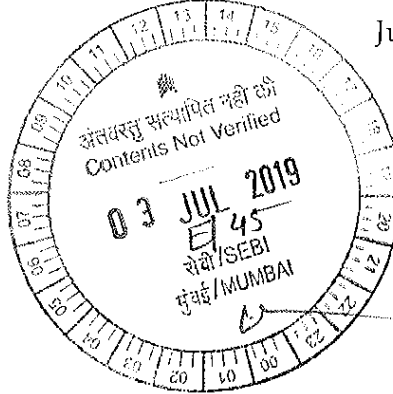


MCCIL/L&S/2019/7714

July 03, 2019

Shri Bithin Mahanta  
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 June 30, 2019

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 June 30, 2019.

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

## 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	June 30, 2019

### 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 (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 Ranjan	02346190	Independent Director	24/08/2018	10 months	1	1	Nil
Ms.	Rita Menon	00064714	Independent Director	10/08/2018	10 months	1	1	Nil
Mr.	Alok Mittal	00008577	Independent Director	27/10/2016	2 years, 8 months	Nil	Nil	Nil
Mr.	Kunal Sanghavi	08100891	Shareholder Director	19/02/2019	-	Nil	Nil	Nil
Mr.	Balu Nair	07027100	Managing Director & CEO	20/06/2019	-	Nil	Nil	Nil

Note:

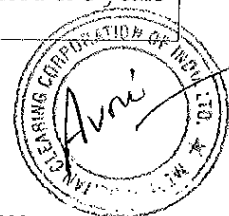
\* to be filled only for independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the entity in continuity without any cooling off period.

\*\* 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.

#The term of Mr. Balu Nair as Managing Director of the Company expired on June 19, 2019. Subsequently, he was appointed as the Managing Director & CEO of the Company for a period of 3 years with effect from June 20, 2019.

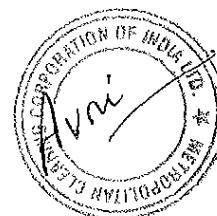


Metropolitan Clearing Corporation of India Limited

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 Ms. Rita Menon Mr. Kunal Sanghavi	Chairman - Independent Director Member - Independent Director Member - Shareholder Director	
2. Nomination & Remuneration Committee	Mr. Alok Mittal Mr. Vijay Ranjan Ms. Rita Menon	Chairman - Independent Director Member - Independent Director Member - Independent 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 Mr. Vijay Ranjan 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 (January 2019 to March 2019)	Date(s) of Meeting (if any) in the relevant quarter (April 2019 to June 2019)	Maximum gap between any two consecutive (in number of days)	
70 <sup>th</sup> Meeting held on February 01, 2019		-	
71 <sup>st</sup> Meeting held on March 27, 2019		53 days	
	72 <sup>nd</sup> Meeting held on May 03, 2019	36 days	
	73 <sup>rd</sup> Meeting held on June 18, 2019	45 days	
	74 <sup>th</sup> Meeting held on June 20, 2019	1 day	
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	44 <sup>th</sup> Meeting held on February 01, 2019	-
45 <sup>th</sup> Meeting held on May 03, 2019	Yes		90 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 March 31, 2019 was placed before the Board of Directors of the Company. The compliance report on Corporate Governance for the quarter ended June 30, 2019 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

