

Compliance report on Corporate Governance

(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: June 30, 2022

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|--------------------------------|-------------|---|-----------------------------|------------------------|-------------------|----------------------|---------------|--|---|--|--|
| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN | (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)] | 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) |
| 1 | Mr. Anand Sinha | 00682433 | Chairman^ (Public Interest Director- Independent- Non- Executive) | December 09, 2021 | - | - | 6 months | 03.02.1951 | 1 | 1 | 2 | 2 |
| 2 | Mr. Srinivasan Varadarajan | 00033882 | Public Interest Director- Independent- Non- Executive | December 09, 2021 | - | - | 6 months | 09.12.1964 | 1 | 1 | - | 2 |
| 3 | Mr. Krishnamurthy Vaidyanathan | 00693204 | Public Interest Director- Independent- Non- Executive | December 09, 2021 | - | - | 6 months | 01.07.1973 | 1 | 1 | - | 1 |
| 4 | Mr. Alok C Jena | 09327319 | Shareholder Director – Non Executive | December 09, 2021 | - | - | - | 11.06.1964 | 1 | 0 | 2 | - |

| | | | |
|--|--|--|---|
| | | | Whether Regular chairperson appointed: Yes |
| | | | Whether Chairperson is related to managing director or CEO: No |
| | | | <p>\$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.</p> |

^ The Board of Director has appointed Mr. Anand Sinha (Non Executive Director) as chairman of the governing Board subject to approval of SEBI, SEBI approval for the same is pending.

| 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 | Mr. Krishnamurthy Vaidyanathan | Chairman (Non-Executive-Independent) | March 23, 2022 | - |
| | | Mr. Anand Sinha | Non-Executive-Independent | March 23, 2022 | - |
| | | Mr. Alok C Jena | Non-Executive-Shareholder Director | March 23, 2022 | - |
| Nomination & Remuneration Committee | Yes | Mr. Srinivasan Varadarajan | Chairman (Non-Executive-Independent) | January 24, 2022 | - |
| | | Mr. Anand Sinha | Non-Executive-Independent | January 24, 2022 | - |
| | | Mr. Krishnamurthy Vaidyanathan | Non-Executive-Independent | January 24, 2022 | - |
| Risk Management Committee (if applicable) | Yes | Mr. Anand Sinha | Chairman (Non-Executive-Independent) | April 15, 2022 | - |
| | | 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 | Mr. Anand Sinha | Chairman (Non-Executive-Independent) | April 15, 2022 | - |
| | | Mr. Alok Jena Managing Director ^{&} | Non-Executive-Independent | April 15, 2022 | - |

§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

& MD will be included post his appointment

Risk Management Committee comprises of 3 PID's (Independent Directors) and two Independent External Person as per SCR (SECC) Regulations, 2018 applicable to AMC Repo Clearing Limited

| 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) |
| January 24, 2022 March 23, 2022 | May 19, 2022 | Yes | 4 | 3 | 57 |

* 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* |
| Nomination & Remuneration Committee | | | | | |
| May 19, 2022 | Yes | 2 | 2 | February 02, 2022 March 23, 2022 | 57 |
| Audit Committee# | | | | | |
| May 19, 2022 | Yes | 2 | 2 | - | |

ARCL has formed Audit Committee on March 23, 2022 and there was no meeting of Audit Committee during the previous quarter.

* This information has to be mandatorily 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 | #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 |
| <p># 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.</p> <p>Note:</p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> | |

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015: ARCL has received recognition from SEBI as Limited Purpose Clearing Corporation commencing from January 17, 2022. ARCL is in process of complying with composition of Board of Director in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

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 (applicable to the top 500 listed entities)

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 March 31, 2022, was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended June 30, 2022 will be placed before the Board of Directors at the ensuing Board Meeting.

Any comments/observations/advice of the board of directors may be mentioned here: None

Name & Designation

Sd/-

Ritesh Kadam
Company Secretary and Compliance Officer

Date: July 19, 2022

Place: Mumbai