

**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: September 30, 2022

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PANŞ & DIN	(Chairperson /Executive/ Non-Executive/ independent /Nominee) &	Initial Date of Appointment	Date of Reappoint-ment	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	-	August 06, 2022	7 months	03.02.1951	1	1	2	2
2	Mr. Srinivasan Varadarajan	00033882	Public Interest Director-Independent-	December 09, 2021	-	-	9 months	09.12.1964	1	1	-	2

			Non-Executive									
3	Mr. Krishnamurthy Vaidyanathan	00693204	Public Interest Director-Independent-Non-Executive	December 09, 2021	-	-	9 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 &amp;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>* 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>									

^ Mr. Anand Sinha (Non-Executive Director) resigned as Public Interest Director w.e.f August 06, 2022.

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	August 06, 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	August 06, 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	August 06, 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	August 06, 2022
		Mr. Alok Jena Managing Director <sup>&amp;</sup>	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 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)
May 19, 2022	August 05, 2022	Yes	3	2	78

\* 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*
<b>A) Nomination and Remuneration Committee</b>					
August 05, 2022	Yes	3	3	May 19, 2022	78
<b>B) Audit Committee</b>					
August 05, 2022	Yes	2	1	May 19, 2022	78

\* 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
# 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, with the appointment of Ms. Huzan Mistry w.e.f. October 08, 2022, the composition of Board of Director is 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 (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 June 30, 2022 was placed before the Board of Directors of the Company. The Compliance report on Corporate Governance for the quarter ended September 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

**Date: October 19, 2022**

**Annex III**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer</sup> note below</b>
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)	NA AMC Repo Clearing Limited was incorporated on April 17, 2022, being the first year of the company the AGM is required to be conducted on or before December 31, 2022.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	NA AMC Repo Clearing Limited was incorporated on April 17, 2022, being the first year of the company the AGM is required to be conducted on or before December 31, 2022.
Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting	19(3)	NA AMC Repo Clearing Limited was incorporated on April 17, 2022, being the first year of the company the AGM is required to be conducted on or before December 31, 2022.
Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting	20(3)	NA AMC Repo Clearing Limited was incorporated on April 17, 2022, being the first year of the company the AGM is required to be conducted on or before December 31, 2022.
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	NA AMC Repo Clearing Limited was incorporated on April 17, 2022, being the first year of the company the AGM is required to be conducted on or before December 31, 2022. The Corporate Governance Report will be disclosed in the Annual Report

**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

Name & Designation

Sd/-

Ritesh Kadam

Company Secretary

**Date: October 19, 2022**

## Annex IV

### Half year ending – September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	-	-
Promoter Group or any other entity controlled by them	-	-
Directors (including relatives) or any other entity controlled by them	-	-
KMPs or any other entity controlled by them	-	-

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:



Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	-	-
Promoter Group or any other entity controlled by them	-	-	-
Directors (including relatives) or any other entity controlled by them	-	-	-
KMPs or any other entity controlled by them	-	-	-

## II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **Not Applicable**

### Name & Designation

Sd/-

**Natarajan Ramasamy**

**CEO**

Note:

- 1) These disclosures shall exclude any loan (or other form of debt), guarantee /comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company; and) by the listed entity to its employees or directors as a part of the service conditions
- 2) If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table

**Date: October 19, 2022**