

Compliance report on Corporate Governance

ANNEX I

(As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”))

1. Name of Listed Entity: AMC Repo Clearing Limited
2. Quarter ending: March 31, 2024

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN[§] & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee)^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure * (In months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to proviso to regulation 17A(1)] & 17A(2)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
1	Mr. Srinivasan Varadarajan	00033882	Chairman - Public Interest Director-Independent-Non-Executive	December 09, 2021	-	-	27 months	09.12.1964	1	1	-	2

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (In months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to proviso to regulation 17A(1)] & 17A(2)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
2	Mr. Krishnamurthy Vaidyanathan	00693204	Public Interest Director-Independent-Non-Executive	December 09, 2021	-	-	27 months	01.07.1973	1	1	1	-
3	Ms. Huzan Mistry	09208069	Public Interest Director-Independent-Non-Executive	October 08, 2022	-	-	17 months	06.07.1970	1	1	-	2
4	Mr. Alok C Jena	09327319	Nominee Director – Non-Executive	December 09, 2021	-	March 04, 2024	-	11.06.1964	1	-	2	-

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) ^{&}	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure* (In months)	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity. [in reference to proviso to regulation 17A(1)] & 17A(2)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of the LODR Regulations)	No. of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of the LODR Regulations)
5	Ms. Suparna Tandon	08429718	Nominee Director – Non-Executive	March 11, 2024	-	-	-	05.08.1965	2	-	1	-
6	Mr. Kashinath Katakdhond	07716501	Managing Director	April 17, 2023	-	-	-	13.02.1969	1	-	1	-
			Whether Regular chairperson appointed: Yes									
			Whether Chairperson is related to managing director or CEO: No									
			[§] PAN 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 *To be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.									

II. Composition of Committee					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Huzan Mistry	Chairperson and Non-Executive-Independent	February 02, 2023	-
		Mr. Krishnamurthy Vaidyanathan	Non-Executive-Independent	March 23, 2022	-
		Mr. Alok C Jena*	Non-Executive-Nominee Director	March 23, 2022	-
Nomination & Remuneration Committee	Yes	Ms. Huzan Mistry	Chairperson and Non-Executive-Independent	February 02, 2023	-
		Mr. Srinivasan Varadarajan	Non-Executive-Independent	January 24, 2022	-
		Mr. Krishnamurthy Vaidyanathan	Non-Executive-Independent	January 24, 2022	-
#Risk Management Committee (if applicable)	Yes	Ms. Huzan Mistry	Chairperson and Non-Executive-Independent	February 02, 2023	-
		Mr. Vaidyanathan Krishnamurthy	Non-Executive-Independent	April 15, 2022	-
		Mr. Srinivasan Varadarajan	Non-Executive-Independent	April 15, 2022	-
		Mr. Rahul Ghosh	Independent External Expert	April 15, 2022	-
		Mr. Siddhartha Roy	Independent External Expert	April 15, 2022	-
Stakeholder Relationship Committee	Yes	Ms. Huzan Mistry	Chairperson and Non-Executive-Independent	February 02, 2023	-
		Mr. Alok Jena*	Non-Executive-Independent	April 15, 2022	-
		Mr. Kashinath Katakdhond	Managing Director	April 17, 2023	-

&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.

#Risk Management Committee comprises of PID's (Independent Directors) and two Independent External Person as per SCR (SECC) Regulations, 2018 applicable to AMC Repo Clearing Limited.

*Mr. Alok Jena ceased to be the Nominee Director of the Company w.e.f. March 04, 2024. Ms. Suparna Tandon has been appointed as the Nominee Director w.e.f. March 11, 2024, and she will replace Mr. Alok Jena in all the Committee once the Board approves the same in upcoming meeting.

III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
October 27, 2023	February 09, 2024	Yes	4	3	105

*To be filled in only for the current quarter meetings

IV. Meeting of Committee					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
A) Audit Committee					
February 09, 2024	Yes	2	2	October 27, 2023	105
B) Risk Management Committee					
February 09, 2024	Yes	3	3	September 26, 2023	136

* This information has to be mandatorily given for Audit Committee and Risk Management 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	#NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	#NA
#There was no related party transaction except for payment of sitting fees to the Directors and salary payment to the KMP for which prior approval of the Board of Director was taken.	

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: Yes
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (as applicable)
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: The Compliance report on Corporate Governance for the quarter ended December 31, 2023, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended March 31, 2024, will be placed before the Board of Directors at the ensuing Board Meeting.

Name & Designation

Sd/-

Vedant Kamulkar

Company Secretary & Compliance Officer

M. No.: ACS 70246

Date: April 05, 2024

Cyber Securities Incidence Disclosure pursuant to Regulation 27(2)(ba) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

Details of Cyber Security Incidence	
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of event	No cyber security incidence occurred during the quarter
Brief description of event	No cyber security incidence occurred during the quarter