r Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Vijay Ranjan	02346190	Independent Director	24/08/2018	4 months	1	1	Nil
Ms.	Rita Menon	00064714	Independent Director	10/08/2018	4 months	1	1	Nil
Mr.	Alok Mittal	00008577	Independent Director	27/10/2016	2 years, 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

Note:

* 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 in terms of SEBI (Stock Exchanges and Clearing Corporations) Regulation, 2018



II. Composition of Committees			
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) [§]	
1. Audit Committee	Mr. Alok Mittal Ms. Rita Menon Mr. Udai Kumar	Chairman – Independent Director Member – Independent Director Member – Shareholder Director	
2. Nomination & Remuneration Committee	Mr. Alok Mittal Mr. Vijay Ranjan Mr. Udai Kumar	Chairman – Independent Director Member – Independent Director Member – Shareholder Director	
3. Risk Management Committee	Ms. Rita Menon Mr. Alok Mittal Mr. Abhay Pethe	Chairman – Independent Director Member – Independent Director Member – External Expert	
4. Stakeholders Relationship Committee	Mr. Alok Mittal Ms. Rita Menon 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 2018 to September 2018)	Date(s) of Meeting (if any) in the relevant quarter (October 2018 to December 2018)	Maximum gap between any two consecutive (in number of days)	
66 th Meeting held on August 14, 2018		-	
67 th Meeting held on August 31, 2018		16 days	
	68 th Meeting held on November 03, 2018	63 days	
	69 th meeting held on November 15, 2018	11 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	40 th Meeting held on August 14, 2018	-
	Yes	41 st Meeting held on August 31, 2018	16 days
November 03, 2018	Yes		63 days
November 15, 2018	Yes		11 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

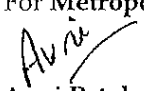
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the 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) **NA**
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, 2018 was placed before the Board of Directors of the Company. The compliance report on Corporate Governance for the quarter ended December 31, 2018 will be placed before the Board of Directors in the ensuing Board Meeting.**

For Metropolitan Clearing Corporation of India Limited


Avni Patel
Company Secretary
Membership no. A23918

