



NATIONAL COMMODITY CLEARING LIMITED

CIN: U74992MH2006PLC163550

Company Information

Board of Directors	<p>Mr. R. Ramaseshan : Public Interest Director (DIN: 00200373) (ceased w.e.f. close of business hours on May 10, 2024)</p> <p>Mrs. Shanthi Srikant : Public Interest Director (DIN: 08100689) (ceased w.e.f. close of business hours on May 10, 2024)</p> <p>Dr. Harshavardhan Raghunath : Public Interest Director (DIN: 01675460) (ceased w.e.f. November 27, 2024)</p> <p>Mr. Kumbha Srinivas Nayak : Chairman & Public Interest Director (DIN: 09094351) (appointed w.e.f. August 25, 2023)</p> <p>Mr. Bharat Sampat : Public Interest Director (DIN: 10444686) (appointed w.e.f. March 19, 2024)</p> <p>Ms. Meera Ranganathan : Public Interest Director (DIN: 10444686) (appointed w.e.f. November 22, 2024)</p> <p>Mr. Udaybhaskar Vemuri : Public Interest Director (DIN: 10942597) (appointed w.e.f. April 3, 2025)</p> <p>Mr. Atul Roongta : Non-Independent Director (DIN: 07878061) (ceased w.e.f. February 18, 2025)</p> <p>Ms. Seema Nayak : Non-Independent Director (DIN: 10449947) (appointed w.e.f. March 19, 2024)</p> <p>Mr. Rajiv Relhan : Managing Director & Chief Executive Officer (DIN: 07214524) (appointed for a further term of 4 years w.e.f. September 27, 2024)</p>
Chief Financial Officer	Ms. Komal Shahani

Chief Compliance Officer and Head - Legal	Mr. Suresh Nair
Chief Operating Officer	Mr. Hemant Singhvi
Chief Risk Officer	Mr. Abhishek Soni
Company Secretary	Mr. Rahul Poojari
Senior Vice President (Logistics)	Mr. Sachin Pundle
Senior Vice President (Clearing & Settlement)	Mr. Sweedin Shashikant Satav
Vice President (Chief Technology Officer)	Mr. Sudnyesh Pradeep Girap
Assistant Vice President (Chief Information Security Officer)	Mr. Jibananda Bain
Registered Office	1 st Floor, Ackruti Corporate Park, L. B. S. Road Kanjurmarg West, Mumbai 400 078. Email Id: rahul.poojari@nccl.co.in Website: www.nccl.co.in Tel: +91 22 62804900 Fax: + 91 22 6280 4901 CIN: U74992MH2006PLC163550
Statutory Auditors	M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Registration No. 105049W)
Internal Auditors	M/s. Mahajan & Aibara Chartered Accountants LLP (Firm Registration No. 105742W)
Secretarial Auditors	M/s. N. L. Bhatia & Associates, Company Secretaries
Bankers	Axis Bank Limited Bank of India Canara Bank HDFC Bank Ltd. ICICI Bank Ltd. IndusInd Bank Ltd.

	Kotak Mahindra Bank Ltd. Punjab National Bank State Bank of India Tamilnad Mercantile Bank Ltd. The Federal Bank Ltd. Union Bank of India Yes Bank Ltd.
Registrar and Share Transfer Agents	MUFG Intime India Private Limited C - 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083.

DIRECTORS' REPORT

The Directors are pleased to present the 19th Annual Report of National Commodity Clearing Limited ("Company" / "NCCL" / "Clearing Corporation"), together with the audited financial statements of the Company, for the financial year ended March 31, 2025.

Financial Performance

The financial performance of the Company for the financial year ended March 31, 2025 along with the figures for the previous year is summarized as under:

Particulars	(Rs. in lakhs)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Income	2,118	2,547
Total Expenditure	3,102	2,776
Profit/(Loss) before tax and exceptional items	(984)	(229)
Exceptional item	-	365
Profit/(Loss) before tax	(984)	136
Profit/(Loss) after tax (A)	(739)	45
Other comprehensive income/(loss), net of tax (B)	18	(12)
Total comprehensive income/(loss) (A+B)	(721)	33

Review of Operations / State of Company Affairs

National Commodity & Derivatives Exchange Limited ('NCDEX' / 'the Exchange') is a commodity derivatives exchange. NCDEX is the holding and promoter company of National Commodity Clearing Limited ('NCCL'), a clearing corporation.

Your Company was granted recognition by SEBI to act as a clearing corporation on September 10, 2018, for a period of one year, subject to certain conditions prescribed therein. Subsequently, SEBI renewed this recognition for a further period of three years from September 10, 2019 to September 9, 2022 subject to certain conditions prescribed therein. The recognition was further renewed for another three-year period, commencing on September 10, 2022, and ending on September 9, 2025, subject to certain conditions prescribed therein.

Your Company has entered into a clearing and settlement agreement with NCDEX to provide, inter alia, clearing and settlement services along with all associated and related functions, including managing instruments offered as collaterals, risk management and clearing & settlement functions for all trades executed on the NCDEX platform.

The Company has not undergone any change in the nature of its business during the financial year 2024-25.

Settlement

NCCL successfully continued its record of accomplishment of completing all settlements in a timely manner.

A summary of trading, settlement and collaterals processed during the financial year 2024-25 is given below:

Trades		
Particulars	2024-2025	2023-2024
Number of trades	21,84,935	32,09,549
Traded quantity	2,26,04,152 (MTs)	2,84,92,773 (MTs)
	40,08,454 (Lots)	50,08,334 (Lots)
Traded value (Rs. in crores)	1,35,726	2,06,102

Settlement		
Particulars	2024-2025	2023-2024
MTM Settlement (Rs. in crores)	1,453.24	2,575.96
Physical Settlement (Rs. in crores)	767.66	1,228.64

Management of collateral instruments

Instrument Processed	2024-2025		2023-2024	
	Count	Amount (Rs. in crores)	Count	Amount (Rs. in crores)
Bank Guarantees	125	252.42	219	415.53
Fixed Deposit Receipts	568	1,421.94	983	2,042.58

Initiatives and new developments:

1. Norms for Acceptable Collaterals and Exposure of Clearing Corporations

- To further strengthen the risk management framework, the existing collaterals accepted by NCCL have been reviewed, and prudential norms for exposure have been prescribed in accordance with regulatory guidelines.
- The criteria for selecting banks have been revised, with an emphasis on financials (including networth), capital adequacy, and credit worthiness, considering long-term credit rating, etc. of the bank.
- NCCL's exposure in the form of cash, fixed deposits, and bank guarantees to a single bank is restricted to 15% of its average liquid assets. Additionally, clearing member collateral exposure to a single bank is capped at 20% of the average liquid assets of all clearing members.

2. Launch of New Contracts

- Yellow Peas and Cotton Wash Oil Futures contracts were launched, expanding the agri-commodity portfolio and catering to market demand for broader hedging instruments.

3. Options on Futures

- Introduction of Options on Futures in key commodities such as Jeera, Turmeric, Dhaniya, Guar Gum and Guar Seed. The ATM and CTM concepts have been removed from Options on Futures, enabling market participants to manage risk effectively.

4. Acceptance of Bank Guarantee in Electronic Form

- To expedite the existing process, reduce turnaround time, and ensure faster utilization of Bank Guarantees (BGs), NCCL introduced a facility to submit BGs in electronic form. In collaboration with the National E-Governance Service Limited ('NeSL'), NCCL has launched a platform for accepting Electronic Bank Guarantees (E-BGs). This platform facilitates paperless execution and storage of financial contracts, enabling e-stamping and e-signing, thereby making contract execution process seamless, online, and in real-time, offering multiple benefits to all stakeholders.
- The introduction of E-BGs reduces the time required to process bank guarantee acceptance and eliminates challenges associated with paper-based documentation.
- NCCL has entered into agreements with the following banks for the acceptance of E-BGs:
 - Axis Bank Ltd.
 - IDBI Bank Ltd.
 - IDFC First Bank
 - Kotak Mahindra Bank

5. Staggered Delivery Period in Commodity Futures Contracts

- The staggered delivery period in commodity futures contracts has been modified from 5 days to 3 days. A longer staggered delivery period was observed to have impacted liquidity in near-month expiry contracts. This modification reduces uncertainty for market participants and helps them manage their capital requirements more effectively.

6. Margin Obligations through Pledge / Re-pledge of Approved Commodities represented by eNWRs in the Repository

- A facility has been provided to clearing members to pledge eNWRs of approved commodities in favour of NCCL as collateral through the Pledge/ Re-pledge mechanism.

- With this facility, clearing members can now pledge CM proprietary / TM proprietary / client / CP eNWRs toward the non-cash component of margin deposit requirements, which was previously unavailable.

7. Standardization of Clearing Corporation to Member Interface files in Unified Distilled File Formats (UDiFF)

- The new Unified Distilled File Formats ('UDiFF') have been designed, developed, and made available to members. These formats are standardized and harmonized in conformance with ISO standards, facilitating ease of doing business in the Indian securities market.

Risk Management

NCCL has formulated its risk management framework based on the Comprehensive Risk Management Framework and other directives and guidelines issued by SEBI. The Risk Management Committee of the Governing Board oversees and monitors NCCL's risk management and the implementation of risk-related policies. These risk management policies are reviewed by the Risk Management Committee and approved by the Governing Board of NCCL. Additionally, the Risk Management Committee has constituted an Internal Risk Committee to oversee the implementation of the risk management framework, assist in routine risk management decisions and monitoring of the same.

NCCL has a Risk Management System ('RMS') for real-time computation of Value at Risk ('VaR') and portfolio-based margin. Intra-day volatility is refreshed every two hours, five times a day, and the initial margin changes whenever volatility is refreshed. Additionally, the Mark to Market ('MTM') obligation is recomputed for every last traded price change.

Risk is managed through measures like eligibility criteria and capital requirements of members, margin requirements, real-time monitoring and alerts for increase in risk exposures and limit breaches etc.

Warehousing / Logistics

NCCL facilitates the physical settlement of trades executed on the NCDEX platform. To facilitate physical settlement, NCCL has empanelled seven Warehouse Service Providers ('WSPs'), each equipped with its own assaying facilities. These WSPs provide warehousing services to clients at various delivery locations, for the physical settlement of their trades. Warehouses providing these services are registered with the Warehousing Development and Regulatory Authority ('WDRA') and are approved by NCCL.

For physical settlement of trades, selling clients can deposit their commodities in such NCCL approved warehouses, while buying clients can receive these goods in physical form from these warehouses. All approved warehouses are inspected by NCCL and also by Independent Inspection Agencies on regular basis to ensure compliance with operational standards and infrastructure requirements set by SEBI.

To verify the quantity of commodities stored in NCCL-approved warehouses, NCCL has empanelled independent inspection agencies responsible for conducting inspections and submitting reports. To enhance market confidence, these reports are published on the NCCL website.

Additionally, NCCL has empanelled independent assayers who are not associated with any of the empanelled WSPs. These assayers provide independent assaying services to NCCL and buyers who request verification.

As on March 31, 2025, NCCL had 114 approved warehouses across 25 delivery locations in 9 states in India. Rajasthan, Gujarat and Maharashtra are the major states contributing about 95% of the approved capacity. These 114 warehouses have a capacity of 3.10 lakh MTs and as at the end of the year had 1.61 Lakh MTs of stock worth about Rs. 882 cr.

Between April 2024 and March 2025, approved warehouses saw deposits of about 2.50 lakh MTs, 38% of which was Cotton Seed Oilcake followed by Castor, Guar Gum, Guar Seed, Coriander and Turmeric at 24%, 15%, 9%, 8% and 5% respectively. Gujarat had 45% of the deposit during the financial year followed by Rajasthan and Maharashtra at 28% and 23% respectively.

Information Technology

Technology remains a key business enabler for NCCL. Several functional changes were implemented in its systems to meet various market, regulatory, and operational requirements. The major system changes undertaken during the year are as under:

- **Pledge of commodities through NERL:** A facility enabling clients to use commodities as collateral at the client level.
- **Multifactor Authentication:** As mandated by SEBI, multifactor authentication has been implemented for critical applications.
- **Options on Futures:** NCCL carried out necessary system modifications to facilitate the settlement of Options on Futures launched by the Exchange during the year.
- **ISO 27001:2022 Standard Implementation:** NCCL has adopted this comprehensive and updated framework to establish and maintain its Information Security Management System ('ISMS').

Additionally, NCCL, in collaboration with NCDEX, conducted unannounced LIVE trading and clearing & settlement activities from its Disaster Recovery (DR) site. Members were not informed in advance and were not required to take any action. The trading and clearing activities were executed seamlessly, with no reported issues.

During the year under review, there is no financial disincentive in terms of the Standard Operating Procedure ('SOP') for handling technical glitch by NCCL.

Human Resources

During the year, a Management Development Program for employees in leadership roles was organised in order to help them become effective leaders, strengthen managerial and leadership skills, and improve team management.

Based on the assessment of training needs, programs conducted by premier institutions like NISM and ICAI, were identified and attended by employees.

The employee relations scenario has been harmonious throughout the period under consideration. The number of employees as on March 31, 2025 were 80.

The disclosure pertaining to resources committed towards strengthening regulatory functions and towards ensuring compliance with regulatory requirements applicable to the Company, backed by an activity based accounting is given below:

Sr. No.	Regulatory Functions	No. of Resources	Function Description
1	Risk Management	7	A sound risk management system is integral to an efficient clearing and settlement system. NCCL shall provide adequate and effective risk management mechanism for creating a proper risk management framework and for enforcing the requirements uniformly, as provided in the relevant regulations from time to time, to ensure market safety and security and to ensure smooth and orderly completion of settlement of transactions. NCCL shall implement risk containment measures that are recommended internationally and are considered vital in the derivatives market. The most critical component of the risk containment mechanism for NCCL is the online position monitoring and margining system. The actual position monitoring and margining is done on-line, on real time basis. NCCL collects initial margin for all open positions of a member based on the margins computed by the Risk Management System (RMS). Initial margin requirements are based on 99% Value at Risk (VaR) over the margin period of risk (MPOR) and are margined at the portfolio level. The methodology for computation of Value at Risk is as per the recommendations of SEBI from time to time.
2	Membership	2	The Membership Department handles the admission, registration, supervision, compliance monitoring of members. The department also handles the work related to action against the members for regulatory violations.
3	Member Inspection	2	The Member Inspection Department is responsible for carrying out inspection of activities relating to the clearing and settlement operations of members. The department also handles the work related to action against members for regulatory violations and conditions for continued membership.
4	Compliance	2	The Compliance Department monitors compliance with the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the

			Securities and Exchange Board of India Act, 1992 and the rules, regulations and directions issued thereunder.
5	Enforcement & Default	1	A member may be declared a defaulter by direction of the Relevant Authority, if it is unable to fulfill its obligations, commits violations of the Rules, Byelaws and Regulations or the conditions of membership or admits or discloses his inability to fulfill or discharge its duties, obligations and liabilities, as laid down under the Bye Laws, Rules and Regulations. The Enforcement & Default Division is responsible for all matters pertaining to enforcement and dealing with default by a member.
6	Investor Services & Protection	2	NCCL primarily has two categories of members – members exclusively carrying out clearing & settlement activities and members who additionally may be Trading Members on the exchange. For matters pertaining to disputes or claims between members inter se and between a member and its clients, NCCL through its Investor Services Department, facilitates resolution of disputes and settlement of claims through the arbitration mechanism of the concerned exchange.
7	Chief Compliance Officer and Head Legal	1	Oversees all regulatory functions barring risk.

Cost incurred for discharging regulatory functions:

In FY24-25, the Company has spent an amount of Rs. 281.22 lakhs towards human resources cost and Rs. 300.08 lakhs towards Technology cost.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed to providing a work environment that ensures that every employee is treated with dignity and respect. The Company has in place a Policy on Prevention of Sexual Harassment of Women in line with requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An 'Internal Committee' has been set up to redress complaints received regarding sexual harassment.

The disclosures required to be given under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 are given in the following table:

1	Number of complaints of sexual harassment received in the year	NIL
2	Number of complaints disposed off during the year	NIL
3	Number of workshops or awareness programs against sexual harassment carried out	An awareness program was conducted for all the employees.

Dividend & Reserves

As per the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, a recognised Clearing Corporation should have a minimum net worth of Rs. 100 crore. As on March 31, 2025, the liquid net worth of the Company was Rs. 117.39 crore.

In the view of the above and in order to conserve resources for future business growth, your directors do not recommend any dividend for the financial year 2024-25.

The Company has carried forward a total of Rs. 14,425 lakhs as its Reserves (including the Core Settlement Guarantee Fund).

Compliance with externally imposed capital requirements:

The capital requirement of the Company is regulated by the Securities and Exchange Board of India ('SEBI'). As per SEBI Regulations 2018, a risk-based approach is prescribed towards computation of capital and net worth requirement for clearing corporations to adequately cover counterparty credit risk, business risk, orderly wind-down and operational & legal risk. As per Regulation 14(3) (c) of SECC Regulations 2018, every clearing corporation shall have a minimum net worth of Rs.100 crore or net worth computed as per the risk-based approach as may specified by SEBI from time to time, whichever is higher. Accordingly, SEBI vide circular Ref No: SEBI/HO/MRD/DRMP/CIR/P/2019/55 dated April 10, 2019 issued granular norms related to computation of risk based capital and net worth requirements for clearing corporations effective from FY 2019-20. The net worth requirement for the Company calculated as prescribed by SEBI in the above circular works out to around Rs. 117.39 crore as on March 31, 2025.

Regulatory Landscape / Developments

NCCL is a 100% subsidiary of NCDEX and is subject to the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations, 2018') as amended from time to time. The SECC Regulations, 2018 was last amended on March 21, 2025.

Between April 2024 and March 2025, SEBI issued various circulars and notifications, which NCCL is required to implement and comply with. The important circulars and notifications issued during this period are as follows:

- a) Modification in Staggered Delivery Period in Commodity Futures Contracts
- b) Norms for acceptable collaterals and exposure of Clearing Corporations
- c) Modification in requirement of inspection of accredited warehouses by Clearing Corporations
- d) System Audit of Professional Clearing Members (PCMs)
- e) Statutory Committees at Market Infrastructure Institutions (MIIs)
- f) Cybersecurity and Cyber Resilience Framework (CSCRF) for SEBI Regulated Entities (REs)
- g) Modifications in Guidelines for Business Continuity Plan (BCP) and Disaster Recovery (DR) of Market Infrastructure Institutions (MIIs)
- h) Ease of Doing Business in the context of Standard Operating Procedure for payment of “Financial Disincentives” by Market Infrastructure Institutions (MIIs) as a result of Technical Glitch
- i) Parameters for Performance Evaluation of Market Infrastructure Institutions
- j) Monitoring Shareholding of Market Infrastructure Institutions (MIIs)
- k) Guidelines to Stock Exchanges, Clearing Corporations and Depositories
- l) Policy for Sharing Data for the Purpose of Research / Analysis
- m) Parameters for external evaluation of Performance of Statutory Committees of Market Infrastructure Institutions (MIIs); and Mechanism for internal evaluation of Performance of MIIs and its Statutory Committees
- n) Extension towards Adoption and Implementation of Cybersecurity and Cyber Resilience Framework (CSCRF) for SEBI Regulated Entities (REs)

Settlement Guarantee Fund

The details of Settlement Guarantee Fund (‘SGF’) as on March 31, 2025 is as below:

(Rs. in crore)

NCCL Contribution	NCDEX Contribution	Settlement Penalties	Total
100.58	33.47	73.83	207.88

Capital & Shares

As on March 31, 2025, the authorised share capital of the Company is Rs. 140 crore divided into 140,000,000 equity shares of Rs. 10 each.

As on March 31, 2025, the issued, subscribed and paid-up equity share capital of the Company is Rs 122.75 crore divided into 122,750,000 equity shares of Rs. 10 each.

During the financial year 2024–25, the company did not issue any equity shares with differential voting rights or any shares (including sweat equity shares) to employees under an Employee Stock Option Scheme.

The Company is a wholly owned subsidiary of NCDEX. NCDEX holds 122,750,000 equity shares of Rs. 10 each, representing 100% of the paid-up equity share capital of the company.

This includes six individuals, each holding one equity share (jointly with NCDEX, with NCDEX as the first holder) of Rs. 10 each.

Alteration of Memorandum of Association & Articles of Association of the Company

During the year under review, the Company has not made any alterations to its Memorandum of Association or Articles of Association.

Management Discussion and Analysis Report

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is annexed hereto as **Annexure 1** and forms a part of this report.

Corporate Governance Report

The Company is a public limited company, and its securities are not listed on any stock exchange in the country. As per Regulation 33 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the disclosure requirements and corporate governance norms applicable to listed companies are mutatis mutandis applicable to recognized clearing corporations.

A report on the Corporate Governance framework within the company, along with the required certification under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto as **Annexure 2** and forms a part of this report.

Corporate Social Responsibility

As on March 31, 2025, the Corporate Social Responsibility Committee of the Board comprised the following members viz:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Rajiv Relhan, Managing Director & CEO
3. Ms. Seema Nayak, Non-independent Director

During the year under review, the Corporate Social Responsibility Committee ('CSR') was re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson. Further, CSR was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member and by inducting Ms. Seema Nayak, Non-Independent Director as its member.

The terms of reference of the Corporate Social Responsibility Committee is provided in the Corporate Governance Report which forms a part of this report. Further, the Corporate Social Responsibility ('CSR') Policy of the Company is available on the website of the Company at the web link <https://nccl.co.in/disclosures/csr>.

NCCL has framed a Corporate Social Responsibility ('CSR') policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder, which outlines its CSR objectives and the manner in which it will be implemented. The Company's CSR activities largely cover social and development sectors with focus on Education, Healthcare, Gender Equality & Empowerment of Women, Environment Sustainability and contributions to Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.

The Corporate Social Responsibility Committee will play the following role in fulfilling the Company's CSR objectives:

1. Formulate and review the CSR Policy and recommend the same to the Board for its approval;
2. Recommend the amount of expenditure to be incurred on the CSR activities;
3. Formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy Review the CSR projects/ programmes from time to time;
4. Ensure overall governance and compliance for CSR; and
5. Annually report to the Board of Directors of the Company, the status of the CSR activities and contributions made by the Company.

The CSR Policy was amended by the Corporate Social Responsibility Committee and the Board at their respective meetings held on August 5, 2024. The summary of the key changes to the CSR Policy are as below:

1. Pursuant to the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) (Amendment) Regulations, 2023, the term 'Shareholder Director' appearing under the section "Role of CSR Committee" has been replaced with 'Non-Independent Director'.
2. Pursuant to the Companies (Corporate Social Responsibility Policy) Amendment Rules 2022, additional eligibility criteria for implementing agencies, responsible for carrying out CSR activities on behalf of the Company have been incorporated under the section "Undertaking CSR Activities".

The CSR Policy was further amended by the Corporate Social Responsibility Committee through a circular resolution passed on February 14, 2025, and subsequently approved by the Board at its meeting held on February 24, 2025. The revised policy now incorporates provisions for frequency of review and version control.

The Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 for FY 2024-25, as:

- (1) The criteria specified under section 135(1) of the Companies Act, 2013 were not met by the Company for FY 2024-25; and
- (2) There was no amount lying in the Unspent Corporate Social Responsibility Account of the Company as per Section 135(6) of the Companies Act, 2013.

Additionally, the company obtained a legal opinion from a practicing company secretary, who confirmed that the company is not required to comply with the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014 for FY 2024-25.

In view of this, the Corporate Social Responsibility Committee and the Board, at their respective meetings held on August 5, 2024, acknowledged that the Company is not required to comply with the provisions of Section 135 of the Companies Act, 2013, and the Companies (Corporate Social Responsibility Policy) Rules, 2014 for FY 2024-25.

Annual Return

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended March 31, 2025, has been hosted on the company's website at the following link: <https://nccl.co.in/disclosures/annual-reports>.

Secretarial Audit

The Secretarial Audit, as required under the Companies Act, 2013, was conducted by M/s. N. L. Bhatia & Associates, Company Secretaries. The Secretarial Auditors has not made any qualification, reservation or adverse remark or disclaimer in their report for the financial year ended March 31, 2025. The Secretarial Audit Report for the financial year ended March 31, 2025 is annexed as **Annexure 3** and forms part of this Report.

Additionally, the Annual Secretarial Compliance Report, as mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto as **Annexure 4** and forms part of this report.

Pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee and the Board, at their respective meetings held on May 16, 2025, approved the appointment of M/s. Ragini Chokshi & Co., Company Secretaries as the Secretarial Auditors of NCCL for a period of five years, from FY 2025-26 to FY 2029-30, subject to shareholder approval at the 19th Annual General Meeting of NCCL.

Business Responsibility and Sustainability Report

The provisions of Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require the top 1000 listed entities, based on market capitalization, to attach a Business Responsibility and Sustainability Report to their Director's Report, covering environmental, social, and governance disclosures in the prescribed format.

Since your company does not fall within the purview of Regulation 34(2)(f), the Business Responsibility and Sustainability Report is not applicable.

Deposits

During the year under review, the Company has not accepted and/or renewed any public deposits in terms of the provisions of section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

Board Meetings held during the Financial Year 2024-25

During the financial year 2024-25, nine meetings of the Board were held on the following dates: May 9, 2024, July 23, 2024, August 5, 2024, September 26, 2024, October 1, 2024, November 5, 2024, February 7, 2025, February 24, 2025, and March 24, 2025.

Directors

As of March 31, 2025, the Company's Board of Directors consists of five directors, including:

- Three Public Interest Directors / Independent Directors
- One Non-Independent, Non-Executive Director
- One Managing Director & CEO

The Board includes two women directors. Detailed information is provided in the table below:

Sr. No.	Name of the Director	Category
1	Mr. Kumbha Srinivas Nayak	Chairman & Public Interest Director (Independent Director)
2	Mr. Bharat Sampat	Public Interest Director (Independent Director)
3	Ms. Meera Ranganathan	Public Interest Director (Independent Director)
4	Ms. Seema Nayak	Non-Independent Director (Non-Executive Director)
5	Mr. Rajiv Relhan	Managing Director & Chief Executive Officer

During FY 2024-25, the following change occurred in the composition of the Board of NCCL:

Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024 on expiry of his term as Public Interest Director of NCCL.

Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024 on expiry of her term as Public Interest Director of NCCL.

SEBI vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2024/12245/1 dated March 27, 2024 approved the re-appointment of Dr. Harshavardhan Raghunath as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 with effect from May 11, 2024. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on

April 8, 2024 noted the re-appointment of Dr. Harshavardhan Raghunath as Public Interest Director for a period of three years with effect from May 11, 2024.

Pursuant to Regulation 23 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, SEBI vide its letter no. SEBI/HO/MRD/RAC/OW/P/2024/20078/1 dated June 18, 2024 (letter received by NCCL on June 20, 2024) had accorded its approval for appointment of Dr. Harshavardhan Raghunath as Chairman of the Board of NCCL. The appointment of Dr. Harshavardhan Raghunath as the Chairman of the Board of NCCL was effective from June 18, 2024 till his tenure as Public Interest Director on the Board of NCCL.

SEBI vide its letter no. SEBI/HO/MRD/RAC-1/P/OW/2024/28534/1 dated September 6, 2024 (letter received by NCCL on September 11, 2024) had approved the re-appointment of Mr. Atul Roongta as Non-Independent Director on the Board of NCCL in terms of Regulation 24 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on September 14, 2024 noted the re-appointment of Mr. Atul Roongta as Non-Independent Director with effect from September 6, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/00030657/1 dated September 27, 2024 accorded its approval for the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years in terms of Regulation 25 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on September 27, 2024 noted the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years with effect from September 27, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2024/36047/1 dated November 22, 2024 (letter received by NCCL on November 25, 2024) had approved the appointment of Ms. Meera Ranganathan as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on November 26, 2024 noted the appointment of Ms. Meera Ranganathan as Public Interest Director for a period of three years with effect from November 22, 2024.

Dr. Harshavardhan Raghunath ceased to be a Public Interest Director of NCCL with effect from November 27, 2024 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation tendered by him vide letter dated November 26, 2024. Subsequently, the Board of NCCL vide its resolution passed by circulation on November 28, 2024 noted the resignation letter and accepted the resignation tendered by Dr. Harshavardhan Raghunath from the position of Public Interest Director and Chairman of the Board of NCCL with effect from November 27, 2024. Dr. Raghunath was invited to join the Board of another esteemed company within a prominent financial services group, which includes a stockbroking entity registered with stock exchanges and clearing corporations. Such dual association is not permissible under SEBI Regulations. Therefore, Dr. Raghunath had tendered his resignation from the position of Public Interest Director and Chairman of the Board of NCCL vide his letter dated November 26, 2024.

Pursuant to Regulation 23 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, SEBI vide its letter no. SEBI/HO/MRD/RAC/OW/P/2025/7072/1 dated March 5, 2025 (letter received by NCCL on March 6, 2025) has accorded its approval for appointment of Mr. Kumbha Srinivas Nayak as Chairman of the Board of NCCL. The appointment of Mr. Kumbha Srinivas Nayak as the Chairman of the Board of NCCL was effective from March 5, 2025 till his tenure as Public Interest Director on the Board of NCCL.

Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation letter dated February 12, 2025 tendered by him. Subsequently, the Board of NCCL vide its resolution passed by circulation on February 19, 2025 noted the resignation letter and accepted the resignation tendered by Mr. Atul Roongta from the position of Non-Independent Director on the Board of NCCL with effect from February 18, 2025. Due to pre occupation, Mr. Atul Roongta resigned as a Non Independent Director of the Board of NCCL.

Further, SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2025/0010112/1 dated April 3, 2025 (letter received by NCCL on April 3, 2025) has approved the appointment of Mr. Udaybhaskar Vemuri as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on April 3, 2025 noted the appointment of Mr. Udaybhaskar Vemuri as Public Interest Director for a period of three years with effect from April 3, 2025.

Furthermore, SEBI vide its letter no. SEBI/HO/MRD/RAC-1/P/OW/2025/12032/1 dated April 30, 2025 (letter received by NCCL on May 5, 2025) has approved the appointment of Mr. Kedar Deshpande as a Non-Independent Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on May 7, 2025 noted the appointment of Mr. Kedar Deshpande as a Non-Independent Director with effect from April 30, 2025.

Independent Directors / Public Interest Directors

As of March 31, 2025, the Company had three Independent Directors / Public Interest Directors on the Board:

- Mr. Kumbha Srinivas Nayak
- Mr. Bharat Sampat
- Ms. Meera Ranganathan

Additionally, Mr. Udaybhaskar Vemuri was appointed as an Independent Director / Public Interest Director of the Company for a period of three years, effective April 3, 2025.

In accordance with the provisions of the Companies Act, 2013 and Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, Independent Directors / Public Interest Directors are not liable to retire by rotation.

Declaration by Independent Directors / Public Interest Directors

All Independent Directors / Public Interest Directors have given declarations that they meet the criteria of independence as laid down under section 149 of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board is of opinion that all Independent Directors fulfil the conditions relating to their status as an Independent Director as specified under section 149 of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of the SEBI Listing Regulations and are independent of the management.

Further, the Board is of opinion that Independent Directors of the Company possess requisite qualifications, experience and expertise in the fields of capital markets, finance and accountancy, legal and regulatory practice, technology, risk management and management or administration; and they hold highest standards of integrity. Regarding proficiency, the Company has adopted requisite steps towards the inclusion of the names of all Independent Directors in the data bank maintained with the Indian Institute of Corporate Affairs ('IICA'). Accordingly, all Independent Directors of the Company have registered themselves with the IICA for the said purpose.

In terms of section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors are required to undertake an online proficiency self-assessment test conducted by the IICA within a period of two years from the date of inclusion of their names in the data bank. The status of the said online proficiency self-assessment test undertaken by the Independent Directors of the Company are as below:

Sr. No.	Name of the Independent Director / Public Interest Director	Status of Online Proficiency Self-Assessment Test
1.	Mr. Kumbha Srinivas Nayak	Completed
2.	Mr. Bharat Sampat	Exempted
3.	Ms. Meera Ranganathan	Completed
4.	Mr. Udaybhaskar Vemuri	Yet to be completed

Directors retiring by rotation (being Directors other than Independent Directors)

In accordance with the provisions of the Companies Act, 2013, Ms. Seema Nayak, being a non-independent director, is liable to retire by rotation at the upcoming 19th Annual General Meeting of the company. She is eligible for re-appointment, and a resolution for her re-appointment is being proposed at the 19th Annual General Meeting. Her profile is included in the Notice of the 19th Annual General Meeting.

'Fit and Proper Person' criteria

In accordance with the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, directors of recognized clearing corporations must meet the Fit and Proper Person criteria. Accordingly, all directors of the Company have confirmed their compliance with the prescribed criteria under the aforesaid regulation.

Additionally, the directors have confirmed that they are not associated with any trading member or clearing member of any recognized stock exchange or clearing corporation, nor with any associates or agents of such members.

The Company has also received declarations from all its directors, in accordance with Section 164 of the Companies Act, 2013, confirming that they are not disqualified from being appointed as directors of the Company.

Evaluation of performance of the Board

SEBI issued a guidance note on board evaluation for listed companies, outlining the process and criteria to be adopted. The company has incorporated the criteria specified in the guidance note to assess the methodology and parameters for evaluating the performance of:

- The Board as a whole
- Its committees
- Each Director individually, including the Chairman

The evaluation criteria include various parameters such as involvement, commitment to improvement, teamwork, governance, knowledge & competency, understanding & fulfillment of responsibilities, initiatives, availability & attendance, contribution in board meetings, and integrity.

Further, pursuant to the SEBI circular dated February 5, 2019, on Performance Review of Public Interest Directors, the company has established a Policy for Performance Review of Public Interest Directors and aligned the evaluation criteria for Public Interest Directors / Independent Directors in accordance with this policy.

The performance evaluation criteria for Public Interest Directors, as required to be disclosed under the provisions of the SEBI circular dated February 5, 2019, are provided below:

1. Qualifications:
Possesses professional qualification in the area of law, finance, accounting, economics, management, risk management, administration or any other area relevant to the financial markets.
2. Experience:
Possesses prior experience in the area of law, finance, accounting, economics, management, administration, risk management or any other area relevant to the financial markets.
3. Knowledge and Competence:
Sufficient understanding and knowledge of the Company and the sector in which it operates and sufficient understanding of the role, responsibilities and obligations as Public Interest Director under the applicable regulatory norms and the risk associated with the business structure.

4. Integrity:
Demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.). Strictly adheres to the provisions of SEBI SECC Regulations, 2018 and any other regulatory provision, as applicable, along with the code of conduct and code of ethics prescribed. Discloses dealing in securities and other regulatory disclosures on timely basis. Confirms Fit & Proper Person confirmation and non-disclosure of confidential information, unless such disclosure is expressly approved by the Board or required under the law.
5. Leadership:
Displays efficient leadership, is open-minded, courteous, displays professionalism, decisive etc.
6. Governance:
Exercises and encourages independent judgement, ensures implementation of good governance practices and compliance, assures appropriate board size, composition, independence, structure.
7. Contribution:
Contributes effectively to the Company and its Board meetings. Participates in meetings keeping in mind the interests of various stakeholders and actively deliberates on proposed businesses propositions taking into consideration pros and cons of such proportions, long term outlook, cost-benefit analysis etc.
8. Independence:
Fulfils the independence criteria as specified under Companies Act, 2013 and SEBI Listing Regulations and is independent from the Company & Management and the other directors and there is no conflict of interest. Confirms his / her non-association with the Company and its member. Also keeps regulators informed of material developments in the Company's functioning.
9. Analysis:
Deliberates in detail and seeks clarifications on or amplification of information as required. Monitors corporate results, significant corporate risks; reviews strategic plans, objectives and budgets. Monitors activities of Board Committees.
10. Quality of decision-making:
Probes effectively and constructively to test the assumptions and validate the information for quality decision-making, actively supports worthwhile ideas and proposals.
11. Independent views and judgement:
Exercises his/ her own judgement and voices opinion freely. Participates in the decisions taken during the meetings in an unbiased manner, based on ethical judgement and in strict conformity to the applicable regulatory norms. Raises concerns

if anything observed contrary to regulatory norms and ethical conduct. Ensures fairness and integrity in Company's system, in letter as well as in spirit.

12. Availability / Engagement:

Available for meetings of the Board and attends the meeting of Board and Committees regularly and timely. Ensures that he / she hasn't remained absent for three consecutive meetings of the Board and has attended seventy five percent of the total meetings of the Board in each calendar year. Diligently prepares and remains well-informed.

13. Commitment:

Sufficiently committed to the Board and the Company.

14. Functions as a Team:

Functions as an effective team member, listens attentively to the contributions of others and gives adequate weightage to the views and perception of other Board members. Shares good interpersonal relationship with other directors.

15. Interaction:

Communicates meaningfully in an open, constructive manner, gives a fair chance to others for expressing their views.

16. Corporate Objectives and Goals:

Contributes to define corporate objectives and goals.

17. Fulfilment of Functions:

Understands and fulfils the functions as assigned by the Board and the regulatory norms. Provides views and opinion on various regulatory matters when comments are invited by SEBI.

18. Initiative:

Actively takes initiative with respect to various areas. Insists on information necessary for effective decision making, keeps himself / herself well informed about the functioning of the Company and its external environment and developments taking place in regulatory areas. Identifies any important issues which may involve conflict of interest for the Company or may have significant impact on its functioning or may not be in the interest of securities market and reports the same to SEBI. Deals with critical matters in an appropriate manner.

19. Succession Plan:

Reviews KMPs succession plan.

20. Stakeholders:

Takes informed and balanced decisions particularly in case of conflicting interests and is able to keep minority shareholders' interest and other non-shareholding stakeholders' interest in mind during discussions and decisions.

During the year under review, the Company formulated a Board Evaluation Policy, which was approved by the Nomination & Remuneration and the Board at their meetings held on September 23, 2024 and September 26, 2024 respectively. The policy outlines provisions and guidance for evaluating the performance of all Directors (Public Interest Directors (PIDs), Non-Independent Directors (NIDs) and Managing Director & CEO), Chairperson, Board as a whole, Board Committees and assessment of the quality, quantity and timeliness of flow of information between the management and the Board of Directors. This evaluation framework aligns with the Companies Act, 2013, SEBI Listing Regulations, 2018, and SEBI circular dated February 5, 2019, as amended from time to time. The policy also incorporates questionnaire formats for assessing all the above categories. To eliminate duplication, the existing Policy for Performance Review of Public Interest Directors, initially formulated in accordance with the SEBI circular dated February 5, 2019, was rescinded upon the approval of the Board Evaluation Policy.

In line with the Companies Act, 2013, SEBI Listing Regulations, 2018, SEBI circular dated February 5, 2019, and the Board Evaluation Policy, the annual evaluation of the Board's performance, its committees, and individual directors was conducted for FY 2024-25.

Independent Directors / Public Interest Directors met separately, without the presence of Non-Independent Directors or members of the Management, to conduct a review of: performance of Non-Independent Directors, the Board as a whole, the performance of the Chairman and further assessed the quality, quantity and timelines of flow of information between the Company Management and the Board for FY 2024-25. Overall, Independent Directors / Public Interest Directors expressed their satisfaction with the performance and effectiveness of the Board, Non-Independent Directors, and the Chairman, as well as the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Nomination & Remuneration Committee and the Board conducted an evaluation of the Board's performance, as well as that of its committees and individual directors for FY 2024-25 and expressed its overall satisfaction on the performance and effectiveness of the Board, the committees and individual Board Members.

Key Managerial Personnel

The following officials have been identified as Key Managerial Personnel under the provisions of the Companies Act, 2013:

1. Mr. Rajiv Relhan, Managing Director & Chief Executive Officer
2. Ms. Komal Shahani, Chief Financial Officer
3. Mr. Rahul Poojari, Company Secretary

During the year under review, no new Key Managerial Personnel were appointed, and no existing Key Managerial Personnel resigned from the Company.

Board Committees

The Board has constituted the following committees in accordance with the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Audit Committee

The Board has constituted an Audit Committee pursuant to the provisions of the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition and terms of reference of the Audit Committee are detailed in the Corporate Governance Report, which forms part of this report. During FY 2024-25, there were no instances where the Board did not accept any recommendations made by the Audit Committee.

Nomination & Remuneration Committee

The Board has constituted a Nomination & Remuneration Committee in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ['SECC Regulations, 2018']. The composition and terms of reference of the Nomination & Remuneration Committee are detailed in the Corporate Governance Report, which forms part of this report. The Company has in place a Nomination & Remuneration Policy. The Policy deals with matters which includes Directors' appointment and their remuneration, criteria for determining qualifications, positive attributes and independence of directors, remuneration of Key Managerial Personnel, Senior Managerial personnel and other employees.

Objectives of the Nomination & Remuneration Policy:

1. To provide guidance in relation to appointment and removal of Directors and Key Managerial Personnel under Companies Act 2013 and Key Management Personnel under SECC Regulations.
2. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-executive) and persons who may be appointed as Key Managerial Personnel under Companies Act 2013 and Key Management Person under SECC Regulations and to determine their remuneration.
3. To lay down criteria for remuneration payable to the Directors, Key Managerial Personnel under Companies Act, 2013, other employees of the Company and determine the remuneration payable to Key Management Personnel under SECC Regulation.

The Nomination & Remuneration Policy was amended by the Nomination & Remuneration Committee and the Board at its respective meetings held on November 4, 2024. The summary of the key changes to the Nomination & Remuneration Policy is provided below:

- SEBI, through its circular dated September 20, 2024, on 'Ease of Doing Business in the context of Standard Operating Procedure for payment of Financial Disincentives by Market Infrastructure Institutions (MIIs) due to Technical Glitches,' has removed the "Financial disincentive on the Managing Director (MD) and Chief Technology Officer (CTO) of MIIs separately" from Clauses 3, 4, and 5 of Annexure XII in the Master Circular for Stock Exchanges and Clearing Corporations dated October 16, 2023. In light of this circular, the provisions related to financial disincentives for the MD have been removed from the Nomination & Remuneration Policy. However, financial disincentives will continue to apply to MIIs.
- NCCL has formulated a Board Evaluation Policy covering the performance evaluation of the Board, Board Committees, and Directors, which was approved by the Board at its meeting held on September 26, 2024. In light of this, the provisions related to the evaluation of Directors were removed from the Nomination & Remuneration Policy.
- The revised policy now includes provisions for version control.

The Nomination & Remuneration Policy was further amended by the Nomination & Remuneration Committee and the Board at their respective meetings held on February 6, 2025, and February 7, 2025. A summary of the key changes to the Nomination & Remuneration Policy is provided below:

- SEBI, through its notification dated December 12, 2024, amended the definition of "Senior Management" as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2024, by replacing "Company Secretary and the Chief Financial Officer" with "persons identified and designated as key managerial personnel, other than the Board of Directors, by the company." In view of this circular, the definition of Senior Management has been updated in the policy.
- SEBI, through its circular dated June 25, 2024, on "Statutory Committees at Market Infrastructure Institutions," revised the composition requirements of the Nomination and Remuneration Committee. Accordingly, the composition of the Nomination and Remuneration Committee under SECC Regulations has been modified in the policy.
- The review period of the Nomination and Remuneration Policy has now been specified in the policy.

The amended Nomination & Remuneration Policy is available on the company's website at the following link: <https://nccl.co.in/disclosures/other-disclosures>.

The relevant extracts from the Nomination & Remuneration Policy are provided below:

Criteria for determining qualifications, positive attributes and independence of a director:

Public Interest Director:

The Company shall ensure that Public Interest Directors are selected from diverse field of work. While deciding to propose a particular person as a Public Interest Director, the Company shall also take into account the following factors:

- a) Requisite qualification and experience in the areas of capital markets, finance and accountancy, legal and regulatory practice, and technology.
- b) Atleast one person shall be inducted having experience and background in finance / accounts who may preferably be inducted in the audit committee.
- c) Persons currently holding positions of trust and responsibility in reputed organisations or person who have retired from such positions.
- d) Persons who are likely to have interested positions in commercial contracts and financial affairs of Company, may be excluded. Also, persons who are regular traders/ speculators in the market or are director in the board of the promoter entity of the Company, shall be excluded.

For every appointment of an independent director / public interest director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director / public interest director. The person recommended to the Board for appointment as an independent director / public interest director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.

Non-Independent Director:

- Requisite qualifications and experience in the areas of capital markets, finance and accountancy, legal and regulatory practice, technology, risk management and management or administration.
- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics and personal integrity;
- Demonstrable ability to work effectively with a Board of Directors
- Extensive team building and management skills
- Strong influencing and negotiating skills

Managing Director / CEO:

The Managing Director / Chief Executive of the Company should be a person of high caliber, integrity and expertise and should have sufficient authority to manage the affairs of the Company.

Independence of Directors:

The independence of a director shall be determined based on the criteria defined from time to time in the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SECC Regulations, 2018.

Directors' Remuneration:

Public Interest Director / Non-Independent Director:

Public Interest Directors of the Company shall be paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees within the permissible limit prescribed under the Companies Act, 2013, the SEBI Listing Regulations, the SECC Regulations, as amended from time to time. The sitting fees paid to them for attending meetings of Board of Directors or any other Committee(s) of Board of Directors shall be determined by the Board from time to time. Beside the sitting fees they are also entitled to reimbursement of expenses for attending such meeting(s). The Public Interest Directors of the Company shall not be paid any other remuneration or commission. They shall not be entitled to any stock option or any profit related commission.

Non-executive Directors (other than Nominee Directors) of the Company shall be paid remuneration by way of sitting fees only for attending the meetings of the Board of Directors and its Committees within the permissible limit prescribed under the Companies Act, 2013, the SEBI Listing Regulations, the SECC Regulations, as amended from time to time. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors and its Committee of Board of Directors shall be determined by the Board from time to time. Beside the sitting fees they are also entitled to reimbursement of expenses. The Non-executive Directors of the Company shall not be paid any other remuneration or commission.

Managing Director & CEO:

The Company shall follow the following norms in regard to compensation of the Managing Director:

- a. The variable pay component shall be within a range of 25% to 50% of total pay.
- b. 50% of the variable pay shall be paid on a deferred basis after a minimum period of three years.
- c. ESOPs and other equity linked instruments in the Company shall not be offered or provided as part of the compensation for the Managing Director.
- d. The compensation policy shall have malus and clawback arrangements.
- e. Apart from the above, the following shall also be taken into consideration:
 - financial condition / health of the Company,
 - average levels of compensation payable to employees in similar ranks,
 - should not contain any provisions regarding incentives to take excessive risks over the short term,
 - revenues, net profit of the Company,

- comparable to the industry standards,
- role and responsibilities of the Managing Director,
- periodic review

Stakeholders' Relationship Committee

The Board has constituted a Stakeholders' Relationship Committee in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition and terms of reference of the Stakeholders' Relationship Committee are detailed in the Corporate Governance Report, which forms part of this report.

Subsidiaries, Associates and Joint Ventures

As of March 31, 2025, the Company does not have any subsidiaries, joint ventures, or associate companies. During FY 2024-25, no company has become or ceased to be a subsidiary, joint venture, or associate company of the Company.

Whistle Blower Policy / Vigil Mechanism

The Company is committed to conducting its affairs in a fair and transparent manner, adhering to the highest standards of professionalism, integrity, and ethical behaviour.

Pursuant to Section 177(9) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has implemented a vigil mechanism through the adoption of a Whistle Blower Policy. For further details, please refer to the Corporate Governance Report, which forms part of this report.

Particulars of Contracts or Arrangements with Related Parties

All transactions with related parties are in the ordinary course of business and on an arms' length basis. The particulars of contracts or arrangements with related parties which are material and at arms' length are given in Form AOC-2 and is attached as Annexure 5 to this report.

The Company has adopted a Policy on Related Party Transactions, as approved by the Board of Directors, which is uploaded on the Company's website at the web link <https://nccl.co.in/disclosures/other-disclosures>.

Particulars of Loans, Guarantees or Investments

During the year under review, the Company has not given any loan or guarantee which attract the provisions of section 186 of the Companies Act, 2013. Particulars of investments in mutual funds made during the year under review are stated in the Notes to Accounts which forms a part of this Annual Report.

Further, the Company holds 31,00,000 shares, being 8.71% of equity share capital of NCDEX e Markets Limited ('NeML') valued at Rs. 3038.31 lakhs as on March 31, 2025.

Particulars of Remuneration

The statement containing particulars of employees as required under section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed as **Annexure 6** to this report. The information pursuant to Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 is set out in **Annexure 7** to this report.

During the year under review, the following officials of National Commodity Clearing Limited ('NCCL') have been appointed as 'Key Management Personnel' of the Company with effect from September 27, 2024, in terms of the provisions of the Securities Contracts (Stock Exchange and Clearing Corporations) Regulations, 2018.

1. Mr. Sachin Pundle - Senior Vice President (Logistics)
2. Mr. Sweedin Shashikant Satav - Senior Vice President (Clearing & Settlement)
3. Mr. Sudnyesh Pradeep Girap - Vice President (Chief Technology Officer)
4. Mr. Jibananda Bain - Assistant Vice President (Chief Information Security Officer)

During the year under review, no Senior Management officials left the Company.

Accordingly, the details of the senior management officials of the Company as on March 31, 2025, are as below:

1. Mr. Rajiv Relhan, Managing Director & Chief Executive Officer
2. Ms. Komal Shahani, Chief Financial Officer
3. Mr. Hemant Singhvi, Chief Operating Officer
4. Mr. Suresh Nair, Chief Compliance Officer and Head - Legal
5. Mr. Abhishek Soni, Chief Risk Officer
6. Mr. Rahul Poojari, Company Secretary
7. Mr. Sachin Pundle, Senior Vice President (Logistics)
8. Mr. Sweedin Shashikant Satav, Senior Vice President (Clearing & Settlement)
9. Mr. Sudnyesh Pradeep Girap - Vice President (Chief Technology Officer)
10. Mr. Jibananda Bain - Assistant Vice President (Chief Information Security Officer)

The details of compensation paid to the Key Management Personnel pursuant to the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 along with the ratio of compensation paid to each Key Management Personnel vis-à-vis median of compensation paid to all employees of the Company is set out in **Annexure 8** to this report.

Information required to be furnished pursuant to Rule 17 & Rule 17A of the Securities Contracts (Regulation) Rules, 1957

Detailed information pursuant to Rule 17 and Rule 17A of the Securities Contracts (Regulation) Rules, 1957 is provided in **Annexure 9** to this report.

Legal Update

During the FY 2024-25, no significant or material orders were passed by regulators, courts or tribunals, that impacted the going concern status of the Company, or which can potentially impact the Company's future operations.

Secretarial Standards

During FY 2024-25, the Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.

Implementation of Corporate Action

During the year under review, the Company has not failed to implement any corporate action within the specified time limit.

Internal Audit and Internal Financial Controls

Internal Audit

In terms of section 138 of Companies Act, 2013, the Company appointed M/s. Mahajan & Aibara, Chartered Accountants LLP as the Internal Auditors of the Company. The scope of the Internal Audit is defined and approved by the Audit Committee. The audit process also factors in verifying compliance with process, systems, regulatory guidelines and controls.

Internal Financial Controls

The Clearing Corporation has maintained adequate internal financial controls over financial reporting. These controls include i) recording of transactions in a manner that facilitates preparation of financial statements as per the Generally Accepted Accounting Practices, ii) maintaining records that in reasonable detail, fairly and accurately reflect the transactions of the Clearing Corporation, iii) ensuring that all expenditure and income are as per approval of the management, iv) providing reasonable assurance regarding prevention and timely detection of unauthorized acquisition, use or disposition of company's assets that can have material impact on the financials statement of the Company. These financial controls were operating effectively as of March 31, 2025.

Cost Records and Cost Audit

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 are not applicable for the business activities carried out by the Company.

Particulars regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

In accordance with the Companies (Accounts) Rules, 2014, the details of energy conservation, technology absorption, and foreign exchange earnings and outgo are as follows:

Conservation of energy:

NCCL has taken various steps to reduce energy consumption such as:

- Use of energy-efficient computer systems and equipment.
- Use of LED lights to minimize power consumption and conserve energy.
- Strict monitoring and enforcement of equipment on/off schedules to optimize usage.
- Scheduled preventive maintenance of air conditioning systems, UPS, DG sets, etc., to ensure efficiency.

NCCL does not utilize any alternative sources of energy.

During the financial year 2024-25, there was no capital investment made in energy conservation equipment.

Technology absorption:

1. efforts made towards technology absorption – Not Applicable
2. the benefits derived like product improvement, cost reduction, product development or import substitution – Not Applicable
3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) – Not Applicable
 - the details of technology imported – Not Applicable
 - the year of import – Not Applicable
 - whether the technology been fully absorbed – Not Applicable
 - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof – Not Applicable
4. the expenditure incurred on Research and Development – Not Applicable

Foreign exchange earnings and outgo:

The details of foreign exchange earnings and outgo during the FY 2024-25 are as follows:

Earnings: Rs. Nil

Outgo: Rs. Nil

Statutory Auditors

M/s. Khandelwal Jain & Co., Chartered Accountants (Firm Reg. No. 105049W) have been re-appointed as the Statutory Auditors of the Company for a second term of five years from the conclusion of 17th Annual General Meeting held on August 8, 2023 till the conclusion of 22nd Annual General Meeting pursuant to the provisions of section 139(1) of the Companies Act, 2013, read with relevant Rules made thereunder.

There is no qualification, reservation or adverse remark or disclaimer in the report given by M/s. Khandelwal Jain & Co., Statutory Auditors on the financial statements of the Company

for the year ended March 31, 2025. Further, during the FY 2024-25, the Statutory Auditors have not come across any reportable incident of fraud to the Audit Committee or the Board of Directors.

Details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year alongwith their status as at the end of the financial year

During FY 2024-25, the Company has not made any application under the Insolvency and Bankruptcy Code, 2016 nor are any proceedings pending under the said code.

Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

Not applicable

Material changes and commitments affecting the financial position

No material changes have occurred or commitments given between the end of the financial year of the Company to which the Balance Sheet relates and the date of this report, affecting the financial position of the Company, which are not already accounted for.

Directors' Responsibility Statement

In accordance with the requirements of section 134 of the Companies Act, 2013, the Board of Directors state that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures (if any);
2. Such accounting policies have been selected and applied consistently, and judgments and estimates made that are reasonable and prudent, so as to give a true and fair view of the Company's state of affairs, as on March 31, 2025, and of the Company's loss for the year ended on that date;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis;
5. Internal financial controls have been laid down to be followed by the Company and such internal financial controls are adequate and operating effectively; and
6. Proper systems have been devised to ensure compliance with the provisions of all applicable laws, and such systems were adequate and operating effectively.

Acknowledgements

The Directors express their sincere gratitude to the National Commodity & Derivatives Exchange Limited (NCDEX) for its invaluable and continued support and guidance. They also acknowledge the immense contributions made by the employees of the company, whose dedication has been instrumental in its continued growth and progress.

Additionally, the Directors appreciate the support extended by the company's bankers, auditors, warehouse service providers, members, clients, grading and assaying agencies, and other stakeholders the company collaborates with.

The Directors also extend their thanks to the Securities and Exchange Board of India (SEBI), the Ministry of Corporate Affairs, and other governmental bodies and authorities for their support, guidance, and direction provided from time to time.

For and on behalf of the Board of Directors

sd/-

Srinivas Nayak
Chairman
DIN: 09094351

Place: Mumbai

Date: May 16, 2025

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

FY 2024–25, the Indian economy navigated through a complex global landscape marked by geopolitical tensions, volatile financial markets, and fragmented trade dynamics. Despite these challenges, domestic macroeconomic indicators remained broadly resilient. India retained its position as the world's fastest-growing major economy in FY 2024–25. As per the International Monetary Fund (IMF), India's GDP growth for 2025 is projected at 6.5%, supported by strong private consumption, investment, and macroeconomic stability. The Reserve Bank of India (RBI) echoed this estimate, prioritizing price stability while maintaining a balanced policy stance. The United Nations forecasted a slightly higher growth at 6.6%, and the World Bank projected 6.7% for FY 2025–26, making India a key growth engine for the South Asian region.

According to the IMF's World Economic Outlook (WEO), global growth is expected to remain moderate at 3.3% in both 2025 and 2026, below the historical average of 3.7%. Global headline inflation is forecasted to ease to 4.2% in 2025, with risks remaining uneven across regions. In contrast, India's steady growth underscores its economic resilience despite global financial and geopolitical uncertainties.

According to the RBI, India's real GDP grew by 6.7% in Q1 and 5.4% in Q2 of FY 2024–25, led by private consumption, investment, and a positive outlook for agriculture backed by above-average rainfall and strong kharif sowing. However, deceleration in industrial activity and moderation in services impacted Q2 growth. On the inflation front, headline CPI fell to 3.6% in July–August, but spiked to 6.2% in October, driven by unexpected food price increases. Inflation expectations have since moderated, with projections averaging 4.0% in FY 2025–26, supported by a robust rabi harvest, easing input costs, and stable food supply conditions. The Monetary Policy Committee (MPC) kept the repo rate unchanged at 6.5%, shifting its stance to 'neutral' to monitor evolving inflation-growth dynamics. On the global front, commodity prices, which had softened in late 2024, surged again in early 2025, driven by sharp increases in agricultural and metal prices and temporary spikes in crude oil due to supply concerns and geopolitical developments. While prices have since eased, the outlook remains uncertain amid potential risks from volatile trade policies, climate variability, and international tensions. These macroeconomic shifts, especially in agriculture and input cost expectations, are likely to influence trading patterns and risk behavior in commodity markets, underscoring the importance of adaptive clearing infrastructure and risk mitigation frameworks in the ecosystem NCCL operates in.

Over the past decade, India's economy expanded by 105%, from \$2.1 trillion in 2015 to \$4.3 trillion in 2025. According to the data released by the International Monetary Fund (IMF), India is now the fifth-largest country in terms of GDP in the world after the US, China, Germany and

Japan. It added that India is set to outpace Japan soon, as the latter's GDP grew nil in the past decade.

For agri-based industries, the year presented both policy reform and vulnerability. The government launched a National Mission for High-Yielding Crop Varieties, aiming to improve farm productivity and climate resilience. Challenges like rain-dependency, fragmented landholdings, and low technology adoption continue to restrain the sector's full potential.

In terms of development, recent years saw steady slew of developmental initiatives that shall help deepen the participation and broaden the basket of instruments available in the commodities ecosystem. A few of key operational and regulatory developments are given below:

1. Norms for Acceptable Collaterals and Exposure of Clearing Corporations

- To further strengthen the risk management framework, the existing collaterals accepted by NCCL have been reviewed, and prudential norms for exposure have been prescribed in accordance with regulatory guidelines.
- The criteria for selecting banks have been revised, with an emphasis on financials (including networth), capital adequacy, and credit worthiness, considering long-term credit rating, etc. of the bank.
- NCCL's exposure in the form of cash, fixed deposits, and bank guarantees to a single bank is restricted to 15% of its average liquid assets. Additionally, clearing member collateral exposure to a single bank is capped at 20% of the average liquid assets of all clearing members.

2. Launch of New Contracts

- Yellow Peas and Cotton Wash Oil Futures contracts were launched, expanding the agri-commodity portfolio and catering to market demand for broader hedging instruments.

3. Options on Futures

- Introduction of Options on Futures in key commodities such as Jeera, Turmeric, Dhaniya, Guar Gum and Guar Seed. The ATM and CTM concepts have been removed from Options on Futures, enabling market participants to manage risk effectively.

4. Acceptance of Bank Guarantee in Electronic Form

- To expedite the existing process, reduce turnaround time, and ensure faster utilization of Bank Guarantees (BGs), NCCL introduced a facility to submit BGs in electronic form. In collaboration with the National E-Governance Service Limited ('NeSL'), NCCL has launched a platform for accepting Electronic Bank Guarantees (E-BGs). This platform facilitates paperless execution and storage of financial contracts, enabling e-stamping and

e-signing, thereby making contract execution process seamless, online, and in real-time, offering multiple benefits to all stakeholders.

- The introduction of E-BGs reduces the time required to process bank guarantee acceptance and eliminates challenges associated with paper-based documentation.
- NCCL has entered into agreements with the following banks for the acceptance of E-BGs:
 - Axis Bank Ltd.
 - IDBI Bank Ltd.
 - IDFC First Bank
 - Kotak Mahindra Bank

5. Staggered Delivery Period in Commodity Futures Contracts

- The staggered delivery period in commodity futures contracts has been modified from 5 days to 3 days. A longer staggered delivery period was observed to have impacted liquidity in near-month expiry contracts. This modification reduces uncertainty for market participants and helps them manage their capital requirements more effectively.

6. Margin Obligations through Pledge / Re-pledge of Approved Commodities represented by eNWRs in the Repository

- A facility has been provided to clearing members to pledge eNWRs of approved commodities in favour of NCCL as collateral through the Pledge/ Re-pledge mechanism.
- With this facility, clearing members can now pledge CM proprietary / TM proprietary / client / CP eNWRs toward the non-cash component of margin deposit requirements, which was previously unavailable.

7. Standardization of Clearing Corporation to Member Interface files in Unified Distilled File Formats (UDiFF)

- The new Unified Distilled File Formats ('UDiFF') have been designed, developed, and made available to members. These formats are standardized and harmonized in conformance with ISO standards, facilitating ease of doing business in the Indian securities market.

Opportunities and Threats

FY 2024–25 marked a year of relative stabilization in global commodity prices after three years of heightened volatility. However, risks remain - particularly from unpredictable weather conditions, geopolitical tensions, and elevated logistics and freight costs, which continue to affect commodity trade flows. The persistent suspension of agricultural derivatives trading in key contracts like Wheat, Chana, Mustard Seed, Soybean, Refined Soy Oil, Soybean Meal, CPO, and

Moong has also limited market depth and trading opportunities. Unless lifted, these restrictions may continue to depress volumes on the Exchange, thereby impacting NCCL's transaction-based revenues.

From an opportunity standpoint, options on futures have emerged as a powerful tool for hedging price risk with lower capital commitment. NCCL's focused efforts in expanding these instruments across key agri-commodities and educating stakeholders are aimed at building liquidity and enhancing participation. Additionally, the organization's investments in automation, system resilience, and stakeholder engagement continue to strengthen operational efficiency and market confidence. As the regulatory and economic landscape evolves, NCCL remains positioned to contribute meaningfully to risk management and innovation in India's commodity ecosystem.

The revenues of National Commodity Clearing Limited ('NCCL') is dependent on the volume of trades in National Commodity & Derivatives Exchange Limited ('NCDEX' / 'Exchange'). NCCL a wholly-owned subsidiary of NCDEX, clears & settles trades executed on the NCDEX trading platform. In the outgoing financial year, NCCL and NCDEX have made remarkable developments in terms of launch of new products which undoubtedly have created new opportunities for all the market participants.

NCCL is dedicated to provide a robust clearing and settlement services to its members and create an environment of trust and reliance. NCCL has been actively involved in member interactions and has conducted many training sessions for the benefit of its members.

Segment-wise or product-wise performance

NCCL started its operations as a Clearing Corporation on September 27, 2018. Major revenue streams of NCCL are Risk Management fee, Physical Delivery charges, and Warehouse Service Provider charges. NCCL has just one line of business, namely, providing clearing & settlement services for the Exchange. The financial performance during the year 2024-25 is as below:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2025
Total Income	2,118
Total Expenditure	3,102
Profit/(Loss) before tax	(984)
Profit/(Loss) after tax (A)	(739)
Other comprehensive income/(loss), net of tax (B)	18
Total comprehensive income/(loss) (A+B)	(721)

Outlook

For FY 2025–26, India is expected to maintain GDP growth between 6.5% and 6.7%, as forecasted by multilateral institutions including the IMF and World Bank. Growth will be driven by domestic demand, capital expenditure, and ongoing infrastructure development under initiatives like PM Gati Shakti. A normal monsoon is anticipated to aid rural consumption and moderate food inflation, though climate-related risks such as erratic rainfall and rising temperatures persist.

India's macroeconomic fundamentals remain strong, with the RBI maintaining a GDP growth forecast of 6.5% for FY 2025–26, and the IMF projecting a similar trajectory, supported by domestic consumption, investment, and government-led capital expenditure. Inflation is showing signs of easing, though food price risks driven by climate variability remain a concern.

For NCCL, growth prospects will depend on revival in trading volumes, broader acceptance of options on futures, and regulatory clarity around agri-derivatives. Increased digitization in clearing processes, improved collateral frameworks, and collaboration with market participants and regulators are expected to support business continuity and expansion. As market infrastructure matures and policy frameworks evolve, NCCL aims to play a key role in deepening India's commodity markets while ensuring transparency and risk mitigation.

Risks and concerns

NCCL operates within a market environment that is heavily influenced by regulatory, economic, and sector-specific developments, particularly in the agri-commodity space. The adverse economic conditions, including market trends and external factors beyond the Company's control, could potentially impact its business, financial health, and operational results. The continued trading restrictions on major contracts such as Wheat, Chana, Mustard Seed, Soybean, Refined Soy Oil, Soybean Meal, CPO, and Moong has significantly impacted trading volumes, posing a risk to transaction-linked income. The trading restrictions have notably affected NCCL's revenue, and the extension of such restrictions may further impact its financial performance. Being a technology-intensive organization, NCCL incurs high costs in maintaining and upgrading its clearing and risk management infrastructure, which forms a considerable portion of operational expenses. Furthermore, increasing regulatory compliance requirements have added to administrative and resource pressures. Operating in a sector that is closely aligned with public policy, the Company is also exposed to sudden government interventions that may influence trading behavior. A key challenge remains the limited awareness and participation among farmers and small traders, which restricts the broader expansion of commodity markets. Despite these challenges, NCCL continues to focus on strengthening its systems, adhering to regulatory expectations, and engaging with stakeholders to support the long-term development of commodity markets in general and create awareness and benefits of hedging using futures contracts which in turn would have a favorable impact on its business.

Internal Control systems and their adequacy

The Board has ensured that the internal control mechanisms followed by the Company are adequate and effective. The design, implementation and maintenance of adequate internal financial controls are such that it operates effectively and ensures the accuracy and completeness of the accounting records and their presentation gives a true and fair view of the state of affairs of the Company and are free from material misstatements, whether due to error or fraud.

These controls include:

- i) recording of transactions in a manner that facilitates preparation of financial statements as per the Generally Accepted Accounting Practices;
- ii) maintaining records that in reasonable detail, fairly and accurately reflect the transactions of the Company;
- iii) ensuring that all expenditure and income are as per approval of the management;
- iv) providing reasonable assurance regarding prevention and timely detection of unauthorized acquisition, use or disposition of company's assets that could have material impact on the financials statement of the Company.

The Audit Committee, through the internal audit function outsourced to a reputed audit firm, reviews the adequacy and adherence of the controls to ensure any material mis-statement or error is avoided.

Discussion on Financial Performance with respect to Operational Performance

The Average Daily Open Interest ('ADOI') – Futures and Options during the financial year 2024-25 was Rs. 2,003 crore and Rs. 58 crore respectively. The value of total physical deliveries handled by the Clearing Corporation during the year was Rs. 1,110 crore. The total income for the year ended March 31, 2025 was Rs. 21.18 crore and total expenditure was Rs. 31.02 crore. The Profit / (Loss) after Tax is Rs. (7.39) crore and the Total Comprehensive Income (after adjusting for Other Comprehensive Income) is Rs. (7.21) crore.

Material Developments in Human Resources including number of people employed

During the year, a Management Development Program for employees in leadership roles was organised in order to help them become effective leaders, strengthen managerial and leadership skills, and improve team management.

Based on the assessment of training needs, programs conducted by premier institutions like NISM and ICAI, were identified and attended by employees.

The employee relations scenario has been harmonious throughout the period under consideration. The number of employees as on March 31, 2025 were 80.

Disclosure on Accounting Treatment

Indian Accounting Standards ('IND AS') issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) read with Section 133 of the Companies Act, 2013 to the extent applicable have been considered in the preparation of Financial statements for the FY 2024-25. There is no deviation from Indian Accounting Standards.

Significant Changes in Ratios, Return on Net worth

Details of Significant changes in key financial ratios (i.e. change of 25% or more as compared to the immediately previous Financial Year) along with detailed explanations therefor:

The financial ratios are given below:

Ratio	Financial Year		% Change
	2024-25	2023-24	
Debtor Turnover	0.31	0.41	-24.22
Inventory Turnover	NA	NA	NA
Interest Coverage Ratio	NA	NA	NA
Current Ratio	2.07	2.35	-11.94
Debt Equity Ratio	NA	NA	NA
Operating Profit Margin (%)	#	#	#
Net Profit Margin (%)	-90.67%	4.18%	-2267.17%*

Operating Loss for the year hence not calculated

*There is a decline of more than 25% in FY 2024-25 as there was exceptional Income of Rs. 365.20 lakhs during FY 2023-24

Change in Return on Net worth

Ratio	Financial Year	
	2024-25	2023-24
Return on Net worth #	-4.64%	0.28%

Net worth includes the Company's own contribution towards Core SGF but profit does not include interest income on Core SGF while calculation of return on Net worth.

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance for the financial year ended March 31, 2025

Corporate Governance at National Commodity Clearing Limited

Your Company believes that highest standards of Corporate Governance are essential to enhance long term value of the Company for its stakeholders and practises the same at all levels of the organization. Ethical business conduct, integrity and commitment to values, which enhance and retain stakeholders' trust are the traits of good Corporate Governance. Good Governance practices stem from the culture and mind-set of the organization. An active, well-informed and independent board is necessary to ensure the highest standards of corporate governance. The Corporate Governance structure of the Company is based on an effective independent board, separation of the Board's supervisory role from that of the executive management and constitution of Board committees. The Company is also committed to adopting best and transparent practices in letter and in spirit, in the interest of all its stakeholders.

Your Company was granted recognition by SEBI to act as a clearing corporation on September 10, 2018 for a period of one year subject to certain conditions prescribed therein. Subsequently, the recognition granted to act as a Clearing Corporation was renewed by SEBI for a further period of three years commencing on September 10, 2019 and ending on September 9, 2022 subject to certain conditions prescribed therein. Further, the recognition to act as a Clearing Corporation was renewed again by SEBI for a further period of three years commencing on September 10, 2022 and ending on September 9, 2025 subject to certain conditions prescribed therein. As per Regulation 33 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the disclosure requirements and corporate governance norms as specified for a listed company is mutatis mutandis applicable to the Company.

Various elements of the Corporate Governance framework, along with relevant details are described below:

Board of Directors

(A) Size of Board

The Company's Board has an appropriate mix of Independent and Non-Independent Directors, as well as Non-Executive and Executive Directors. The structure of the Board of Directors as on March 31, 2025 is as follows:

- Three Public Interest Directors (Independent Directors);
- One Non Independent Director (Non-Executive Director); and
- One Managing Director & Chief Executive Officer.

The composition of the Board is in conformity with the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Companies Act, 2013.

Pursuant to the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the Governing Board of NCCL includes Public Interest Directors, Non-Independent Directors and Managing Director such that the number of Public Interest Directors is not lesser than the number of Non-Independent Directors with the Managing Director being included in the category of Non-Independent Director. Public Interest Director is an Independent Director representing the interests of investors in the securities market and who does not have any association directly or indirectly, which in the opinion of SEBI, is in conflict with his role.

Changes in the Board composition:

During the FY 2024-25, the following changes occurred in the Board composition:

Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024 on expiry of his term as Public Interest Director of NCCL.

Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024 on expiry of her term as Public Interest Director of NCCL.

SEBI vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2024/12245/1 dated March 27, 2024 approved the re-appointment of Dr. Harshavardhan Raghunath as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 with effect from May 11, 2024. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on April 8, 2024 noted the re-appointment of Dr. Harshavardhan Raghunath as Public Interest Director for a period of three years with effect from May 11, 2024.

Pursuant to Regulation 23 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, SEBI vide its letter no. SEBI/HO/MRD/RAC/OW/P/2024/20078/1 dated June 18, 2024 (letter received by NCCL on June 20, 2024) had accorded its approval for appointment of Dr. Harshavardhan Raghunath as Chairman of the Board of NCCL. The appointment of Dr. Harshavardhan Raghunath as the Chairman of the Board of NCCL was effective from June 18, 2024 till his tenure as Public Interest Director on the Board of NCCL.

SEBI vide its letter no. SEBI/HO/MRD/RAC-1/P/OW/2024/28534/1 dated September 6, 2024 (letter received by NCCL on September 11, 2024) had approved the re-appointment of Mr. Atul Roongta as Non-Independent Director on the Board of NCCL in terms of Regulation 24 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on September 14, 2024 noted the re-appointment of Mr. Atul Roongta as Non-Independent Director with effect from September 6, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/00030657/1 dated September 27, 2024 accorded its approval for the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years in terms of Regulation 25 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on September 27, 2024 noted the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years with effect from September 27, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2024/36047/1 dated November 22, 2024 (letter received by NCCL on November 25, 2024) had approved the appointment of Ms. Meera Ranganathan as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on November 26, 2024 noted the appointment of Ms. Meera Ranganathan as Public Interest Director for a period of three years with effect from November 22, 2024.

Dr. Harshavardhan Raghunath ceased to be a Public Interest Director of NCCL with effect from November 27, 2024 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation tendered by him vide letter dated November 26, 2024. Subsequently, the Board of NCCL vide its resolution passed by circulation on November 28, 2024 noted the resignation letter and accepted the resignation tendered by Dr. Harshavardhan Raghunath from the position of Public Interest Director and Chairman of the Board of NCCL with effect from November 27, 2024. Dr. Raghunath was invited to join the Board of another esteemed company within a prominent financial services group, which includes a stockbroking entity registered with stock exchanges and clearing corporations. Such dual association is not permissible under SEBI Regulations. Therefore, Dr. Raghunath had tendered his resignation from the position of Public Interest Director and Chairman of the Board of NCCL vide his letter dated November 26, 2024.

Pursuant to Regulation 23 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, SEBI vide its letter no. SEBI/HO/MRD/RAC/OW/P/2025/7072/1 dated March 5, 2025 (letter received by NCCL on March 6, 2025) has accorded its approval for appointment of Mr. Kumbha Srinivas Nayak as Chairman of the Board of NCCL. The appointment of Mr. Kumbha Srinivas Nayak as the Chairman of the Board of NCCL was effective from March 5, 2025 till his tenure as Public Interest Director on the Board of NCCL.

Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation letter dated February 12, 2025 tendered by him. Subsequently, the Board of NCCL vide its resolution passed by circulation on February 19, 2025 noted the resignation letter and accepted the resignation tendered by Mr. Atul Roongta from the position of Non-Independent Director on the Board of NCCL with effect from February 18, 2025. Due to pre occupation, Mr. Atul Roongta resigned as a Non Independent Director of the Board of NCCL.

Further, SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2025/0010112/1 dated April 3, 2025 (letter received by NCCL on April 3, 2025) has approved the appointment of Mr. Udaybhaskar Vemuri as a Public Interest Director on the Board of NCCL in terms of the

provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on April 3, 2025 noted the appointment of Mr. Udaybhaskar Vemuri as Public Interest Director for a period of three years with effect from April 3, 2025.

(B) Number of Board Meetings

During the financial year 2024-25, nine meetings of the Board were held on May 9, 2024, July 23, 2024, August 5, 2024, September 26, 2024, October 1, 2024, November 5, 2024, February 7, 2025, February 24, 2025 and March 24, 2025. The maximum gap between any two meetings was less than one hundred and twenty days.

(C) Composition of the Board as at March 31, 2025

The composition of the Board is in conformity with Regulation 17 of the Listing Regulations, 2015. The composition of the Board of Directors as on March 31, 2025, is as follows:

Sr. No.	Name of the Director	Category
1	Mr. Kumbla Srinivas Nayak	Chairman & Public Interest Director (Independent Director)
2	Mr. Bharat Sampat	Public Interest Director (Independent Director)
3	Ms. Meera Ranganathan	Public Interest Director (Independent Director)
4	Ms. Seema Nayak	Non-Independent Director (Non-Executive Director)
5	Mr. Rajiv Relhan	Managing Director & Chief Executive Officer

(D) Attendance of Directors at the Board Meetings and the last Annual General Meeting (AGM):

The attendance of the Directors at the Board Meetings and the last AGM held during the year is given below:

Sr. No.	Name of the Director	Category	Attendance Particulars		
			Number of Board Meetings during the year		Last AGM (05.08.2024)
			Held	*Attended	
1	Mr. R Ramaseshan	Public Interest Director (Independent Director)	9	@1	N.A.
2	Mrs. Shanthi Srikant	Public Interest Director (Independent Director)	9	@@1	N.A.
3	Dr. Harshavardhan Raghunath	Public Interest Director (Independent Director)	9	#6	Yes
4	Mr. Kumbla Srinivas Nayak	Public Interest Director (Independent Director)	9	9	Yes
5	Mr. Bharat Sampat	Public Interest Director (Independent Director)	9	9	Yes
6	Ms. Meera Ranganathan	Public Interest Director (Independent Director)	9	^3	N.A.
7	Mr. Atul Roongta	Non-Independent Director (Non-Executive Director)	9	\$6	Yes
8	Ms. Seema Nayak	Non-Independent Director (Non-Executive Director)	9	8	Yes
9	Mr. Rajiv Relhan	Managing Director & Chief Executive Officer	9	9	Yes

* includes attendance through Video-conferencing

@ Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

@@ Mrs. Shanthi Srikanth ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

\$ Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025.

^ Ms. Meera Ranganathan was appointed as Public Interest Director with effect from November 22, 2024.

(E) Details of other Directorship / Committee positions held as at March 31, 2025

Sr. No.	Name of the Director	*No of Other Directorship held	Chairmanship held in other Companies	Directorship held in Listed Entities		^No of Committees positions held in other Companies	
				Name of the Listed Entity	Category	As Member	As Chairman
1	Mr. Kumbha Srinivas Nayak	1	-	Jana Small Finance Bank Limited	Independent Director	1	-
2	Mr. Bharat Sampat	1	-	-	-	-	1
3	Ms. Meera Ranganathan	-	-	-	-	-	-
4	Ms. Seema Nayak	-	-	-	-	-	-
5	Mr. Rajiv Relhan	-	-	-	-	-	-

Number of other Directorship includes directorships held in Public Limited Companies, Private Limited Companies, Section 8 Companies, but excluding foreign companies.

^ For the purpose of considering the Committee Memberships and Chairmanships for a Director, the Audit Committee, and the Stakeholders' Relationship Committee alone have been considered.

(F) Familiarisation Programme

The details of familiarisation program imparted to Directors for the FY 2024-25 have been hosted in the website of the Company under the web link: <https://www.nccl.co.in/disclosures/other-disclosures>

(G) Details of Shareholding of Directors in the Company as on March 31, 2025

Sr. No.	Name of the Director	No. of Equity shares held in the Company
1	Mr. Kumbha Srinivas Nayak	-
2	Mr. Bharat Sampat	-
3	Ms. Meera Ranganathan	-
4	Ms. Seema Nayak	*1
5	Mr. Rajiv Relhan	-

*holding jointly with National Commodity & Derivatives Exchange Limited ('NCDEX'), NCDEX being the first holder.

(H) Disclosure of relationship between Directors inter-se

None of the Directors of the Company are related to each other.

(I) Independence of Directors:

In the opinion of the Board, Independent Directors / Public Interest Directors fulfil the criteria prescribed for an Independent Director as stipulated in Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013, based on the declaration of independence received from Independent Directors / Public Interest Directors and are independent of the management.

(J) Resignation of Independent Director:

During the FY 2024-25, Dr. Harshavardhan Raghunath ceased to be a Public Interest Director of NCCL with effect from November 27, 2024 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation tendered by him vide letter dated November 26, 2024. Subsequently, the Board of NCCL vide its resolution passed by circulation on November 28, 2024 noted the resignation letter and accepted the resignation tendered by Dr. Harshavardhan Raghunath from the position of Public Interest Director and Chairman of the Board of NCCL with effect from November 27, 2024. Dr. Raghunath was invited to join the Board of another esteemed company within a prominent financial services group, which includes a stockbroking entity registered with stock exchanges and clearing corporations. Such dual association is not permissible under SEBI Regulations. Therefore, Dr. Raghunath had tendered his resignation from the position of Public Interest Director and Chairman of the Board of NCCL vide his letter dated November 26, 2024. Dr. Raghunath had confirmed that there is no other material reason for his resignation that the one mentioned in his letter of resignation.

(K) Brief Profile of Directors

As per the provisions of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the governing board of the recognised clearing corporation shall consist of directors having the requisite qualifications and experience in the areas of capital markets, finance and accountancy, legal and regulatory practice, technology, risk management and management or administration. Further, the governing board of the recognised clearing corporation shall consist of at least one public interest director having the requisite qualification and experience in each of the areas of capital markets, finance and accountancy, legal and regulatory practice, and technology. The recognised clearing corporation may also appoint directors having qualification and experience in other areas which may be specific to them.

Further, the Managing Director & CEO of the Clearing Corporation shall be qualified in the fields of capital market/ finance/ management and possessing sufficient experience.

Accordingly, the members of the Board of the Company were selected from diverse field of work and possessing requisite qualification pertaining to the nature of the industry.

Skill/Expertise in specific functional areas of Board of Directors as on March 31, 2025 are as under:

Sr. No.	Name of the Director	Skill Set	Qualification	Brief Profile
1	Mr. Kumbha Srinivas Nayak	Technology	B. E. (Hons.) Chemical Engineering, Birla Institute of Technology and Science, Pilani, India	Mr. Kumbha Srinivas Nayak is an experienced Financial Services Information Technology professional with over 30 years in managing and leading technology projects and services in Financial Services. He has built and led multi-location Technology teams to deliver technology solutions deployed globally. Mr. Nayak has handled global responsibilities for software development and infrastructure services delivering global programmes. Before engaging in consulting from June 2019, Mr. Nayak was associated with Standard Chartered Bank, Singapore and Standard Chartered Bank, India. Mr. Nayak holds a Bachelor's degree in Engineering from

				BITS, Pilani. He is an independent director on the Board of Jana Small Finance Bank.
2	Mr. Bharat Sampat	Finance & Accountancy and Legal & Regulatory practice	<p>B. Com, University of Mumbai</p> <p>LL.B. (Gen), University of Mumbai</p> <p>Associate member of the Institute of Chartered Accountants of India</p> <p>Associate member of the Institute of Cost Accountants of India</p> <p>Associate member of the Institute of Company Secretaries of India</p>	<p>Mr. Bharat Sampat is a Chartered Accountant with 37 years of post-qualification experience in manufacturing, banking and Finance Shared Services industry in local as well as global companies and locations. Within Finance function have extensive experience in Financial Accounting, Financial Control and Reporting, Management Accounting, Taxation, Investor Relations and Capital Raising areas both within and outside India in BAU as well as Project roles. Apart from this, have also headed Legal, Company Secretarial, Property & Administration functions.</p> <p>His last assignment was as President & CFO with DCB Bank Ltd. Over 13 years with the Bank he has directly managed Finance, Investor Relations, Legal, Company Secretarial and Property & Administration functions. He was a permanent invitee to the meetings of the Board of Directors of the Bank and its key committees. He also chaired the Bank's Operations Risk Management Committee and it's retiral fund trusts. He was also a key member of the core management team which turned the Bank around after Global Financial Crisis. Mr. Bharat Sampat currently holds Independent Directorship in Tyger Capital Private Limited. Mr. Bharat holds Independent Directorship in Tyger Home Finance Private Limited, effective April 2, 2025.</p>
3	Ms. Meera Ranganathan	Capital Markets	ACIMA, Master of Business Finance, Bcom	<p>Ms. Meera Ranganathan is a Finance professional with 30 years of experience in Capital markets and Non-Banking Finance Company ('NBFC'). She is graduate in Commerce, Master of Business Finance and ACIMA.</p> <p>Her expertise spans across business operations, compliance, finance and technology. Since February 2022, she has been working as a consultant, advisor, and mentor in a self-employed capacity.</p> <p>She was associated with Stock Holding Corporation of India Limited. She had held the position of Managing Director & CEO of IFIN Securities Finance Limited. She had held the position of Chief Operating Officer in IFCI Financial Services Limited and IFIN Commodities Limited. She had also held the position of a Director in Stockholding Securities IFSC Limited. Ms. Meera does not currently hold a directorship in any other company.</p>
4	Ms. Seema Nayak	Regulatory Practice	MBA	Ms. Seema Nayak is currently associated with NCDEX in the capacity of Chief Compliance Officer. With over two decades of experience in the securities markets spanning varied roles, she has a very rounded perspective of the regulatory framework and environment. It follows that her strongest skillset is designing and running enterprise level compliance programs. She is an MBA who started her

				<p>career with the OTC Exchange of India, and then served the NSE for around 16 years.</p> <p>At NCDEX, she currently leads the teams for Exchange compliance, new membership and continuous membership compliance, internal audit, member inspection, investor protection, PML and enforcement. She is also a Trustee of the NCDEX Investor Protection Fund. She has been associated with NCDEX for over 7 years. With over 25 years of experience in the stock exchange space, she continues to be passionate about working for an industry that plays a vital role in the country's domestic economy. Ms. Seema does not currently hold a directorship in any other company.</p>
5	Mr. Rajiv Relhan	Capital Markets & Management / Administration	B Com (Honors), MMS Finance	<p>Mr. Rajiv Relhan is a financial services professional with over 35 years of experience predominantly in securities domain spanning commodities exchange operations, banking and custody services in leading organisations. Key skill sets include operations management, project implementation, process reengineering, automation and operational Risk management. He holds a B Com (Honours) degree from the Faculty of Commerce, BHU, Varanasi and a MMS degree in Finance from the FMS BHU, Varanasi.</p> <p>Mr. Rajiv Relhan is currently associated as the MD & CEO of National Commodity Clearing Limited ('NCCL'), a wholly-owned subsidiary of National Commodity & Derivatives Exchange Limited. Prior to joining NCCL, he was associated with Standard Chartered Bank since November 1995. Before his exit from Standard Chartered Bank, he held the position as Head – Corporate Institutional & Commercial Operations in Standard Chartered Bank. Prior to joining Standard Chartered Bank, he worked with Stock Holding Corporation of India for around 6 years. Apart from the above, Mr. Rajiv Relhan has held numerous key positions on market committees viz. represented Standard Chartered Bank on the Executive Committee of NSDL for 4 years. Further, he has led various advocacy measures through connect with RBI, SEBI and Depositories for FPIs ease of business in India and has also provided feedback to Regulators on introduction of new products. Mr. Rajiv has represented NCCL at SEBI's Commodity Derivatives Advisory Committee and Risk Management and Review Committee. Mr. Rajiv does not currently hold a directorship in any other company.</p>

Further, SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2025/0010112/1 dated April 3, 2025 (letter received by NCCL on April 3, 2025) has approved the appointment of Mr. Udaybaskar Vemuri as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on April 3, 2025 noted the appointment of Mr. Udaybaskar Vemuri as Public Interest Director for a period of three years, with effect from April 3, 2025.

Skill/Expertise in specific functional area of Mr. Udaybhaskar Vemuri is as under:

Sr. No.	Name of the Director	Skill Set	Qualification	Brief Profile
1	Mr. Udaybhaskar Vemuri	Risk Management	Chartered Accountant, Cost Accountant, and a graduate in Commerce	Mr. Udaybhaskar Vemuri is a Chartered Accountant, Cost Accountant, and a graduate in Commerce with approximately 24 years of experience in the Operational Risk domain and Custody & Corporate Banking business. Mr. Vemuri has had a long association with governing and managing Operational Risk at two large global banks. He was associated with Citibank as the Head of Operations Risk & Control from June 2021 to May 2024. Prior to that, he worked with Standard Chartered Bank from April 2000 to May 2021, holding various positions throughout his tenure. His last position at Standard Chartered Bank was Head of Operational Risk, which he held from April 2015 to May 2021. Mr. Udaybhaskar Vemuri does not presently hold directorship in any other company.

Board Committees

The Board of Directors have constituted various committees in line with governance needs, and considering the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

The details of the various Board Committees are given below:

(A) Audit Committee:

The Audit Committee has been constituted in line with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition:

The Audit Committee comprises the following members as on March 31, 2025:

1. Mr. Bharat Sampat, Public Interest Director – Chairman
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Ms. Meera Ranganathan, Public Interest Director

The Audit Committee was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and by inducting Mr. Kumbha Srinivas Nayak, Public Interest Director as a member of Audit Committee. Further, the Audit Committee was re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of Audit Committee. Further, the Audit Committee was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta, as its member.

Terms of Reference:

The terms of reference of the Audit Committee include:

Under Companies Act, 2013:

- recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- review and monitor the auditors' independence and performance, and effectiveness of audit process
- examination of the annual financial statements and Auditors' Report thereon.
- approval or any subsequent modification of transactions of the Company with related parties.
(Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed)
- Scrutiny of inter-corporate loans and investments.
- valuation of undertakings or assets of the Company, wherever it is necessary.
- evaluation of internal financial controls and risk management systems.
- monitoring the end use of funds raised through public offers (if any) and related matters.

Under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) matters required to be included in the Directors' responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b) changes, if any, in accounting policies and practices and reasons for the same;
 - c) major accounting entries involving estimates based on the exercise of judgment by management;
 - d) significant adjustments made in the financial statements arising out of audit findings;
 - e) compliance with listing and other legal requirements relating to financial statements;
 - f) disclosure of any related party transactions;
 - g) modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- approval or any subsequent modification of transactions of the listed entity with related parties.
- scrutiny of inter-corporate loans and investments.
- valuation of undertakings or assets of the listed entity, wherever it is necessary.
- evaluation of internal financial controls and risk management systems.
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- discussion with internal auditors of any significant findings and follow up there on.
- reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- to review the functioning of the whistle blower mechanism.
- approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- carrying out any other function as is mentioned in the terms of reference of the audit committee.
- reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- to consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- the Audit Committee shall mandatorily review the following information:
 - management discussion and analysis of financial condition and results of operations;
 - management letters / letters of internal control weaknesses issued by the statutory auditors;
 - internal audit reports relating to internal control weaknesses; and
 - the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee
 - statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable,
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice
- such other functions as may be specified under the Companies Act, by SEBI or any other Statutory or Regulatory Authority.

Number of Meetings held:

During FY 2024-25, the Audit Committee met four times, as follows:

- May 9, 2024
- August 5, 2024
- November 5, 2024
- February 7, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 4 #Attended
Mr. R. Ramaseshan	@1
Mrs. Shanthy Srikant	@@1
Dr. Harshavardhan Raghunath	~3
Mr. Bharat Sampat	4
Mr. Kumbha Srinivas Nayak	^^3

Ms. Meera Ranganathan	^1
Mr. Atul Roongta	\$4

includes attendance via Video Conferencing.

@ Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

@@ Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

*Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

§ Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025.

^^Mr. Kumbha Srinivas Nayak, Public Interest Director was inducted as a member of Audit Committee with effect from May 11, 2024.

*Ms. Meera Ranganathan, Public Interest Director was inducted as a member in the Audit Committee with effect from December 11, 2024.

(B) Nomination & Remuneration Committee:

The Nomination & Remuneration Committee has been constituted in line with the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition:

The Nomination & Remuneration Committee comprises the following members as on March 31, 2025:

1. Mr. Bharat Sampat, Public Interest Director – Chairman
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Ms. Meera Ranganathan, Public Interest Director
4. Ms. Seema Nayak, Non-independent Director

The Nomination & Remuneration Committee ('NRC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and Mr. Kumbha Srinivas Nayak as the Chairman of NRC. Thereafter, NRC was further re-constituted on October 1, 2024, by deleting the name of Ms. Sudha Jayashankar, Independent External Professional on the NRC, who was inducted for the limited purpose of recommendation relating to the selection of Managing Director & CEO of the Company. Subsequently, NRC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of NRC. Further, NRC was reconstituted with effect from February 7, 2025 by designating Mr. Bharat Sampat, Public Interest Director as its Chairman and by inducting Ms. Seema Nayak, Non-Independent Director as a member of NRC.

Terms of Reference:

The terms of reference of the Nomination & Remuneration Committee include:

Under Companies Act, 2013:

- identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

- specify the manner for effective evaluation of performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- framing the guidelines and management of the employee stock option scheme to the staff and whole-time directors of the Company.
- develop and approve key policies in respect of human resources, organizational matters etc.

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- scrutinising and interviewing applicants for selecting the MD of the Company.
- adhering and developing a skill evaluation metrics to assess applications of new or existing Public Interest Directors and Non-Independent Directors for their appointment and/or reappointment and recommending their names to the Governing Board.
- ensuring at all times that the Governing Board comprises of directors with required skill set and expertise in the areas as provided in SECC Regulations, 2018.
- ensure compliance with Governing Board level skill diversity at the time of appointment, reappointment or extension of tenure of Public Interest Directors or Non-Independent Directors.
- framing & reviewing the policy to carry out internal evaluation of every director's performance, including that of Public Interest Directors.
- reviewing and recommending extension of the term of appointment and re-appointment of existing Public Interest Directors.
- appointment of Independent External Professionals.
- identifying Key Management Personnel based on importance of activities carried out by them, including being key decision makers within the Company, other than those specifically provided under regulation 2(1)(j) of the SECC Regulations, 2018. For identifying Key Management Personnel, one of the criteria should be, persons (including employees/consultants) drawing annual pay higher than any KMP(s).
- review, at least once a year hierarchical set ups across the departments, in order to identify KMPs due to a change in role and responsibilities assigned to them. Such review should necessarily include, consultants reporting to the Managing Director /CEO or Executive Director.
- the appointment and removal of Key Management Personnel other than resignations.
- laying down policy for accountability of Key Management Personnel. Further, mapping legal and regulatory duties to the concerned position and Delegation of Power ('DoP') at various levels.
- laying down the policy for compensation of Key Management Personnel in compliance with the compensation norms prescribed under SECC Regulations, 2018 and ensuring that the compensation paid to Key Management Personnel is as per the compensation policy.
- framing performance review parameters for evaluation of Key Management Personnel, including that of Managing Director.
- assess the performance of Key Management Personnel based on reports submitted by the functional heads/reporting authority, and observations, if any, received from SEBI, and submit such reports to the Governing Board every year.
- determining the tenure of a Key Management Personnel, other than a director, to be posted in a particular role within Regulatory Compliance, Risk Management and Investor Grievance vertical.
- determining and finalizing the KRAs of all Key Management Personnel at the beginning of the year. review the same in line with organizational needs.
- ensuring that no Key Management Personnel reports to a non-Key Management Personnel.

- ensure that no employee of the Company is working or reporting to an employee of any other company where the Company has invested and vice versa.
- ensure that hiring of consultants is based on a pre-defined SOP of the Company.
- framing, reviewing, implementing and monitoring SOP for imposing disciplinary actions against employees of Company.

Under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.
- formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- devising a policy on diversity of Board of Directors.
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- recommend to the Board, all remuneration, in whatever form, payable to senior management.
- For every appointment of an Independent Director / Public Interest Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director / Public Interest Director. The person recommended to the Board for appointment as an Independent Director / Public Interest Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may: (a) use the services of an external agencies, if required; (b) consider candidates from a wide range of backgrounds, having due regard to diversity; and (c) consider the time commitments of the candidates.
- Such other functions as may be specified under the Companies Act, by SEBI or any other Statutory or Regulatory Authority.

Number of Meetings held:

During FY 2024-25, the Nomination & Remuneration Committee met fifteen times, as follows:

- April 12, 2024
- May 9, 2024
- May 17, 2024
- May 28, 2024
- June 7, 2024
- June 8, 2024
- July 4, 2024
- July 11, 2024
- July 17, 2024
- July 23, 2024
- August 2, 2024
- September 23, 2024
- November 4, 2024
- February 6, 2025
- March 24, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 15
	#Attended
Mrs. Shanthi Srikant	@@2
Mr. R. Ramaseshan	@2
Dr. Harshavardhan Raghunath	*13
Mr. Kumbia Srinivas Nayak	15
Mr. Bharat Sampat	15
Ms. Meera Ranganathan	^2
Ms. Seema Nayak	§1
Ms. Sudha Jayashankar	^^9

includes attendance via Video Conferencing.

@ Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

@@ Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

*Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

§ Ms. Seema Nayak, Non-Independent Director was inducted in NRC with effect from February 7, 2025.

^Ms. Meera Ranganathan, Public Interest Director was inducted as a member of NRC with effect from December 11, 2024.

^^Ms. Sudha Jayashankar was appointed as an Independent External Person on the NRC of NCCL for the limited purpose of recommendation relating to the selection of Managing Director & CEO of the Company w.e.f. February 29, 2024. Post appointment of MD & CEO of NCCL, NRC was re-constituted on October 1, 2024, by deleting the name of Ms. Sudha Jayashankar as Independent External Person on the NRC.

Performance evaluation criteria for Independent Directors for FY 2024-25

The evaluation criteria for Independent Directors / Public Interest Directors for FY 2024-25 was based on identified parameters, viz., involvement, contribution, qualification, experience, knowledge, leadership, competency, governance, initiative taken, commitment, integrity, independence, quality of decision-making, engagement, commitment etc.

The performance evaluation criteria for Public Interest Directors are given below:

1. Qualifications:

Possesses professional qualification in the area of law, finance, accounting, economics, management, risk management, administration or any other area relevant to the financial markets.

2. Experience:

Possesses prior experience in the area of law, finance, accounting, economics, management, administration, risk management or any other area relevant to the financial markets.

3. Knowledge and Competence:

Sufficient understanding and knowledge of the Company and the sector in which it operates and sufficient understanding of the role, responsibilities and obligations as Public Interest Director under the applicable regulatory norms and the risk associated with the business structure.

4. Integrity:

Demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.). Strictly adheres to the provisions of SEBI SECC Regulations, 2018 and any other regulatory provision, as applicable, along with the code of conduct and code of ethics prescribed. Discloses dealing in securities and other regulatory disclosures on timely basis. Confirms Fit & Proper Person confirmation and non-disclosure of confidential information, unless such disclosure is expressly approved by the Board or required under the law.

5. Leadership:

Displays efficient leadership, is open-minded, courteous, displays professionalism, decisive etc.

6. Governance:

Exercises and encourages independent judgement, ensures implementation of good governance practices and compliance, assures appropriate board size, composition, independence, structure.

7. Contribution:

Contributes effectively to the Company and its Board meetings. Participates in meetings keeping in mind the interests of various stakeholders and actively deliberates on proposed businesses propositions taking into consideration pros and cons of such proportions, long term outlook, cost-benefit analysis etc.

8. Independence:

Fulfils the independence criteria as specified under Companies Act, 2013 and SEBI Listing Regulations and is independent from the Company & Management and the other directors and there is no conflict of interest. Confirms his / her non-association with the Company and its member. Also keeps regulators informed of material developments in the Company's functioning.

9. Analysis:

Deliberates in detail and seeks clarifications on or amplification of information as required. Monitors corporate results, significant corporate risks; reviews strategic plans, objectives and budgets. Monitors activities of Board Committees.

10. Quality of decision-making:

Probes effectively and constructively to test the assumptions and validate the information for quality decision-making, actively supports worthwhile ideas and proposals.

11. Independent views and judgement:

Exercises his/ her own judgement and voices opinion freely. Participates in the decisions taken during the meetings in an unbiased manner, based on ethical judgement and in strict conformity to the applicable regulatory norms. Raises concerns if anything observed contrary to regulatory norms and ethical conduct. Ensures fairness and integrity in Company's system, in letter as well as in spirit.

12. Availability / Engagement:

Available for meetings of the Board and attends the meeting of Board and Committees regularly and timely. Ensures that he / she hasn't remained absent for three consecutive meetings of the Board and has attended seventy five percent of the total meetings of the Board in each calendar year. Diligently prepares and remains well-informed.

13. Commitment:

Sufficiently committed to the Board and the Company.

14. Functions as a Team:

Functions as an effective team member, listens attentively to the contributions of others and gives adequate weightage to the views and perception of other Board members. Shares good interpersonal relationship with other directors.

15. Interaction:

Communicates meaningfully in an open, constructive manner, gives a fair chance to others for expressing their views.

16. Corporate Objectives and Goals:

Contributes to define corporate objectives and goals.

17. Fulfilment of Functions:

Understands and fulfils the functions as assigned by the Board and the regulatory norms. Provides views and opinion on various regulatory matters when comments are invited by SEBI.

18. Initiative:

Actively takes initiative with respect to various areas. Insists on information necessary for effective decision making, keeps himself / herself well informed about the functioning of the Company and its external environment and developments taking place in regulatory areas. Identifies any important issues which may involve conflict of interest for the Company or may have significant impact on its functioning or may not be in the interest of securities market and reports the same to SEBI. Deals with critical matters in an appropriate manner.

19. Succession Plan:

Reviews KMPs succession plan.

20. Stakeholders:

Takes informed and balanced decisions particularly in case of conflicting interests and is able to keep minority shareholders' interest and other non-shareholding stakeholders' interest in mind during discussions and decisions.

(C) Corporate Social Responsibility Committee:

The Corporate Social Responsibility Committee has been constituted in line with the Companies Act, 2013.

Composition:

The Corporate Social Responsibility Committee comprises the following members as on March 31, 2025:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Rajiv Relhan, Managing Director & CEO
3. Ms. Seema Nayak, Non-independent Director

The Corporate Social Responsibility Committee ('CSR') was re-constituted with effect from with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson. Further, CSR was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member and by inducting Ms. Seema Nayak, Non-Independent Director as its member.

Terms of Reference:

The terms of reference of the Corporate Social Responsibility Committee include:

Under Companies Act, 2013:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- recommend the amount of expenditure to be incurred on the permitted activities referred under Schedule VII of the Companies Act, 2013;
- monitor the Corporate Social Responsibility Policy of the Company from time to time.
- shall formulate and recommend to the Board, an annual action plan in pursuance of its Corporate Social Responsibility policy.

Number of Meetings held:

During FY 2024-25, the Corporate Social Responsibility Committee met once on August 5, 2024.

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 1
	#Attended
Dr. Harshavardhan Raghunath	^1
Mr. Rajiv Relhan	1
Mr. Atul Roongta	@1
Ms. Meera Ranganathan	^_
Ms. Seema Nayak	\$_

includes attendance via Video Conferencing.

*Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

§ Ms. Seema Nayak, Non-Independent Director was inducted in CSR with effect from February 25, 2025.

^Ms. Meera Ranganathan, Public Interest Director was inducted as a member in the CSR Committee with effect from December 11, 2024.

@ Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025.

(D) Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee has been constituted in line with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition:

The Stakeholders' Relationship Committee comprises the following members as on March 31, 2025:

1. Mr. Kumbha Srinivas Nayak, Chairman - Public Interest Director
2. Mr. Rajiv Relhan – Managing Director & CEO
3. Ms. Seema Nayak – Non-Independent Director

The Stakeholders' Relationship Committee ('SRC') was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member and by inducting Ms. Seema Nayak, Non-Independent Director as its member.

Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee include:

Under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- approve transfer, transmission, dematerialization, rematerialisation, splitting and/or consolidation of share certificates, issue of duplicates etc. of shares and debentures in accordance with the Articles of Association of the Company;
- resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- review of measures taken for effective exercise of voting rights by shareholders.
- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

Number of Meetings held:

During FY 2024-25, the Stakeholders' Relationship Committee met once on February 7, 2025.

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 1
	#Attended
Mr. Kumbha Srinivas Nayak	1
Mr. Rajiv Relhan	1
Mr. Atul Roongta	@1
Ms. Seema Nayak	§-

includes attendance via Video Conferencing.

§ Ms. Seema Nayak, Non-Independent Director was inducted in CSR with effect from February 25, 2025.

@ Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025.

Name and designation of the Compliance Officer: Mr. Rahul Poojari, Company Secretary of NCCL.

Details of Investor Complaints: During the FY 2024-25, no complaints were received from the investors.

Besides the above, the Company also has constituted the following SEBI mandated Committees namely:

(A) Member Committee:**Composition:**

The Member Committee comprises the following members as on March 31, 2025:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Bharat Sampat, Public Interest Director
3. Mr. Rajiv Relhan, Managing Director & CEO

The Member Committee ('MC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and by inducting Mr. Bharat Sampat, Public Interest Director as its member, and Dr. Harshavardhan Raghunath as its Chairman. Further, MC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson.

Terms of Reference:

The terms of reference of the Member Committee include:

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- formulate the policy to scrutinize, evaluate, accept or reject applications for admission of members and transfer of membership and approve voluntary withdrawal of membership or withdrawal and change in control.

- the activities with regard to scrutinizing, evaluating, accepting or rejecting applications for admission, transfer surrender/withdrawal and change in control of membership can be implemented through an Internal Committee under Member Committee.
- also, in case of Clearing Corporations with commodity derivatives segment, the Committee shall also look into:
 - approving the empanelment & cancellation of Warehouse Service Providers or Vault Service Providers or Assayers, accreditation of warehouse, etc.
 - reviewing the continuous functioning, monitoring, and compliance of norms by Warehouse Service Providers, Vault Service Providers and Assayers.
- the activities with regard to empanelment, cancellation, continuous functioning, monitoring and compliance by Warehouse Service Providers or Vault Service Providers or Assayers, accreditation of warehouse, etc. could also be implemented through an Internal Committee under Member Committee.
- define the Standard Operating Procedure ('SOP') for the Internal Committee, including the timelines to be followed by Internal Committee, its composition, standardize criteria to scrutinize, evaluate, accept and grounds for rejection of applications, and other associated aspects to ensure uniformity and consistency while dealing. / with applications or cases. For scenarios not covered in the SOP, Internal Committee should seek approval of Member Committee.
- oversee the implementation of the SOP by the Internal Committee, including its timelines, uniformity and consistency in approach, based on quarterly report submitted by Internal Committee. Member Committee shall continue to be responsible and accountable for the activities of the Internal Committee.
- ensure that the Company has detailed SOP and processes in place towards monitoring the activities of its members through inspections.
- ensure that there is mechanism for monitoring of its members on various parameters through technology and take necessary action for non-compliance.
- formulate policy for regulatory actions, including warning, monetary penalty, suspension, withdrawal of clearing membership, declaring of default, expulsion, to be taken by the clearing corporations for various violations by the members of the Company. The policy should have an SOP for undertaking such actions.
- based on the laid down policy, consider all cases of violations observed and impose appropriate regulatory measures on the members of the Company.
- for enforcement actions against violations, where no discretion of Member Committee is involved, the same could be delegated to an Internal Committee, provided corresponding regulatory action, including penalty amount, if any, is standardized in the policy framed by Member Committee or through a circular issued by the Company/SEBI. If the same is delegated, quarterly report in this regard should be placed before Member Committee by the Internal Committee. However, for scenarios which require immediate regulatory action, the Company shall inform the Member Committee post imposition of such actions.
- oversee the regulatory actions taken by Internal Committee, if delegated, including evaluating that no discretion has been exercised in the process. For any violation by Internal Committee, Member Committee will be responsible and liable for the same.
- while imposing the regulatory measure, the Committee shall adopt a laid down process, based on the 'Principles of natural justice' and 'Principle of proportionality'. The 'Principle of natural justice' may be extended by the Member Committee / Internal Committee, as applicable.
- any review, appeal or waiver of penalty filed shall be placed before Member Committee for its consideration.
- formulate the policy to realize the assets or deposits of defaulter or expelled member and appropriate the same amongst various dues and claims against the defaulter or expelled member in accordance with the Rules, Byelaws and Regulations of the Company and applicable regulatory provisions.
- the activities with regard to realization of assets, and deposits of the defaulter or expelled member and appropriation of the same amongst various dues and claims against the defaulter

or expelled member, etc. can be implemented through an Internal Committee under Member Committee.

- define the SOP for the Internal Committee, including the timelines to be followed by Internal Committee and its composition. For scenarios not covered in the SOP, Internal Committee should seek approval of Member Committee.
- In the event both the clearing member and the constituent trading member are declared defaulter, then the Member Committee of the Company and that of the Stock Exchange shall work together to realise the assets of both the clearing member and the trading member.
- admission or rejection of claims against such members over the assets of the defaulter or expelled member.
- such other functions as may be specified under by SEBI or any other Statutory or Regulatory Authority.

Number of Meetings held:

During FY 2024-25, the Member Committee met twice, as follows:

- August 12, 2024
- January 22, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 2
	#Attended
Mr. R Ramaseshan	@@-
Mrs. Shanthi Srikant	@-
Dr. Harshavardhan Raghunath	[§] 1
Ms. Meera Ranganathan	[^] 1
Mr. Bharat Sampat	2
Mr. Rajiv Relhan	2

includes attendance via Video Conferencing.

@Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

@@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

[^]Ms. Meera Ranganathan was inducted as Chairperson of MC with effect from December 11, 2024.

[§]Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

(B) Risk Management Committee:

Composition:

The Risk Management Committee comprises the following members as on March 31, 2025:

1. Ms. Meera Ranganathan, Chairperson, Public Interest Director
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Dr. Rakesh Arrawatia, Independent External Professional

The Risk Management Committee ('RMC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members.

Thereafter, RMC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson.

Terms of Reference:

The terms of reference of the Risk Management Committee include:

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- formulate a detailed Risk Management Framework which shall be approved by the Governing Board of the Company to ensure continuity of operation at all points of time.
- the Risk Management Framework shall include the following:
 - The framework for identification of internal and external risks.
 - Measures for risk mitigation including systems and processes for internal control.
 - Business Continuity Plan.
- monitor each risk associated with the functioning of the Company more specifically for functions under vertical 1 and 2.
- review the Risk Management Framework & risk mitigation measures at least once annually taking into account the changing industry dynamics and evolving complexity.
- Monitor and review enterprise-wide risk management plan and lay down procedures to inform Governing Board about the risk assessment and mitigation procedures.
- Risk Management Committee shall coordinate with other committees. In case of overlap with activities of other committees, Risk Management Committee may consider views of such committees.
- monitor implementation of the Risk Management Framework and also keep the Governing Board informed about implementation of the Risk Management Framework and deviation, if any.
- approve the Half-Yearly Risk report to be submitted by the Chief Risk Officer to SEBI and the Governing Board of the Company.
- comply with the roles and responsibilities as provided under the Companies Act 2013 and the SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015.
- such other functions as may be specified under the Companies Act, by SEBI or any other Statutory or Regulatory Authorities.

Under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- formulate a detailed risk management policy which shall include:
 - a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b) Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c) Business Continuity Plan.
- ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
- monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems.
- periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.

- keep the Governing Board informed about the nature and content of its discussions, recommendations and actions to be taken.
- appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Number of Meetings held:

During FY 2024-25, the Risk Management Committee met four times, as follows:

- May 8, 2024
- August 2, 2024
- November 4, 2024
- February 6, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 4
	#Attended
Dr. Harshavardhan Raghunath	[§] 3
Mr. R. Ramaseshan	@@1
Mrs. Shanthi Srikant	@1
Mr. Kumbha Srinivas Nayak	4
Ms. Meera Ranganathan	[^] 1
Dr. Rakesh Arrawatia	4

includes attendance via Video Conferencing.

@Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

@@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

[^]Ms. Meera Ranganathan was inducted as Chairperson of RMC with effect from December 11, 2024.

[§]Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

(C) Standing Committee on Technology:

Composition:

The Standing Committee on Technology comprises the following members as on March 31, 2025:

1. Mr. Kumbha Srinivas Nayak, Public Interest Director – Chairman
2. Ms. Meera Ranganathan, Public Interest Director
3. Mr. Bharat Sampat, Public Interest Director
4. Ms. Alfreda Lobo, Independent External Professional
5. Mr. Narayan Raman, Independent External Professional

The Standing Committee on Technology ('SCT') was re-constituted with effect from May 11, 2024 by deleting the name of Mrs. Shanthi Srikant as its member and by inducting Mr. Bharat Sampat, Public Interest Director as a member. Thereafter, SCT was further re-constituted with effect from August 18, 2024 by deleting the name of Mr. Sudarshan Singh, Independent External Professional as its member and by inducting Ms. Alfreda Lobo,

Independent External Professional as its member in place of Mr. Sudarshan Singh. Subsequently, SCT was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of SCT.

Terms of Reference:

The terms of reference of the Standing Committee on Technology include:

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- ensure availability of required IT infrastructure for core and critical functions under verticals for “Critical operations” and “Regulatory, compliance, risk management and investor grievances”.
- ensure existence of adequate Business Continuity Plan (BCP) and Disaster Recovery (DR) plans
- ensuring sound and prudent policies, standards and procedures for managing technology risks and safeguard information assets in the Company.
- review the implementation of technology risk management framework and strategy of Company.
- monitor whether the technology used by the Company remains up to date and meets the growing demands of the markets.
- periodic review of the IT system and network architecture design to identify any weaknesses in the existing design.
- review of in-house availability of appropriate IT staff to manage IT systems and related outsourcing arrangement.
- monitor the adequacy of system capacity and efficiency.
- look into the changes being suggested by the Company to the existing software or hardware.
- oversee investigation into the computerized risk management or clearing & settlement system, such as hanging or slowdown or breakdown etc.
- ensure that transparency is maintained in disseminating information regarding slowdown or break down risk in Online Clearing & Settlement System and ensure that the Company issues a press release specifying the reasons for any such breakdown.
- approve Root Cause Analysis (RCA) of any stoppage of Clearing and Settlement system and report to the Governing Board and SEBI.
- review the implementation of Board approved cyber security and cyber resilience policy and its framework and ensure existence of advanced Cyber Security and Cyber Resilience framework at the Company.
- review the identification and classification process of critical assets based on their sensitivity and criticality for business operations, services and data management.
- ensuring that the scope of the system audit, cyber audit and VAPT of the Clearing Corporation is broad and representative of all critical areas of the Company.
- monitoring the results of periodic cyber security and DR drills conducted by Company.
- review and approve the report regarding overall cyber security posture and technology implementation at the Company and submit to the Governing Board. Upon approval by the Governing Board, submit the report to SEBI.
- On the above areas, the Committee shall submit a report to the Governing Board of the Company for necessary action, if any.
- To review technology strategy, review key technology projects in alignment with regulatory guidelines on terms of reference as may be applicable.
- Such other matters as may be referred by the Governing Board of the Company and/or SEBI.
- Such other functions as may be specified under the Companies Act, by SEBI or any other Statutory or Regulatory Authority.

Number of Meetings held:

During FY 2024-25, the Standing Committee on Technology met four times, as follows:

- May 8, 2024
- August 2, 2024
- November 4, 2024
- February 6, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 4
	#Attended
Mr. Kumbha Srinivas Nayak	4
Dr. Harshavardhan Raghunath	^s 3
Mrs. Shanthi Srikant	@1
Mr. Bharat Sampat	*3
Mr. Sudarshan Singh	^^2
Mr. Narayan Raman	4
Ms. Alfreda Lobo	^2

includes attendance via Video Conferencing.

@Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

^sDr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

^^Mr. Sudarshan Singh, ceased to be Independent External Professional of SCT with effect from August 18, 2024.

^ Ms. Alfreda Lobo was inducted as an Independent External Professional of SCT with effect from August 18, 2024.

*Mr. Bharat Sampat, Public Interest Director was inducted as a member of SCT with effect from May 11, 2024.

(D) Regulatory Oversight Committee:

Composition:

The Regulatory Oversight Committee comprises the following members as on March 31, 2025:

1. Mr. Bharat Sampat, Public Interest Director – Chairman
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Mr. Sanjay Chadha, Independent External Professional

Regulatory Oversight Committee ('ROC') was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its member and by inducting Mr. Bharat Sampat, Public Interest Director as its Chairman. Mr. Sumit Agrawal, ceased to be Independent External Professional of ROC with effect from August 27, 2024 pursuant to resignation tendered by him. Thereafter, ROC was reconstituted with effect from September 27, 2024, by inducting Mr. Sanjay Chadha as an Independent External Professional of ROC in place of Mr. Sumit Agrawal.

Terms of Reference:

The terms of reference of the Regulatory Oversight Committee include:

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- oversee implementation and compliance with SECC Regulations, 2018 as amended from time to time and other applicable rules and regulations along with SEBI circulars and other directions issued thereunder.
- review the observations arising from various SEBI inspections, ensuring its advisories and findings are appropriately and timely addressed, and reports to Governing Board on timely basis.
- monitor and assess the Company against the PFMI on an annual basis and submit a report to the Governing Board of the Company.
- lay down procedures for implementation of the code of conduct and prescribe the reporting formats for disclosures required under the code of conduct.
- oversee the compliance of the code of conduct by Key Management Personnel and members of statutory committees (except directors).
- review compliance with the provisions on “Code of Conduct & Institutional mechanism for prevention of Fraud or Market Abuse” of Chapter VI of SEBI Master Circular for Stock Exchanges and Clearing Corporations at least once in a financial year and also verify that the adequacy and operational effectiveness of the systems for internal control.
- periodically oversee the dealings in securities by Key Management Personnel and Independent External Professionals.
- periodically oversee the trading conducted by firms or corporate entities in which the directors of the Company hold twenty percent or more beneficial interest or hold a controlling interest.
- while monitoring trades by Key Management Personnel and members of statutory committees, Regulatory Oversight Committee shall take into consideration sensitive information held by them as per structured digital database maintained by Company.
- ensure the adequacy of resources dedicated to functions under verticals for “Critical Operations” and “Regulatory, Compliance, Risk Management and Investor Grievance”.
- define policy and SOP for dealing with complaints by Company.
- review of complaint resolution process, complaints remaining unresolved over long period of time, etc.
- ensuring that Company takes pro-active actions in case of repeated nature of complaints against particular Clearing Members, if any.
- supervising the functioning of Investors Services Cell of the Company.
- frame the Whistle Blower Policy to be approved by the Governing Board.
- communicate the whistle blower policy internally to all persons and display the same on the Company’s website.
- review the whistle blower policy based on feedback received.
- review the fees and charges levied by a Clearing Corporation including comments on its appropriateness, on a periodic basis as well as each time there is change.
- manage the Core Settlement Guarantee Fund of the Company, including its investments as per norms laid down and ensure proper utilization of Core Settlement Guarantee Fund.

Number of Meetings held:

During FY 2024-25, the Regulatory Oversight Committee met three times, as follows:

- May 8, 2024
- November 4, 2024
- February 24, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 3
	#Attended
Mr. R Ramaseshan	@@1
Mrs. Shanthi Srikant	@1
Mr. Kumbia Srinivas Nayak	3
Mr. Bharat Sampat	^2
Mr. Sumit Agrawal	^^1
Mr. Sanjay Chadha	*2

includes attendance via Video Conferencing.

@Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

@@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

^ Mr. Bharat Sampat was inducted as the Chairman of the Regulatory Oversight Committee with effect from May 11, 2024.

^^Mr. Sumit Agrawal, ceased to be Independent External Professional of ROC with effect from August 27, 2024 pursuant to resignation tendered by him.

*Mr. Sanjay Chadha was inducted as an Independent External Professional of ROC with effect from September 27, 2024.

(E) Independent Directors / Public Interest Directors Committee:

Composition:

The Independent Directors / Public Interest Directors Committee comprises the following members as on March 31, 2025:

1. Mr. Bharat Sampat, Public Interest Director – Chairman
2. Mr. Kumbia Srinivas Nayak, Public Interest Director
3. Ms. Meera Ranganathan, Public Interest Director

The Independent Directors / Public Interest Directors Committee was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and Dr. Harshavardhan Raghunath as its Chairman. Further, Independent Directors / Public Interest Directors Committee was re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its member and by designating Mr. Bharat Sampat as the Chairman of the Independent Directors / Public Interest Directors Committee.

Terms of Reference:

The terms of reference of the Independent Directors / Public Interest Directors Committee include:

Under Companies Act, 2013:

- review the performance of non-independent directors, and the Board as a whole
- review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors

- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

During their meetings, the Public Interest Directors shall undertake the following:

- Public interest directors shall meet separately, at least once in six months to exchange views on critical issues. Public interest directors shall submit a report on outcome of such meeting to SEBI and to the governing board of the Company within 30 days of such meeting.
- review the status of compliance with all applicable regulations, circulars, guidelines, letters issued by SEBI from time to time.
- review the functioning of Vertical-1 i.e. 'Critical Operations' (Clearing and Settlement function, Technology, Cyber Security & BCP function, Logistics function and Customer service group) and Vertical-2 i.e. "Regulatory, Compliance, Risk Management and Investor Grievances (Risk Management, Membership, Compliance, Member Inspection, Enforcement and Member default, Investor protection and services) including the adequacy of resources dedicated to such verticals.
- Public interest directors shall prepare a report on the working of the other committees on which they are member. The report shall be circulated to the other Public Interest Directors. A consolidated report shall then be submitted to the Governing Board of the clearing corporation.
- identify important issues which may involve conflict of interest for the Company or may have significant impact on the functioning of the Company or may not be in the interest of securities market. The same shall be reported to SEBI in a time bound manner.
- Review the corrective steps taken by NCCL on observations of SEBI's inspection particularly on issues of governance standards, technology and cyber security and system audit and cyber security audit observations.
- proactive in identifying any issues concerning functioning of Company and report the same to SEBI. Public interest directors should ensure all regulatory communication/letter from SEBI are placed before the governing board with comments/report of managing director.
- put in place an evaluation mechanism to assess the performance of managing directors on a continuing basis in line with evaluation guidelines for public interest directors.
- ensure that appointments of managing director be held within specified timelines. Identification of key management personnel be closely scrutinized as per the laid down procedure and exceptions should be brought to the notice of the Board.
- ensure adequacy of resource allocations (both financial & human) for functions under Vertical 1 & Vertical 2.
- take proactive part in the deliberations of different committees and steer their functioning.
- In order to achieve the above objectives, Public interest directors may discuss with the concerned Vertical Heads or Key Management Personnel or any other personnel, as may be felt appropriate by the Public interest directors.
- such other functions as may be specified under the Companies Act, SEBI or any other statutory and regulatory authority.

Number of Meetings held:

During FY 2024-25, the Independent Directors / Public Interest Directors Committee met four times, as follows:

- May 8, 2024
- August 2, 2024
- November 4, 2024
- March 17, 2025

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 4
	#Attended
Mrs. Shanthi Srikant	@1
Mr. R Ramaseshan	@@1
Dr. Harshavardhan Raghunath	§3
Mr. Kumbha Srinivas Nayak	4
Mr. Bharat Sampat	4
Ms. Meera Ranganathan	^1

includes attendance via Video Conferencing.

@Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024.

@@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

§Dr. Harshavardhan Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

^ Ms. Meera Ranganathan was inducted as its member with effect from December 11, 2024.

(F) Investment Committee

Composition:

The Investment Committee comprises the following members as on March 31, 2025:

1. Mr. Bharat Sampat, Public Interest Director – Chairman
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Mr. Rajiv Relhan, Managing Director & CEO

The Investment Committee ('IC') was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan as its Chairman and by inducting Mr. Bharat Sampat, Public Interest Director as its Chairman and Mr. Atul Roongta, Non-Independent Director as its member. Further, IC was reconstituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member pursuant to resignation tendered by him.

Terms of Reference:

The terms of reference of the Investment Committee include:

Under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018:

- Evaluate each investment and divestment proposals, whether requiring infusion of funds or otherwise, except treasury investments.
- Evaluate proposals of capital expenditure.
- Make detailed analysis of existing investments.
- Investment Committee can provide the recommendation along with rationale to the Governing Board.
- Such other functions as may be specified by SEBI or any other Statutory or Regulatory Authority.

Number of Meetings held:

During FY 2024-25, the Investment Committee met once on August 5, 2024.

Attendance of Members:

Name of the Committee members	Number of meetings
	Held: 1
	#Attended
Mr. R Ramaseshan	@-
Mr. Bharat Sampat	^1
Mr. Kumbha Srinivas Nayak	1
Mr. Atul Roongta	^^1
Mr. Rajiv Relhan	1

includes attendance via Video Conferencing.

@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

^ Mr. Bharat Sampat was inducted in the Investment Committee with effect from May 11, 2024.

^^ Mr. Atul Roongta was inducted in the Investment Committee with effect from May 11, 2024. Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025.

(G) Advisory Panel:

SEBI vide its notification dated February 28, 2023 has made further amendments to the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations, 2018'), effective from August 28, 2023. The said notification inter-alia has omitted the existing sub-regulation (3)(b) of regulation 29 of the SECC Regulations, 2018 which mandates the constitution of Advisory Committee as one of the Statutory Committees under SECC Regulations, 2018. As a result, the Advisory Committee has been omitted from the list of Statutory Committees effective August 28, 2023. In view of the above, the Board at its meeting held on August 8, 2023 has approved the continuation of Advisory Committee as 'Advisory Panel' constituted on voluntary basis with effect from August 28, 2023.

Composition:

The Advisory Panel comprises the following members as on March 31, 2025:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Kumbha Srinivas Nayak, Public Interest Director
3. Mr. Rakesh Bhandari (Nominee of Nirmal Bang Securities Private Limited)

The Advisory Panel was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan as its Chairman and by inducting Dr. Harshavardhan Raghunath, Public Interest Director as its Chairman. Further, Advisory Panel was reconstituted with effect from August 31, 2024 by deleting the name of Mr. Mukesh Goel (nominee of Globe Commodities Limited) as its member and by inducting Mr. Rakesh Bhandari (nominee of Nirmal Bang Securities Private Limited) as its member. Thereafter, Advisory Panel was further reconstituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson. Subsequently, the Advisory Panel was reconstituted with effect from

February 12, 2025 by deleting the name of Mr. Shripal Shah (nominee of Kotak Securities Limited) as its member.

Terms of Reference:

The terms of reference of the Advisory Panel include:

- To advise / provide feedback on non-regulatory and operational matters relating to NCCL.
- Such other functions as may be specified by NCCL Board.

Number of Meetings held:

During FY 2024-25, the Advisory Panel met twice, as follows:

- May 2, 2024
- November 13, 2024

Attendance of Members:

Name of the Advisory Committee members	Number of meetings
	Held: 2
	#Attended
Mr. R Ramaseshan	@1
Mr. Kumbha Srinivas Nayak	2
Dr. Harshavardhan Raghunath	§1
Ms. Meera Ranganathan	^_
Mr. Shripal Shah (Nominee of Kotak Securities Limited)	2
Mr. Mukesh Goyal (Nominee of Globe Commodities Limited)	@@1
Mr. Rakesh Bhandari (nominee of Nirmal Bang Securities Private Limited)	^^1

attendance via Video Conferencing.

@Mr. R Ramaseshan ceased to be the Public Interest Director and Chairman of NCCL with effect from close of business hours on May 10, 2024.

§Dr. Harshavardhan Raghunath was inducted in the Advisory Panel with effect from May 11, 2024. Dr. Raghunath ceased to be a Public Interest Director and Chairman of NCCL with effect from November 27, 2024.

^ Ms. Meera Ranganathan was inducted in the Advisory Panel with effect from December 11, 2024.

@@ Mr. Mukesh Goel (nominee of Globe Commodities Limited) ceased to be the member of Advisory Panel with effect from August 31, 2024.

^^ Mr. Rakesh Bhandari (nominee of Nirmal Bang Securities Private Limited) was inducted as a member of Advisory Panel with effect from August 31, 2024.

Mr. Shripal Shah (Nominee of Kotak Securities Limited) ceased to be member of the Advisory Panel with effect from February 12, 2025.

The Board at its meeting held on March 24, 2025, accorded its consent to discontinue the Advisory Panel of NCCL with effect from April 1, 2025.

SENIOR MANAGEMENT

Under the Nomination & Remuneration Policy of the Company, the term ‘Senior Management’ shall mean the Key Managerial Personnel under the Companies Act, 2013 and Key Management Personnel under SECC Regulations, 2018’.

During the year under review, the following officials of National Commodity Clearing Limited ('NCCL') have been appointed as 'Key Management Personnel' of the Company with effect from September 27, 2024 in terms of the provisions of the Securities Contracts (Stock Exchange and Clearing Corporations) Regulations, 2018.

1. Mr. Sachin Pundle - Senior Vice President
2. Mr. Sweedin Shashikant Satav - Senior Vice President
3. Mr. Sudnyesh Pradeep Girap - Vice President (Chief Technology Officer)
4. Mr. Jibananda Bain - Assistant Vice President (Chief Information Security Officer)

During the year under review, no Senior Management officials left the Company.

Accordingly, the details of the senior management officials of the Company as on March 31, 2025, are as below:

1. Mr. Rajiv Relhan, Managing Director & Chief Executive Officer
2. Ms. Komal Shahani, Chief Financial Officer
3. Mr. Hemant Singhvi, Chief Operating Officer
4. Mr. Suresh Nair, Chief Compliance Officer and Head - Legal
5. Mr. Abhishek Soni, Chief Risk Officer
6. Mr. Rahul Poojari, Company Secretary
7. Mr. Sachin Pundle - Senior Vice President
8. Mr. Sweedin Shashikant Satav - Senior Vice President
9. Mr. Sudnyesh Pradeep Girap - Vice President (Chief Technology Officer)
10. Mr. Jibananda Bain - Assistant Vice President (Chief Information Security Officer)

REMUNERATION OF DIRECTORS:

Independent Directors / Public Interest Directors are only paid sitting fees of Rs. 40,000 for attending each meeting of the Board and Audit Committee and Rs. 30,000 for attending each meeting of other Committees. Independent Directors / Public Interest Directors are also reimbursed expenses incurred by them for attending meetings of the Board and its Committees at actuals.

The sitting fees paid to the Non-Executive Directors for attending the meetings of the Board and Committees during the FY 2024-25 are as follows:

Name of the Non-Executive Director	Sitting fees for attending the meetings of the Board and Committees (in Rs)
Mr. R Ramaseshan	260,000
Mrs. Shanthi Srikant	260,000
Dr. Harshavardhan Raghunath	1,080,000
Mr. Kumbha Srinivas Nayak	1,500,000
Mr. Bharat Sampat	1,330,000
Ms. Meera Ranganathan	340,000
Mr. Atul Roongta	NIL
Ms. Seema Nayak	NIL

Further, a few of the Board Committees have co-opted Independent External Professionals as mandatorily prescribed by the Regulator. The Independent External Professionals were entitled to sitting fees of Rs. 30,000/- per meeting for attending the Committee Meetings. Independent External Professionals are also reimbursed expenses incurred by them for attending the Committee Meetings at actuals.

The criteria of making payments to Non-executive Directors is uploaded on the Company's website <https://nccl.co.in/disclosures/other-disclosures>

During the year under review, based on the recommendation of the Nomination & Remuneration Committee, the Board of NCCL, at its meeting held on March 24, 2025, approved the revision in the sitting fees payable to the Public Interest Directors and Independent External Professionals (who are members of certain Board Committees) of the Company, with effect from April 1, 2025, as below:

Rs. 50,000/-	For Board and Audit Committee meetings
Rs. 40,000/-	For other Board Committee meetings

The details of remuneration paid to Managing Director & CEO during the FY 2024-25 is given below:

(Amount in Rs.)

Sl. no.	Particulars of Remuneration	Mr. Rajiv Relhan Managing Director & Chief Executive Officer
1.	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961 (includes Provident Fund Contribution)	1,51,32,340
	(b) NPS Contribution, Motor Car Expenses Reimbursement and Value of perquisites u/s 17(2) Income-tax Act, 1961	9,58,275
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	
	- as % of profit	-
	- others, specify	-
5.	Others, please specify (Employer contribution to Provident Fund)	6,80,400
	Total	1,67,71,015
	Ceiling as per the Companies Act, 2013	The Company has obtained the approval of the shareholders for the payment of above remuneration pursuant to the provisions of Schedule V of the Companies Act, 2013

Total remuneration stated above includes 50% of variable pay for the financial year 2023-24, paid in 2024-25 and excludes the balance 50% to be paid on deferred basis after 3 years. Further, the total remuneration includes variable pay of the prior years, which has been paid during the financial year 2024-25 as per the SECC Regulations.

Other Disclosures:

- There were no pecuniary relationships or transactions between Non-Executive Directors and the Company during the year under review, except for the sitting fees paid to Independent Directors / Public Interest Directors for attending the meetings. None of the Non-Executive Directors of the Company are paid any performance linked incentive.
- The salary structure of the Managing Director & CEO includes Performance Based Incentive. The performance of the Managing Director & CEO is assessed on pre-defined strategic, operational and people development goals approved by the Board. Variable pay for performance is directly linked to the organisation performance. The role of the Managing Director & CEO is defined as a Key Managerial

Person and will have Malus and Clawback arrangements. The Managing Director & CEO was appointed for a tenure of three years w.e.f. September 27, 2018. The Managing Director & CEO has been appointed for a further tenure of three years w.e.f. September 27, 2021. Further, the Managing Director & CEO has been appointed for an another tenure of four years w.e.f. September 27, 2024. The notice period for Managing Director & CEO is three months. The Nomination & Remuneration Committee or the Board may, at its discretion decide if an amount is to be paid, in case of resignation /end of contract.

- The Company has not issued any stock options.

DETAILS OF GENERAL MEETINGS:

The particulars of last 3 Annual General Meetings of the Company are as follows:

Financial Year	Date of AGM	Time	Venue	Special Resolutions passed
2023-24	August 5, 2024	10.00 a.m.	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').	None
2022-23	August 8, 2023	02.00 p.m.	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').	None
2021-22	August 2, 2022	10.30 a.m.	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').	None

- The provisions relating to postal ballot are not applicable to the Company.

During the year under review, the Company has conducted one Extra-Ordinary General Meeting of the Company, the details are as follows:

Financial Year	Date of EGM	Time	Venue	Special Resolutions passed
2024-25	November 5, 2024	10.00 a.m.	Through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').	The appointment of Mr. Rajiv Relhan (DIN: 07214524) as Director of the Company. The appointment of Mr. Rajiv Relhan (DIN: 07214524) as the Managing Director and Chief Executive Officer of the Company and approve the remuneration payable to him.

MEANS OF COMMUNICATION:

The quarterly, half-yearly and annual results of the Company are generally published in the newspapers viz. Financial Express – an English daily newspaper with circulation in the whole or substantially the whole of India and Navshakti, a Marathi daily newspaper. The financial statements are displayed on the website of the Company – www.nccl.co.in. Other disclosures and announcements are also displayed on the website of the Company.

Significant events, if any, during the financial year are reported on the website of the Company viz. <https://www.nccl.co.in> from time to time.

No presentations were made to institutional investors or to the analysts during the year under review.

GENERAL INFORMATION FOR SHAREHOLDERS:

1. Annual General Meeting:

The 19th Annual General Meeting will be held on Tuesday, August 5, 2025 at 11.00 a.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OVAM').

2. Financial Year:

April 1, 2024 to March 31, 2025

3. Dividend Payment Date: Not Applicable

4. The equity shares of the Company are not listed on any Stock Exchange. Hence, the information pertaining to payment of annual fee to Stock Exchange, reasons for securities being suspended from trading are not applicable.

5. Registrar to an issue and Share Transfer Agents – MUFG Intime India Private Limited, C 101, Embassy, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.

6. Share Transfer System – The transfer of equity shares of the Company is as per the provisions of the Companies Act, 2013 and the provisions of the Articles of Association of the Company and the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporation) Regulations 2018.

7. Distribution of Shareholding: Not applicable since the Company is a wholly-owned subsidiary of National Commodity & Derivatives Exchange Limited ('NCDEX').

8. Dematerialization of shares & liquidity: All the shares of the Company are in demat form. Further, since the shares of the Company are not listed, the liquidity in respect of the issued shares are not applicable.

9. Outstanding global depository receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity: Nil

10. **Commodity price risk or foreign exchange risk and hedging activities** – Not Applicable
11. **Plant locations:** Nil
12. **Address for correspondence:** National Commodity Clearing Limited, First Floor, Ackruti Corporate Park, L.B.S. Road, Kanjurmarg West, Mumbai 400 078.
13. **List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad:** Not Applicable

Other disclosures:

1. There were no significant related party transactions of material nature that may have potential conflict with the interest of the Company.
2. Details of non-compliance, penalties, strictures imposed by SEBI or any statutory authority, on any matter related to capital markets, during the last three years: SEBI after its inspection has classified its observations into cases of warnings, deficiency and advisory with respect to regulatory operational aspects and has advised to take appropriate corrective steps to rectify the observed non-compliance. According, steps have been taken to comply with the same.
3. Details of establishment of vigil mechanism / whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee: The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct including access to the Audit Committee. The Policy is displayed on the website of the Company at <https://www.nccl.co.in/public/api/getData/assets/disclosures/other-disclosures/Whistle-Blower-Policy.pdf>
4. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements: The Company has complied with all the applicable mandatory requirements. Further, the Company has adopted non-mandatory requirements with respect to unmodified audit opinion, separate posts of Chairman and Chief Executive Officer and reporting of internal auditor.
5. Web link where policy for determining 'material' subsidiaries is disclosed: Not Applicable
6. Web link where policy on dealing with related party transactions is disclosed: <https://nccl.co.in/disclosures/other-disclosures>
7. Disclosure of commodity price risks and commodity hedging activities: Not Applicable
8. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – Not Applicable
9. A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority – The said certificate is attached as **Annexure – I**.

10. Disclosure where the Board had not accepted any recommendation of any Committee of the Board during the year under review which was mandatorily required: There were no such instances during the year under review.
11. Total fees for all services paid by the Company, to the Statutory Auditor and all entities in the network firm/ network entity of which Statutory auditor is part is provided herein below:

(Rs in lakhs)

Payment to Statutory Auditors	For the year ended March 31, 2025
For Audit Fees	7.40
For Limited Review Fees	4.60
For Tax Audit Fees	1.50
For Taxation matters	-
For Certification matters	1.00
For Reimbursement of expenses	0.63
TOTAL	15.13

12. The disclosures required to be given under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed to providing a work environment that ensures that every employee is treated with dignity and respect. The Company has in place a Policy on Prevention of Sexual Harassment of Women in line with requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Further, the Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. An 'Internal Committee' has been set up to redress complaints received regarding sexual harassment.

The disclosures required under Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 are given in the following table:

1	Number of complaints of sexual harassment received in the year	NIL
2	Number of complaints disposed off during the year	NIL
3	Number of workshops or awareness programs against sexual harassment carried out	Awareness program was conducted for all the employees.

13. Disclosure of 'Loans and advances' in the nature of loans to firms / companies in which directors are interested by name and amount: None
14. Details of material subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: Not Applicable
15. Non-compliance of any requirement of corporate governance report: The Company has complied with the applicable provisions relating to Corporate Governance Report.
16. Disclosure of discretionary requirements as specified in Part E of Schedule II, as below:

Modified opinion(s) in audit report

The Auditors' Report on statutory financial statements of the Company is unmodified.

Reporting of Internal Auditor

The Internal auditor of the Company directly reports to the Audit Committee.

Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

Mr. Kumbha Srinivas Nayak, Public Interest Director (Independent Director) is the Chairman of the Board and Mr. Rajiv Relhan is the Managing Director & CEO. Further, the Chairman is not related to Managing Director & CEO as per the term "relative" defined under the Companies Act, 2013.

17. The Company is in compliance with the corporate governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the extent applicable.
18. Code of Conduct: The Company has framed and adopted a Code of Conduct for Governing Board & Directors and Key Management Personnel, which is approved by the Board. Affirmation of compliance with the Code of Conduct for Governing Board & Directors and Key Management Personnel is attached to this report as **Annexure - II**.
19. Compliance certificate from practicing company secretary regarding compliance of conditions of Corporate Governance is attached as **Annexure - III**.
20. Disclosure with respect to demat suspense account/ unclaimed suspense account: Nil
21. Disclosure of certain types of agreements binding Company: No agreement as specified under Regulation 30A has been entered into by any Shareholders, promoters, promoter group entities, related parties, directors, KMPs and employees of NCCL, its holding, subsidiary and associate company of NCCL during FY 2024-25.



N L BHATIA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
 Tel. : 91-022-2510 0698
 E-mail : navnitlb@hotmail.com
 brupadhyay@hotmail.com
 Website : www.nlba.in

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
 The Members
National Commodity Clearing Limited
 1st Floor, Ackruti Corporate Park,
 L B S Marg, Kanjurmarg (West), Mumbai 400078.

We **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have examined the relevant registers, records, forms, returns and disclosures received from the Directors of National Commodity Clearing Limited having CIN U74992MH2006PLC163550 and having registered office at 1st Floor, Ackruti Corporate Park, Near G E Garden, L B S Road, Kanjurmarg (West), Mumbai 400078 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Rajiv Relhan	07214524	27/09/2018
2.	Meera Ranganathan	08180208	22/11/2024
3.	Bharat Laxmidas Sampat	10444686	19/03/2024
4.	Seema Pramod Nayak	10449947	19/03/2024
5.	Kumbha Srinivas Nayak	09094351	25/08/2023
6.	Udaybhaskar Vemuri*	10942597	03/04/2025

* Mr. Udaybhaskar Vemuri was appointed as Public Interest Director on the Board of NCCL on April 3, 2025



Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M/s. N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 6392/2025



Bharat Upadhyay

Bharat Upadhyay
Partner
FCS No. 5436
COP No. 4457
UDIN: F005436G000359416

Date: May 16, 2025
Place: Mumbai

Compliance with the Code of Conduct by the Governing Board, Directors & Senior Management Personnel of the Company for the Financial Year 2024-2025

We declare that all Board members and senior management personnel of National Commodity Clearing Limited have affirmed compliance with the Code of Conduct for Governing Board & Directors and Key Management Personnel for the financial year 2024-25.

For National Commodity Clearing Limited

sd/-

**Rajiv Relhan
Managing Director & CEO**

Date: May 16, 2025

Place: Mumbai



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Annexure - III

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
National Commodity Clearing Limited

We have examined all relevant records of National Commodity Clearing Limited ('the Company') for the purpose of certifying compliance of the disclosure requirements and corporate governance norms as specified for the Listed Companies for the financial year ended March 31, 2025. In terms of Regulation 33 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the disclosure requirements and corporate governance norms as specified for listed companies have become mutatis mutandis applicable to the Company as it is a recognized Clearing Corporation. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. This certificate is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For M/s. N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 6392/2025



hpcarson B.P.

Bharat Upadhyay
Partner
FCS No. 5436
COP No. 4457
UDIN: F005436G000359438

Date: May 16, 2025
Place: Mumbai



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
 Tel. : 91-022-2510 0698
 E-mail : navnitlb@hotmail.com
 brupadhyay@hotmail.com
 Website : www.nlba.in

To,
 The Members,
National Commodity Clearing Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the auditing standards issued by the Institute of Company Secretaries of India (ICSI) and audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records.
3. We have not verified the correctness and appropriateness of financial records and books of account of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For M/s N. L. Bhatia & Associates
 Practising Company Secretaries
 UIN: P1996MH055800
 P/R No.: 6392/2025



B. Upadhyay

Bharat Upadhyay
 Partner

FCS: 5436

CP. No. 4457

UDIN: F005436G000359339

Place: Mumbai
 Date: May 16, 2025



N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
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Website : www.nlba.in

SECRETARIAL AUDIT REPORT
FORM NO. MR-3

For The Financial Year Ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
National Commodity Clearing Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good governance practices by **National Commodity Clearing Limited** (herein after called '**the Company**'). Secretarial Audit was conducted in conformity with the auditing standards issued by the Institute of Company Secretaries of India ("the Auditing Standards") and the processes and practices followed during the conduct of Audit are aligned with the Auditing Standards to provide us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the period covering from the 1st April, 2024 to 31st March, 2025 (' the Audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- a) The Companies Act, 2013 ('the Act') and the Rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 and the Rules made thereunder;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment; **(Not Applicable to the Company for the Audit Period as there is no FDI or ODI or ECB during the Audit Period)**
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 read with the notifications, guidelines and circulars issued by Securities and Exchange Board of India or Stock Exchanges in this regard, to the extent applicable to the Company:
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company for the Audit Period)**



Page 2 of 6

- ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(to the extent applicable to the Company for the Audit Period)**
- iii. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company for the Audit Period)**
- iv. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client; **(Not Applicable to the Company for the Audit Period)**
- v. Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018; **(Not Applicable to the Company for the Audit Period)**

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Board and General Meetings.
- ii. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

We further report that, having regards to the compliance framework prevailing in the Company and the examination of the pertinent documents and records maintained thereof, it is ascertained, on a test-check basis, that the Company has predominantly adhered to the following regulations that are specifically applicable to its operations:

- The Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018 and the circulars/guidelines issued thereunder;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Master Circular, Guidelines, Standards, etc. as mentioned above.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Public Interest Director (Independent Director). The changes in the composition of Board of Directors that took place during the period under review were in accordance with the provisions of the Companies Act, 2013, SECC Regulations, 2018 and SEBI Listing Regulations, 2015.

Adequate notice was given to all directors to schedule the Board / Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and where the same were given at shorter notice than seven days, the Company has taken shorter notice consent from the Members of the Board / Committees and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried through either unanimously or on the basis of majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws,



Rules, Regulations and Guidelines. All the notices and orders received by the Company pursuant to the abovementioned laws have been adequately dealt with/duly replied/complied with.

We further report that during the audit period, there were following specific events or actions which have a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. Re-appointment of Dr. Harshavarshan Raghunath (DIN: 01675460) as a Public Interest Director on the Board of the Company w.e.f. May 11, 2024 for a period of three years.
2. Appointment of Dr. Harshavarshan Raghunath as chairman of the Board of company w.e.f 18th June 2024.
3. Cessation of Mr. Shanti Srikant (DIN: 08100689) and Mr. Ramalingam Ramaseshan (DIN: 00200373) as a Public Interest Directors w.e.f. close of business hours on 10th May 2024
4. Appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years w.e.f. September 27, 2024 in the Extra Ordinary General Meeting of the company held on 05th November 2024.
5. Resignation of Mr. Sumit Agarwal from the position of Independent External Professional of the Regulatory Oversight Committee w.e.f. 27 August, 2024 and Mr. Sanjay Chadha has been appointed as an Independent External Professional of the Regulatory Oversight Committee w.e.f. September 27, 2024 for a term of three years.
6. Appointment of Ms. Meera Ranganathan as Public Interest Director on the Board of NCCL (DIN: 08180208) w.e.f. November 22, 2024 for a period of three years.
7. Appointment of following person as (Key Management Personnel under SECC Regulations, 2018) of the Company at Board meeting held on September 26, 2024:
 - Mr. Sweedin Satav - Senior Vice President
 - Mr. Sachin Pundle - Senior Vice President
 - Mr. Sudnyesh Pradeep Girap - Vice President- Chief Technology Officer
 - Mr. Jibananda Bain - Assistant Vice President - Chief Information Security Officer
8. The Company has reconstituted all the committees and its Terms of Reference as per the SEBI circular SEBI/HO/MRD/MRD-PoD-3/2024/088 vide dated June 25, 2024.
9. Appointment of M/s Qseap InfoTech Pvt. Ltd as System & Network Auditor for a term of three years i.e. for FY 2024-2025 to FY 2026-2027 for the remuneration as approved by the Board and also to provide Half Yearly Cyber Security Audit report to the company.
10. Board has approved transfer of one share of the Company between National Commodity and Derivatives Exchange Limited jointly held with Mr. Kapil Dev to National Commodity and Derivatives Exchange Limited jointly held with Mr. Avinash Mohan.



11. Re-appointment of Mr. Atul Roongta as a Non-Independent Director on the Board of the Company w.e.f. September 6, 2024.
12. Resignation of Dr. Harshavardhan Raghunath (DIN: 01675460) from the position of Public Interest Director and Chairman of the Board of the Company w.e.f. 27th November 2024.
13. Resignation Mr. Atul Roongta (DIN: 07878061) from the position of Non-Independent Director of the Board of Company w.e.f. 18th February 2025.
14. Appointment of Mr. Kumbala Srinivas Nayak (DIN: 09094351) as chairman of the Board of company w.e.f 05th March 2025.
15. Board at their meeting held 07th February 2025, has appointed M/s. Mahajan & Aibara, Chartered Accountant LLP, (Firm Reg. No. 105742W) as the Internal Auditors of the Company for the period of one year commencing from April 1, 2025 to March 31, 2026.
16. Appointment of Mr. Udaybhaskar Vemuri (DIN: 10942597) as Public Interest Director of the company w.e.f 03rd April, 2025.

For M/s N. L. Bhatia & Associates
Practicing Company Secretaries
UIN: P1996MH055800
P/R No: 6392/2025



Bharat Upadhyay

Bharat Upadhyay
Partner
FCS: 5436
CP. No. 4457
UDIN: F005436G000359339

Place: Mumbai
Date: May 16, 2025

ANNEXURE 'A'

List of other Applicable Laws

- a) Tax Laws
- Income Tax Act, 1961
 - Central Goods and Services Tax Act
 - State Goods and Services Tax Act
 - Interstate Goods and Services Tax Act
 - Stamp Duty Act
- b) Negotiable Instrument Act, 1881
- c) Micro, Small & medium Enterprises Act, 2006
- d) Employee Laws
- Payment of Gratuity Act, 1972 and Payment of Gratuity (Central) Rules, 1972
 - Payment of Bonus Act, 1965 and Payment of Bonus Rules, 1975
 - Payment of Wages Act, 1936
 - Minimum Wages Act 1948
 - Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - The Maternity Benefit Act, 1961
 - Child Labour (Prohibition and Regulation) Act, 1986
 - The Maharashtra Labour Welfare Fund Act, 1953
 - Professional Tax Act, 1975
 - TDS on Salary Provisions (Income Tax Act)
- e) The States Shops and Establishment Act including Maharashtra Shops and Establishments Act, 1948
- f) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- g) The States Shops and Establishment Act including Maharashtra Shops and Establishments Act, 1948
- h) Securities and Exchange Board of India Act, 1992.





N L BHATIA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

Annexure - 4

Tel. : 91-022-2510 0718
Tel. : 91-022-2510 0698
E-mail : navnitlb@hotmail.com
brupadhyay@hotmail.com
Website : www.nlba.in

To,
The Board of Directors,
National Commodity Clearing Limited
CIN: U74992MH2006PLC163550
First Floor, Akruti Corporate Park, L. B. S. Marg,
Kanjurmarg West, Mumbai City, Mumbai,
Maharashtra, India, 400078

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the Financial Year 2024-25

We, M/s N L Bhatia & Associates, Practising Company Secretaries, have been engaged by **National Commodity Clearing Limited** (hereinafter referred to as the 'Company') [CIN: U74992MH2006PLC163550] to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report and Auditing Standards issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed as Annexure A.

For M/s. N L Bhatia & Associates
Practising Company Secretaries
UIN: P1996MH055800
PR No.: 6392/2025



B. P.

Bharat Upadhyay
Partner

FCS: 5436

CP. No. 4457

UDIN: F005436G000359372

Date: May 16, 2025

Place: Mumbai

Secretarial compliance report of National Commodity Clearing Limited for the financial year ended 31st March, 2025

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by National Commodity Clearing Limited (hereinafter referred as 'the Company'), having its Registered Office at First Floor, Akruti Corporate Park, L. B. S. Marg, Kanjurmarg West, Mumbai - 400078, Maharashtra, India. Secretarial review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the company books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of Secretarial review, we hereby report that the Company has, during the review period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We, **M/s N L Bhatia & Associates**, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by National Commodity Clearing Limited (the 'Company');
- (b) the filings/ submissions made by the Company to the stock exchanges;(Not Applicable)
- (c) website of the Company;
- (d) books, papers, minute books, forms and returns filed;
- (e) all other documents / filings, as may be relevant, which have been relied upon to make this certification.

For the year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, provisions and the circulars/ guidelines issued thereunder, which have been examined, include:-

1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (to the extent applicable to a recognized Clearing Corporation as prescribed under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations, 2018")



2. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the Company during the Review Period)**
3. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; **(To the extent applicable to the Company during the Review Period)**
4. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
5. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Review Period)**
6. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **(Not applicable to the Company during the Review Period)**
7. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - **(Not applicable to the Company during the Review Period)**
8. The Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("SECC Regulations, 2018") & the circulars/guidelines issued by SEBI are applicable to Clearing Corporation;
9. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **(Not Applicable to the Company during the Review Period)**

The Company has complied with its Whistle Blower Policy. Further, based on the review of confirmations received from the respective departments of the Company and the Chairperson of the Audit Committee and the Board, we hereby report that there were no Whistle Blower complaints received against the Clearing Corporation or its Management during the financial year 2024-25.

During the period under review, there was no default on part of any clearing member of the Company, and therefore the utilization of Core SGF was not required.

And based on the above examination, we hereby report that, for the financial year ended 31st March, 2025:

- (a) The company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations remarks of the Practising Company Secretary, if any.	Management Response	Remarks
The Company has complied with the provisions of the Regulations and the circulars/guidelines issued thereunder, except										



that the Company has reported certain non-compliance under Regulation 30(3) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Based on the documents verified by us and the explanations provided by the Company, no fines or penalties have been levied as of the date of this report.

- (b) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action taken by	Type of Action (Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.)	Details of violation	Fine Amount	Observations / remarks of the Practising Company Secretary, if any.	Management Response	Remarks
1.	SEBI Circular no. SEBI/HO/MRD/MRD-TPD/1/P/OW/20241927/9 dated January 12, 2024 on Patch Management policy of MIIs and SEBI circular no. SEBI/HO/MRD/TPD/P/CIR/2023/146 dated August 29, 2023 on Guidelines for MIIs regarding Cyber security and Cyber resilience has now been superseded by SEBI Circular dated August 20, 2024 on Cyber Security and Cyber Resilience Framework (CSCRF) for SEBI Regulated Entities (RE).									
2.	For SEBI circular no. SEBI/HO/MRD/DMS1/CIR/P/2019/43 dated March 26, 2019 on Guidelines for Business Continuity Plan (BCP) and Disaster Recovery (DR) of MIIs, NCCL has made representation to SEBI vide its letter no. TECH/SEBI-30 dated August 06, 2021 articulating genuine challenges/risks associated with implementing the suggestions.									

- (c) We hereby report that, during the review period the compliance status of the company is appended as below:

Sr No.	Particulars	Compliance status (Yes/ No/ NA)	Observation / Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	The Company has duly complied with the SS issued by ICSI.
2.	<u>Adoption and timely updation of the Policies:</u> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars / guidelines issued by SEBI	Yes	The Company has updated all applicable policies under SEBI Regulations and the same are in conformity with SEBI Regulations and has been reviewed.



3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> •The Company is maintaining a functional website •Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s) / section of the website. 	Yes	The Company has maintained fully functional website at www.nccl.co.in
4.	<p>Disqualification of Director:</p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.
5.	<p>To examine details related to Subsidiaries of listed entities:</p> <p>(a)Identification of material subsidiary companies.</p> <p>(b)Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA	Company did not have any subsidiary during the period under the review.
6.	<p>Preservation of Documents:</p> <p>The company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	The Company has complied with the SEBI Regulations for preserving and maintaining records as prescribed and has duly in place the said policy.
7.	<p>Performance Evaluation:</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	The Company has duly conducted performance evaluation of the Board, Independent Directors and the Committees in each financial year.
8.	<p>Related Party Transactions:</p> <p>(a) The Company has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.</p>	Yes	The Company has obtained prior approval of Audit Committee for all Related party transactions
9.	<p>Disclosure of events or information:</p> <p>The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015



			within the time limits prescribed there under.
10.	Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	The shares of the Company are not listed on any Stock Exchange. With reference to SEBI letter no. SEBI/HO/MRD/MRD-SEC-3/P/OW/2025/8855/1 dated March 21, 2025 on Examination Report in the matter of compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, NCCL has initiated the system development for Structural Digital Database
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	The Company is not in receipt of any such notices from SEBI or Stock Exchange (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	During the period under review there were no incidence of resignation by the Statutory Auditor of the Company.
13.	Additional Non-compliances, if any: No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	No	During the period under review there were no instances of non-compliance observed for applicable SEBI regulation/circular/ guidance note etc.

- (d) We hereby confirm that, the listed entity has complied with the requirements for disclosure of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR read with the SEBI Circular for implementation of recommendations of the Expert Committee for facilitating ease of doing business for listed entities dated 31 December, 2024. – Not Applicable



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the company.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the company.
4. This Report is solely for the purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For M/s. N L Bhatia & Associates

Practising Company Secretaries

UIN: P1996MH055800

PR No.: 6392/2025



Handwritten signature of Bharat Upadhyay

Bharat Upadhyay

Partner

FCS: 5436

CP. No. 4457

UDIN: F005436G000359372

Date: May 16, 2025

Place: Mumbai

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: **NA**
- (b) Nature of contracts/arrangements/transactions: **NA**
- (c) Duration of the contracts/arrangements/transactions: **NA**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **NA**
- (e) Justification for entering into such contracts or arrangements or transactions: **NA**
- (f) Date of approval by the Board: **NA**
- (g) Amount paid as advances, if any: **NA**
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **NA**

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship: **Please see Annexure to AOC -2**
- (b) Nature of contracts/arrangements/transactions: **Please see Annexure to AOC -2**
- (c) Duration of the contracts/arrangements/transactions: **Please see Annexure to AOC -2**
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Please see Annexure to AOC -2**
- (e) Date(s) of approval by the Board, if any: **Transactions were in the ordinary course of business and at arm's length, and hence the approval of the Board was not applicable under Section 188 of the Companies Act, 2013. However, the approval of the Board was obtained for related party transactions for FY 2024-25 on February 6, 2024 and May 9, 2024.**
- (f) Amount paid as advances, if any: **NA**

Annexure to FORM NO. AOC -2

The details of material contracts or arrangements or transactions at arm's length basis (excluding GST wherever levied) for the year ended March 31, 2025 are as follows:

Name of Related Party & nature of relationship	Nature of Transaction	Year Ended March 31, 2025 (Rs in Lakhs)	Duration of transactions	Salient terms of transactions
National Commodity & Derivatives Exchange Limited (Holding Company)	Reimbursement paid for office and administration services, Shared Technology Services, staff on deputation, Depreciation and Interest on shared capital assets and Insurance.	511.24	These transactions occurred during the FY 2024-25.	The related party transactions (RPTs) entered during the year was in the ordinary course of business and on arm's length basis.

For and on behalf of the Board of Directors

sd/-
Srinivas Nayak
Chairman
DIN: 09094351

Place: Mumbai
Date: May 16, 2025

DISCLOSURES PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The disclosures pertaining to remuneration in terms of Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as per the details provided below:

Sr. No.	Requirements	Disclosures
I	Ratio of Remuneration* of each director to the median remuneration of the employees of the Company for the Financial Year 2024-25	Managing Director & Chief Executive Officer – 18.16
II	The percentage increase in remuneration of each Director, Chief Financial Officer, Managing Director & Chief Executive Officer, Company Secretary or Manager, if any, in the Financial year 2024-25 is around	Managing Director & Chief Executive Officer – 8% Chief Financial Officer – 8.14% Company Secretary – 9.78%
III	The percentage increase in the median remuneration of employees in the Financial year 2024-25	The percentage increase in the median remuneration of employees in the financial year is around 20.39%.
IV	The number of permanent employees on the rolls of company	As on March 31, 2025, there are 80 employees on the rolls of the Company.
V	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase for the employees is 12.90% as against 17.44% for the **managerial personnel in the financial year 2024-25. There has been an increase in variable pay component of newly appointed Key managerial personnel during the financial year 2024-25 in order to comply with directive of minimum variable pay.
VI	Affirmation that the remuneration is as per the remuneration policy of the Company	The remuneration is as per the remuneration policy of the Company.

* Remuneration refers to the pay received during FY 2024-25

** KMPs under Companies Act and KMPs under SECC Regulations are considered as managerial personnel.

Information as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Annexure - 7

Sr. No.	Name & Qualifications	Age (Completed Years of Age)	Designation/ Nature of Duties	Remuneration received during the FY2024-25 (Inclusive of Salary as per Provisions contained in Section 17(1)+ Employer's PF contribution + NPS contribution + Motor Car Expense Reimbursement + Perquisite Value)	Nature of employment	Experience	Date of Commencement of Employment	Name of the Previous Employer	% of equity shares held by the employee or with his spouse and dependent in the company within the meaning of clause (iii) of sub rule (2) of The Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014	Whether any employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Rajiv Reihan* MMS, Bcom	60	MD & CEO	1,67,71,015	Full Time	36 years	September 27, 2018	Standard Chartered Bank	Nil	No
2	Hemant Singhvi* B.Com (Hons), CA	47	Chief Operating Officer	88,54,887	Full Time	25 years	June 21, 2018	National Commodity & Derivatives Exchange Limited	Nil	No
3	Komal Sunil Shahani* B.Com, CA	56	Chief Financial Officer	82,63,390	Full Time	30 years	June 21, 2018	National Commodity & Derivatives Exchange Limited	#0.000001	No
4	Suresh Ramankutty Nair* M. Com, LLM	56	Chief Compliance Officer and Head Legal	77,56,064	Full Time	34 Years	February 1, 2023	National Stock Exchange of India Ltd	Nil	No
5	Sachin Pundle MBA	52	Senior Vice President	42,43,854	Full Time	24 years	September 27, 2018	National Commodity & Derivatives Exchange Limited	Nil	No
6	Abhishek Soni* CA, Bcom	43	Vice President - Chief Risk Officer	42,14,737	Full Time	18 years	January 1, 2019	National Commodity & Derivatives Exchange Limited	Nil	No
7	Sudnyesh Pradeep Girap BE - Comp. Technology	48	Vice President - Chief Technology Officer	41,77,600	Full Time	24 Years	June 1, 2023	Aeon Credit Service India Private Limited	Nil	No
8	Sweedini Satav CA	50	Senior Vice President	41,65,608	Full Time	24 years	September 27, 2018	National Commodity & Derivatives Exchange Limited	Nil	No
9	Mohamed Aslam Shaikh MBA, FRM	50	Assistant Vice President	32,93,398	Full Time	22 Years	February 14, 2022	Multi Commodity Exchange Clearing Corporation Limited	Nil	No
10	Jibananda Bain BTech - Comp. Science	55	Assistant Vice President - CISO	32,42,798	Full Time	30 Years	April 3, 2023	Metropolitan Stock Exchange of India Limited	Nil	No

Notes:

- *For the Key Management Personnel, the above remuneration includes 50% of the variable pay for FY 2023-24 but excludes balance 50% variable pay for FY 2023-24 that will be paid on deferred basis after 3 years. It additionally includes the deferred variable pay of FY 2020-21 which was paid to eligible Key Management Personnel during FY 2024-25 as per the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.
- The above mentioned remuneration is exclusive of any provision made towards Gratuity.
- All Employees are in permanent employment of the Company on contractual basis governed by the employment terms & conditions and service rules.
- The Company does not have any Employees Stock Option Plan (ESOP) Scheme for its employees.
- #holding one equity share of NCCL jointly with National Commodity & Derivatives Exchange Limited ('NCDEX'), NCDEX being the first holder.

Details of compensation of Key Management Personnel under Securities Contracts (Stock Exchanges and Clearing Corporations) Regulations, 2018:

Sr. No.	Employee's Name	Designation	Date of Joining	Compensation	Ratio of compensation paid to each key management personnel, vis-a-vis. median of compensation paid to all employees of the Company
1	Mr. Rajiv Relhan*	Managing Director & CEO	September 27, 2018	1,67,71,015	18.16
2	Mr. Hemant Singhvi*	Chief Operating Officer	June 21, 2018	88,54,887	9.59
3	Ms. Komal Sunil Shahani*	Chief Financial Officer	June 21, 2018	82,63,390	8.95
4	Mr. Suresh Ramankutty Nair*	Chief Compliance Officer and Head Legal	February 1, 2023	77,56,064	8.40
5	Mr. Abhishek Soni*	Vice President - Chief Risk Officer	January 1, 2019	42,14,737	4.56
6	Mr. Sachin Pundle	Senior Vice President	September 27, 2018	42,43,854	4.60
7	Mr. Sudnyesh Pradeep Girap	Vice President - Chief Technology Officer	June 1, 2023	41,77,600	4.52
8	Mr. Sweedin Shashikant Satav	Senior Vice President	September 27, 2018	41,65,608	4.51
9	Mr. Jibananda Bain	Assistant Vice President – CISO	April 3, 2023	32,42,798	3.51
10	Mr. Rahul Rama Poojari*	Company Secretary (Vice President)	July 12, 2018	32,10,546	3.48

Note:

The remuneration stated above includes:

- Deferred 50% variable pay of FY 2020-21 paid in FY 2024-25 to eligible Key Management Personnel.
- *For the Key Management Personnel, 50% of the variable pay for FY 2023-24 paid in FY 2024-25 and excludes balance 50% of variable pay for FY 2023-24 that has been deferred for 3 years.

**INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO RULE 17 OF THE
SECURITIES CONTRACTS (REGULATION) RULES, 1957**

a) Changes in Rules and Bye-laws, if any:

During FY 2024-2025, NCCL has amended its Rules & Byelaws to inter alia conform with the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended, the relevant circular issued by Securities and Exchange Board of India (SEBI) in this regard and subject to approval of the Governing Board of NCCL and SEBI. The said amendments to the Rules & Bye laws has been notified in the Gazette of India in Part IV on March 15, 2025, [Weekly Gazette – March 15 - March 21, 2025] and in the Gazette of State of Maharashtra in Part II Sankirna on March 06, 2025 [Weekly Gazette – March 06 - March 12, 2025].

Further the Governing Board in its meeting held on February 24, 2025 had approved the amendments to the Rules & Bye Laws of NCCL. The said amendments to the Rules & Bye laws are under process of pre-publication at State Gazette and Central Gazette of India for information/public comments/ criticism.

Furthermore, during FY 2024-25, no changes were made to the Memorandum and Articles of Association of NCCL.

b) Changes in the composition of the Governing Body:

During the FY 2024-25, the following changes occurred in the Board composition:

Mr. R Ramaseshan ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024 on expiry of his term as Public Interest Director of NCCL. Subsequently, the Board of NCCL took note of the cessation of Mr. R Ramaseshan vide its resolution passed through circulation on May 15, 2024.

Mrs. Shanthi Srikant ceased to be the Public Interest Director of NCCL with effect from close of business hours on May 10, 2024 on expiry of her term as Public Interest Director of NCCL. Subsequently, the Board of NCCL took note of the cessation of Mrs. Shanthi Srikant vide its resolution passed through circulation on May 15, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC2/P/OW/2024/12245/1 dated March 27, 2024 approved the re-appointment of Dr. Harshavardhan Raghunath as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 with effect from May 11, 2024. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on April 8, 2024 noted the re-appointment of Dr. Harshavardhan Raghunath as Public Interest Director for a period of three years with effect from May 11, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC-1/P/OW/2024/28534/1 dated September 6, 2024 (letter received by NCCL on September 11, 2024) had approved the re-appointment of Mr. Atul Roongta as Non-Independent Director on the Board of NCCL in terms of Regulation 24 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL

vide its resolution passed by circulation on September 14, 2024 noted the re-appointment of Mr. Atul Roongta as Non-Independent Director with effect from September 6, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/00030657/1 dated September 27, 2024 accorded its approval for the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years in terms of Regulation 25 (1) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on September 27, 2024 noted the appointment of Mr. Rajiv Relhan as Managing Director & CEO of NCCL for a period of four years with effect from September 27, 2024.

SEBI vide its letter no. SEBI/HO/MRD/RAC1/P/OW/2024/36047/1 dated November 22, 2024 (letter received by NCCL on November 25, 2024) had approved the appointment of Ms. Meera Ranganathan as a Public Interest Director on the Board of NCCL in terms of the provisions of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. Pursuant to said SEBI letter, the Board of NCCL vide its resolution passed by circulation on November 26, 2024 noted the appointment of Ms. Meera Ranganathan as Public Interest Director for a period of three years with effect from November 22, 2024.

Dr. Harshavardhan Raghunath ceased to be a Public Interest Director of NCCL with effect from November 27, 2024 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation tendered by him vide letter dated November 26, 2024. Subsequently, the Board of NCCL vide its resolution passed by circulation on November 28, 2024 noted the resignation letter and accepted the resignation tendered by Dr. Harshavardhan Raghunath from the position of Public Interest Director and Chairman of the Board of NCCL with effect from November 27, 2024. Dr. Raghunath was invited to join the Board of another esteemed company within a prominent financial services group, which includes a stockbroking entity registered with stock exchanges and clearing corporations. Such dual association is not permissible under SEBI Regulations. Therefore, Dr. Raghunath had tendered his resignation from the position of Public Interest Director and Chairman of the Board of NCCL vide his letter dated November 26, 2024.

Mr. Atul Roongta ceased to be a Non-Independent Director of NCCL with effect from February 18, 2025 (i.e. the date on which the notice of resignation was received by the Company) pursuant to resignation letter dated February 12, 2025 tendered by him. Subsequently, the Board of NCCL vide its resolution passed by circulation on February 19, 2025 noted the resignation letter and accepted the resignation tendered by Mr. Atul Roongta from the position of Non-Independent Director on the Board of NCCL with effect from February 18, 2025. Due to pre occupation, Mr. Atul Roongta resigned as a Non-Independent Director of the Board of NCCL.

The composition of the governing board of NCCL, as on March 31, 2025 was as under:

Sr. No.	Name of the Director	Designation
1	Mr. Kumbha Srinivas Nayak	Chairman & Public Interest Director
2	Mr. Bharat Sampat	Public Interest Director
3	Ms. Meera Ranganathan	Public Interest Director
4	Ms. Seema Nayak	Non-Independent Director
5	Mr. Rajiv Relhan	Managing Director & Chief Executive Officer

c) Sub-committees set up and changes in the composition of existing ones:

The following are the Committees of NCCL as on March 31, 2025:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Risk Management Committee
4. Standing Committee on Technology
5. Member Committee [erstwhile known as 'Member and Core Settlement Guarantee Fund Committee']
6. Regulatory Oversight Committee
7. Independent Directors / Public Interest Directors Committee
8. Stakeholders Relationship Committee
9. Corporate Social Responsibility Committee
10. Investment Committee
11. Advisory Panel [erstwhile known as 'Advisory Committee']

The composition of the above Committee as on March 31, 2025 was as follows:

1. Audit Committee:

1. Mr. Bharat Sampat, Public Interest Director - Chairman
2. Mr. Kumbla Srinivas Nayak, Public Interest Director
3. Ms. Meera Ranganathan, Public Interest Director

2. Nomination & Remuneration Committee:

1. Mr. Bharat Sampat, Public Interest Director - Chairman
2. Mr. Kumbla Srinivas Nayak, Public Interest Director
3. Ms. Meera Ranganathan, Public Interest Director
4. Ms. Seema Nayak, Non-Independent Director

3. Risk Management Committee:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Kumbla Srinivas Nayak, Public Interest Director
3. Dr. Rakesh Arrawatia, Independent External Professional [erstwhile known as Independent External Person]

4. Standing Committee on Technology:

1. Mr. Kumbla Srinivas Nayak, Public Interest Director – Chairman

2. Ms. Meera Ranganathan, Public Interest Director
 3. Mr. Bharat Sampat, Public Interest Director
 4. Mr. Narayan Raman, Independent External Professional [erstwhile known as Independent External Person]
 5. Ms. Alfreda Lobo, Independent External Professional [erstwhile known as Independent External Person]
5. Member Committee:
1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
 2. Mr. Bharat Sampat, Public Interest Director
 3. Mr. Rajiv Relhan, Managing Director & CEO
6. Regulatory Oversight Committee:
1. Mr. Bharat Sampat, Public Interest Director – Chairman
 2. Mr. Kumbha Srinivas Nayak, Public Interest Director
 3. Mr. Sanjay Chadha, Independent External Professional [erstwhile known as Independent External Person]
7. Independent Directors / Public Interest Directors Committee:
1. Mr. Bharat Sampat, Public Interest Director – Chairman
 2. Mr. Kumbha Srinivas Nayak, Public Interest Director
 3. Ms. Meera Ranganathan, Public Interest Director
8. Stakeholders Relationship Committee:
1. Mr. Kumbha Srinivas Nayak, Public Interest Director - Chairman
 2. Mr. Rajiv Relhan, Managing Director & CEO
 3. Ms. Seema Nayak, Non-Independent Director
9. Corporate Social Responsibility Committee:
1. Ms. Meera Ranganathan, Public Interest Director - Chairperson
 2. Mr. Rajiv Relhan, Managing Director & CEO
 3. Ms. Seema Nayak, Non-Independent Director
10. Investment Committee:
1. Mr. Bharat Sampat, Public Interest Director – Chairman
 2. Mr. Kumbha Srinivas Nayak, Public Interest Director
 3. Mr. Rajiv Relhan, Managing Director & CEO

11. Advisory Panel:

SEBI vide its notification dated February 28, 2023 has made further amendments to the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations, 2018'), effective from August 28, 2023. The said notification inter-alia has omitted the existing sub-regulation (3)(b) of regulation 29 of the SECC Regulations, 2018 which mandates the constitution of Advisory Committee as one of the Statutory Committees under SECC Regulations, 2018. As a result, the Advisory Committee has been omitted from the list of Statutory Committees effective August 28, 2023. In view of the above, the Board at its meeting held on August 8, 2023 has approved the continuation of Advisory Committee as 'Advisory Panel' constituted on voluntary basis with effect from August 28, 2023. Composition of Advisory Panel as on March 31, 2025 is as follows:

1. Ms. Meera Ranganathan, Public Interest Director – Chairperson
2. Mr. Kumbla Srinivas Nayak, Public Interest Director
3. Mr. Rakesh Bhandari (Nominee of Nirmal Bang Securities Private Limited)

The Board at its meeting held on March 24, 2025, accorded its consent to discontinue the Advisory Panel of NCCL with effect from April 1, 2025.

Changes in the composition of the Committees during the year under review:

1. Audit Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none">1. Mr. R Ramaseshan, Public Interest Director - Chairman2. Mrs. Shanthi Srikant, Public Interest Director3. Dr. Harshavardhan Raghunath, Public Interest Director4. Mr. Bharat Sampat, Public Interest Director5. Mr. Atul Roongta, Non-Independent Director	<ol style="list-style-type: none">1. Mr. Bharat Sampat, Public Interest Director - Chairman2. Mr. Kumbla Srinivas Nayak, Public Interest Director3. Ms. Meera Ranganathan, Public Interest Director

**The Audit Committee was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and by inducting Mr. Kumbla Srinivas Nayak, Public Interest Director as a member of Audit Committee. Further, the Audit Committee was re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of Audit Committee. Further, the Audit Committee was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta, as its member.*

2. Nomination & Remuneration Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none">1. Mrs. Shanthi Srikant, Public Interest Director - Chairperson2. Mr. R Ramaseshan, Public Interest Director3. Dr. Harshavardhan Raghunath, Public Interest Director4. Mr. Kumbla Srinivas Nayak, Public Interest Director	<ol style="list-style-type: none">1. Mr. Bharat Sampat, Public Interest Director - Chairman2. Mr. Kumbla Srinivas Nayak, Public Interest Director3. Ms. Meera Ranganathan - Public Interest Director4. Ms. Seema Nayak – Non-Independent Director

5. Mr. Bharat Sampat - Public Interest Director	
6. Ms. Sudha Jayashankar – Independent External Person	

**The Nomination & Remuneration Committee ('NRC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and Mr. Kumbla Srinivas Nayak as the Chairman of NRC. Thereafter, NRC was further re-constituted on October 1, 2024, by deleting the name of Ms. Sudha Jayashankar, Independent External Professional on the NRC, who was inducted for the limited purpose of recommendation relating to the selection of Managing Director & CEO of the Company. Subsequently, NRC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of NRC. Further, NRC was reconstituted with effect from February 7, 2025 by designating Mr. Bharat Sampat, Public Interest Director as its Chairman and by inducting Ms. Seema Nayak, Non-Independent Director as a member of NRC.*

3. Risk Management Committee*

Members as on March 31, 2024	Members as on March 31, 2025
1. Dr. Harshavardhan Raghunath, Public Interest Director – Chairman 2. Mr. R. Ramaseshan, Public Interest Director 3. Mrs. Shanthi Srikant, Public Interest Director 4. Mr. Kumbla Srinivas Nayak, Public Interest Director 5. Dr. Rakesh Arrawatia, Independent External Person	1. Ms. Meera Ranganathan, Public Interest Director – Chairperson 2. Mr. Kumbla Srinivas Nayak, Public Interest Director 3. Dr. Rakesh Arrawatia, Independent External Professional

**The Risk Management Committee ('RMC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members. Thereafter, RMC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson.*

4. Standing Committee on Technology*

Members as on March 31, 2024	Members as on March 31, 2025
1. Mr. Kumbla Srinivas Nayak, Public Interest Director - Chairman 2. Mrs. Shanthi Srikant, Public Interest Director 3. Dr. Harshavardhan Raghunath, Public Interest Director 4. Mr. Sudarshan Singh, Independent External Person 5. Mr. Narayan Raman, Independent External Person	1. Mr. Kumbla Srinivas Nayak, Public Interest Director - Chairman 2. Ms. Meera Ranganathan, Public Interest Director 3. Mr. Bharat Sampat, Public Interest Director 4. Ms. Alfreda Lobo, Independent External Professional 5. Mr. Narayan Raman, Independent External Professional

**The Standing Committee on Technology ('SCT') was re-constituted with effect from May 11, 2024 by deleting the name of Mrs. Shanthi Srikant as its member and by inducting Mr. Bharat Sampat, Public Interest Director as a member. Thereafter, SCT was further re-constituted with effect from August 18, 2024 by deleting the name of Mr. Sudarshan Singh, Independent External Professional as its member and by inducting Ms. Alfreda Lobo, Independent External Professional as its member in place of Mr. Sudarshan Singh. Subsequently, SCT was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its member and by inducting Ms. Meera Ranganathan, Public Interest Director as a member of SCT.*

5. Member Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> Mrs. Shanthi Srikant, Public Interest Director – Chairperson Mr. R Ramaseshan, Public Interest Director Dr. Harshavardhan Raghunath, Public Interest Director Mr. Rajiv Relhan, Managing Director & CEO 	<ol style="list-style-type: none"> Ms. Meera Ranganathan, Public Interest Director – Chairperson Mr. Bharat Sampat, Public Interest Director Mr. Rajiv Relhan, Managing Director & CEO

**The Member Committee ('MC') was re-constituted with effect from May 11, 2024 by deleting the names of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and by inducting Mr. Bharat Sampat, Public Interest Director as its member, and Dr. Harshavardhan Raghunath as its Chairman. Further, MC was further re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson.*

6. Regulatory Oversight Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> Mr. R Ramaseshan, Public Interest Director – Chairman Mrs. Shanthi Srikant, Public Interest Director Mr. Kumbla Srinivas Nayak, Public Interest Director Mr. Sumit Agrawal, Independent External Person 	<ol style="list-style-type: none"> Mr. Bharat Sampat, Public Interest Director – Chairman Mr. Kumbla Srinivas Nayak, Public Interest Director Mr. Sanjay Chadha, Independent External Professional

**Regulatory Oversight Committee ('ROC') was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its member and by inducting Mr. Bharat Sampat, Public Interest Director as its Chairman. Mr. Sumit Agrawal, ceased to be Independent External Professional of ROC with effect from August 27, 2024 pursuant to resignation tendered by him. Thereafter, ROC was reconstituted with effect from September 27, 2024, by inducting Mr. Sanjay Chadha as an Independent External Professional of ROC in place of Mr. Sumit Agrawal.*

7. Independent Directors/ Public Interest Directors Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> Mrs. Shanthi Srikant, Public Interest Director – Chairperson Mr. R Ramaseshan, Public Interest Director Dr. Harshavardhan Raghunath, Public Interest Director Mr. Kumbla Srinivas Nayak, Public Interest Director Mr. Bharat Sampat, Public Interest Director 	<ol style="list-style-type: none"> Mr. Bharat Sampat, Public Interest Director - Chairman Mr. Kumbla Srinivas Nayak, Public Interest Director Ms. Meera Ranganathan, Public Interest Director

**The Independent Directors / Public Interest Directors Committee was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan and Mrs. Shanthi Srikant as its members and Dr. Harshavardhan Raghunath as its Chairman. Further, Independent Directors / Public Interest Directors Committee was re-constituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its member and by designating Mr. Bharat Sampat as the Chairman of the Independent Directors / Public Interest Directors Committee.*

8. Stakeholders' Relationship Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> 1. Mr. Kumbala Srinivas Nayak, Public Interest Director - Chairman 2. Mr. Rajiv Relhan, Managing Director & CEO 3. Mr. Atul Roongta, Non-Independent Director 	<ol style="list-style-type: none"> 1. Mr. Kumbala Srinivas Nayak, Public Interest Director - Chairman 2. Mr. Rajiv Relhan, Managing Director & CEO 3. Ms. Seema Nayak, Non-Independent Director

**The Stakeholders' Relationship Committee ('SRC') was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member and by inducting Ms. Seema Nayak, Non-Independent Director as its member.*

9. Corporate Social Responsibility Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> 1. Dr. Harshavardhan Raghunath, Public Interest Director – Chairman 2. Mr. Rajiv Relhan, Managing Director & CEO 3. Mr. Atul Roongta, Non-Independent Director 	<ol style="list-style-type: none"> 1. Ms. Meera Ranganathan, Public Interest Director - Chairperson 2. Mr. Rajiv Relhan, Managing Director & CEO 3. Ms. Seema Nayak, Non-Independent Director

**The Corporate Social Responsibility Committee ('CSR') was re-constituted with effect from with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson. Further, CSR was re-constituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member and by inducting Ms. Seema Nayak, Non-Independent Director as its member.*

10. Investment Committee*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> 1. Mr. R Ramaseshan, Public Interest Director - Chairman 2. Mr. Kumbala Srinivas Nayak, Public Interest Director 3. Mr. Rajiv Relhan, Managing Director & CEO 	<ol style="list-style-type: none"> 1. Mr. Bharat Sampat, Public Interest Director - Chairman 2. Mr. Kumbala Srinivas Nayak, Public Interest Director 3. Mr. Rajiv Relhan, Managing Director & CEO

**The Investment Committee ('IC') was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan as its Chairman and by inducting Mr. Bharat Sampat, Public Interest Director as its Chairman and Mr. Atul Roongta, Non-Independent Director as its member. Further, IC was reconstituted with effect from February 25, 2025 by deleting the name of Mr. Atul Roongta as its member pursuant to resignation tendered by him.*

11. Advisory Panel*

Members as on March 31, 2024	Members as on March 31, 2025
<ol style="list-style-type: none"> 1. Mr. R Ramaseshan, Public Interest Director – Chairman 2. Mr. Kumbala Srinivas Nayak, Public Interest Director 3. Mr. Shripal Shah (Nominee of Kotak Securities Limited) 4. Mr. Mukesh Goyal (Nominee of Globe Commodities Limited) 	<ol style="list-style-type: none"> 1. Ms. Meera Ranganatahn, Public Interest Director – Chairperson 2. Mr. Kumbala Srinivas Nayak, Public Interest Director 3. Mr. Rakesh Bhandari (Nominee of Nirmal Bang Securities Private Limited)

*The Advisory Panel was re-constituted with effect from May 11, 2024 by deleting the name of Mr. R Ramaseshan as its Chairman and by inducting Dr. Harshavardhan Raghunath, Public Interest Director as its Chairman. Further, Advisory Panel was reconstituted with effect from August 31, 2024 by deleting the name of Mr. Mukesh Goel (nominee of Globe Commodities Limited) as its member and by inducting Mr. Rakesh Bhandari (nominee of Nirmal Bang Securities Private Limited) as its member. Thereafter, Advisory Panel was further reconstituted with effect from December 11, 2024 by deleting the name of Dr. Harshavardhan Raghunath as its Chairman and by inducting Ms. Meera Ranganathan, Public Interest Director as its Chairperson. Subsequently, the Advisory Panel was reconstituted with effect from February 12, 2025 by deleting the name of Mr. Shripal Shah (nominee of Kotak Securities Limited) as its member.

d) Admissions, Re-admissions, deaths or resignations of members:

	Total Members	TCM	STCM	PCM
Members as on March 31, 2024	114	103	6	5
Surrendered/Expelled/defaulters/ Ceased during the year	10	9	1	0
New members added	2	2	0	0
Members as on March 31, 2025	106	96	5	5

e) Disciplinary action against members:

NCCL has imposed fines / penalties on members and taken other disciplinary actions for violation of Rules, Bye Laws, Regulations and circulars issued by the Clearing Corporation or pursuant to SEBI directives.

f) Arbitration of disputes (nature and number) between members and non-members:

No claims, difference or disputes between the Clearing Members inter-se and between the Clearing Members and their Clients or Constituents were referred to Arbitration.

g) Defaults:

Physical Delivery Default:

Following are the instances of default in physical delivery obligation during the FY 2024-25:

Expiry Month	Symbol	Shortages	Unit
Apr-2024	BARLEYJPR	10	MT
Apr-2024	JEERAUNJHA	24	MT
Apr-2024	TMCFGRNZM	120	MT
Jun-2024	DHANIYA	10	MT
Sep-2024	COCUDAKL	2,120	MT
Sep-2024	JEERAUNJHA	18	MT
Nov-2024	DHANIYA	5	MT
Jan-2025	GUARSEED10	5	MT

MTM Settlement Default:

None of the members had defaulted in meeting their MTM settlements during the period 2024-25.

h) Action taken to combat any emergency in trade:

Not Applicable.

i) Securities listed and de-listed:

Futures & Options contracts in the following commodities were launched by National Commodity & Derivatives Exchange Limited ('the Exchange') and hence additionally clearing and settlement services were provided for the following commodities:

- a. Cotton Wash Oil (COTWASOIL)
- b. Unprocessed Whole Raw Yellow Peas (YELLOWP)
- c. Guar Gum Futures Contracts
- d. Spices Complex (Turmeric, Coriander and Jeera)
- e. Guar Seed Futures

Futures and Options contracts in the following commodities were discontinued by National Commodity & Derivatives Exchange Limited ('the Exchange') and hence no clearing and settlement services were provided for the following commodities:

- a. Maize
- b. Guar Complex
- c. Spices Complex

j) Securities brought on or removed from the forward list:

Not Applicable.

INFORMATION REQUIRED TO BE FURNISHED PURSUANT TO RULE 17A OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957

i) The official rates for the securities enlisted thereon:

Not Applicable.

ii) The number of shares delivered through the clearing house:

The quantum of physical delivery of underlying commodities and the value thereof are detailed below:

Expiry Month	Total Delivery (In MT)	Delivery Value (In Crores)
Apr-24	23024	142.85
May-24	6778	42.91
Jun-24	13122	81.42
Jul-24	10965	72.39
Aug-24	18604	155.38
Sep-24	17518	103.61

Expiry Month	Total Delivery (In MT)	Delivery Value (In Crores)
Oct-24	14269	107.52
Nov-24	10625	71.78
Dec-24	15212	98.88
Jan-25	15204	91.47
Feb-25	11605	51.09
Mar-25	13018	91.16

iii) The making-up prices:

Not Applicable

iv) The clearing house programmes:

Not Applicable

v) The number of securities listed and de-listed during the previous three months:

Options contracts in the following commodities were discontinued by National Commodity & Derivatives Exchange Limited ('the Exchange') and hence no clearing and settlement services were provided for the following commodities:

Nil

vi) The number of securities brought on or removed from the forward list during the previous three months:

Not Applicable

vii) Any other matter as may be specified by the Securities and Exchange Board of India:

Nil

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Members of National Commodity Clearing Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **National Commodity Clearing Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

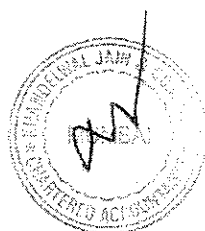
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of financial statements of the current year. These matters were addressed in context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon. The Board's Report including Annexures to Board's Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Board's Report including Annexures to Board's Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

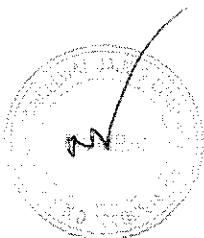
Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure 'A'**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure 'B'**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.



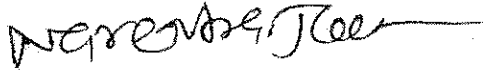
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial position in its financial statements - Refer Note 43 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses - Refer Note 48 to the financial statements.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2025 - Refer Note 49 to the financial statements.
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries - Refer Note 45(ix) to the financial statements;
 - b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries - Refer Note 45(ix) to the financial statements; and
 - c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has neither declared nor paid any dividend during the year.



- vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For Khandelwal Jain & Co.
Chartered Accountants

Firm Registration Number:105049W



Narendra Jain
Partner

Membership Number: 048725
UDIN: 25048725BMNWHW5617



Place: Mumbai
Date: May 16, 2025

KHANDELWAL JAIN & CO.

CHARTERED ACCOUNTANTS

6-B&C, Pil Court, 6th Floor,
111, M. Karve Road, Churchgate,
Mumbai - 400 020.

Tel.: (+91-22) 4311 5000
E-mail: kjco@kjco.net
Website: www.kjco.net

Annexure A to Independent Auditors' Report

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **National Commodity Clearing Limited** of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a programme of physical verification of Property, Plant and Equipment and right-of-use assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, no physical verification was conducted during the year. In our opinion frequency of such verification is reasonable having regards to size and nature of the business.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable property and accordingly the provisions of Clause 3(i)(c) of the said Order are not applicable to the Company.

(d) According to the information and explanations given to us, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.

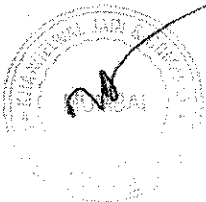
(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company is in the business of rendering services, and consequently, does not hold any inventory. Therefore, the provisions of clause 3(ii) of Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

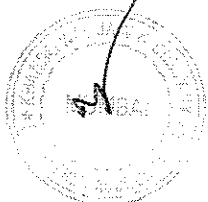
(b) According to the information and explanations given to us, the Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.



- iii. According to the information and explanations given to us and on the basis of examination of the records of the company, the Company has made investments, but has not provided any guarantee or security, and granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year. In view thereof, reporting under clause 3(iii)(a), (c), (d), (e) and (f) of the Order is not applicable. Based on the information and explanations and in our opinion, the investments made are, prima facie, not prejudicial to the Company's interest.
- iv. According to information and explanations given to us, the Company has not granted loans or provided any guarantees or security to parties covered under Section 185 of the Act. In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 186 of the Act in respect of the Investments made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are considered to be deemed deposits during the year, hence directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder are not applicable to the Company. According to information and explanations provided to us, no order has been passed by Company Law Board of National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, service tax, goods and service tax (GST), duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues, as applicable, with the appropriate authorities. According to the records of the Company, there were no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service-tax, GST, duty of custom, duty of excise, value added tax, cess and other statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues in respect of sales tax, value added tax, income tax, goods and services tax, duty of customs, wealth tax, duty of excise and service tax including cess which have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanation given to us, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.



- (b) According to the information and explanation given to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short-term basis have been used for long-term purposes by the company.
- (e) The Company does not have any subsidiary, associate or joint venture and accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiary, associate or joint venture and accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) We hereby confirm that to the best of our knowledge and belief, there are no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management there are no whistle blower complaints received by the Company during the year.
- xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.



- xv. In our opinion during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable to the Company.
- (b) As per information and explanation given to us and in our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has incurred cash loss of Rs. 758.40 lakhs during the financial year covered by our audit. The Company has not incurred cash loss in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. As per information and explanation given to us and in our opinion, the provisions relating to Corporate Social Responsibility under Section 135 of the Act are not applicable to the Company. Accordingly, reporting under clause 3(xx)(a) & (b) of the Order is not applicable to the Company.

For Khandelwal Jain & Co.
Chartered Accountants

Firm Registration Number: 105049W

Narendra Jain

Narendra Jain
Partner

Membership Number: 048725
UDIN: 25048725BMNWHW5617

Place: Mumbai
Date: May 16, 2025



Annexure B to Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **National Commodity Clearing Limited** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

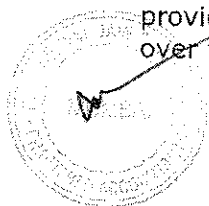
1. We have audited the internal financial controls over financial reporting of **National Commodity Clearing Limited** ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

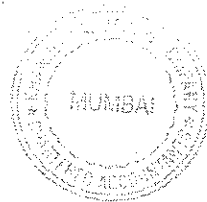
Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration Number:105049W

Narendra Jain

Narendra Jain
Partner
Membership Number: 048725
UDIN: 25048725BMNWHW5617



Place: Mumbai
Date: May 16, 2025

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	23.50	43.21
Right to use assets	2	62.46	124.92
Other intangible assets	3	469.50	486.53
Intangible assets under development	3	37.69	150.36
Financial assets			
- Investment	4	3,038.31	2,997.70
- Other financial assets			
- Bank balances	5(a)	3,370.70	647.35
- Others	5(b)	28.44	3.22
Deferred tax assets (net)	15	558.73	312.29
Income tax assets	6	151.57	242.61
Other non-current assets	7	30.56	11.04
Total non-current assets		7,771.46	5,019.23
Current Assets			
Financial assets			
- Investments	8	1,445.05	2,701.02
- Trade receivables	9	728.68	686.03
- Cash and cash equivalents	10	3,812.16	3,525.74
- Bank balances other than cash and cash equivalents	11	30,233.42	29,135.49
- Others	5(b)	740.08	1,168.43
Other current assets	7	126.74	94.57
Total current assets		37,086.13	37,311.28
TOTAL ASSETS		44,857.59	42,330.51
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12	12,275.00	12,275.00
Other equity	13	14,425.49	13,838.69
Total Equity		26,700.49	26,113.69
LIABILITIES			
Non-current liabilities			
Provisions	14(a)	225.00	246.18
Lease liability	19 & 34	-	84.21
Total non-current liabilities		225.00	330.39
Current liabilities			
Financial liabilities			
- Deposits	16	7,644.19	7,804.19
- Trade payables			
- Total outstanding dues of micro enterprises and small enterprises	17	45.85	5.37
- Total outstanding dues of creditors other than micro enterprises and small enterprises	17	314.57	68.29
Other Financial liabilities	18	9,206.97	7,298.84
Lease Liability	19 & 34	84.21	73.31
Other current liabilities	20	85.48	67.86
Provisions	14(a)	205.38	175.99
Current Tax Liabilities (net)	14(b)	345.45	392.58
Total current liabilities		17,932.10	15,886.43
TOTAL LIABILITIES		18,157.10	16,216.82
TOTAL EQUITY AND LIABILITIES		44,857.59	42,330.51

Summary of material & other accounting policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Khandelwal Jain & Co.

Chartered Accountants
ICAI Firm Registration No : 105049W

For and on behalf of the Board of Directors

National Commodity Clearing Limited
CIN: U74992MH2006PLC163550

Sd/-
NARENDRA JAIN
Partner
Membership No. 048725

Sd/-
RAJIV RELHAN
Managing Director & CEO
DIN - 07214524

Sd/-
K S NAYAK
Chairman
DIN - 09094351

Place : Mumbai
Date : May 16, 2025

Sd/-
RAHUL POOJARI
Company Secretary

Sd/-
KOMAL SHAHANI
Chief Financial Officer

National Commodity Clearing Limited
Statement of Profit and Loss for the year ended March 31, 2025

(₹ In lakhs)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	21	815.30	1,063.18
Other Income	22	1,302.70	1,483.87
Total income		2,118.00	2,547.05
EXPENSE			
Employee benefits expenses	23	1,593.81	1,366.20
Finance cost	24	11.48	19.46
Depreciation & amortization	25	326.61	309.41
Technology expenses	26	781.31	707.67
Other expenses	27	389.08	373.47
Total expenses		3,102.29	2,776.21
Profit / (Loss) before exceptional items and tax		(984.29)	(229.16)
Less : Exceptional Items	41	-	(365.20)
Profit/ (loss) after exceptions items and before tax		(984.29)	136.04
Tax expense			
Current tax	28	1.66	20.83
Deferred tax	28	(246.74)	70.73
Total Tax expense		(245.08)	91.56
Profit / (Loss) for the year (A)		(739.21)	44.48
Other Comprehensive Income (OCI) :			
Items that will not be reclassified to the Statement of profit and loss			
- Remeasurement of post-employment benefit obligations		(21.98)	(11.76)
- Change in fair value of equity instruments designated irrevocably as Fair Value Through Other Comprehensive Income		40.61	(3.10)
- Income tax impact on above	28	(0.28)	2.96
Other comprehensive income for the year, net of taxes (B)		18.35	(11.90)
Total comprehensive income for the year (A+B)		(720.86)	32.58
Basic earnings per share (Face Value of ₹ 10 each)	36		
(1) Basic (₹)		(0.60)	0.04
(2) Diluted (₹)		(0.60)	0.04

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Khandelwal Jain & Co.

Chartered Accountants

ICAI Firm Registration No : 105049W

Sd/-

NARENDRA JAIN

Partner

Membership No. 048725

Place : Mumbai

Date : May 16, 2025

For and on behalf of the Board of Directors

National Commodity Clearing Limited

CIN: U74992MH2006PLC163550

Sd/-

RAJIV RELHAN

Managing Director & CEO

DIN - 07214524

Sd/-

RAHUL POOJARI

Company Secretary

Sd/-

K S NAYAK

Chairman

DIN - 09094351

Sd/-

KOMAL SHAHANI

Chief Financial Officer

National Commodity Clearing Limited
Statement of Changes in Equity for the year ended March 31, 2025

(₹ in lakhs unless otherwise stated)

A Equity Share Capital

Particulars	Amount
Balance as at April 1, 2023	12,275.00
Changes in equity share capital during the year	-
Balance as at March 31, 2024	12,275.00
Changes in equity share capital during the half year	-
Balance as at March 31, 2025	12,275.00

B Other Equity

Particulars	Core Settlement Guarantee Fund				Equity Instruments through Other Comprehensive Income	Retained Earnings	Total
	NCCL & NCDEX Settlement Penalties	NCCL contribution towards Core SGF	NCDEX contribution towards Core SGF	Total			
Balance as at April 1, 2023	4,604.91	15,341.54	3,908.10	23,854.55	-	(10,576.26)	13,278.29
Profit/(Loss) for the year	-	-	-	-	-	44.48	44.48
Items of Other Comprehensive Income for the year, net of tax	-	-	-	-	-	-	-
Remeasurement benefit of defined benefit plans	-	-	-	-	-	(8.80)	(8.80)
Change in fair value of equity instruments	-	-	-	-	(3.10)	-	(3.10)
Contribution to Core Settlement Guarantee Fund							
Opening Balance							
Add : Additional Contribution	321.57	-	-	321.57	-	-	321.57
Add : Replenishment of SGF (Refer Note 41)	1,200.96	-	-	1,200.96	-	-	1,200.96
Add : Interest on above replenished amount	325.57	-	-	325.57	-	-	325.57
Add : Interest on income tax refund	0.85	3.80	1.33	5.98	-	-	5.98
Add : Income on investment of SGF	352.24	800.06	229.02	1,381.32	-	-	1,381.32
Less : Contribution returned to contributing stakeholders	-	(4,441.70)	(604.70)	(5,046.40)	-	4,441.70	(604.70)
Less : Income tax paid	(24.52)	(1,766.27)	(252.80)	(2,043.59)	-	-	(2,043.59)
Total	6,781.58	9,937.43	3,280.95	19,999.96	(3.10)	(6,098.88)	13,897.98
Less : Provision for Tax	(106.43)	30.88	16.26	(59.29)	-	-	(59.29)
Closing balance	6,675.15	9,968.31	3,297.21	19,940.67	(3.10)	(6,098.88)	13,838.69
Balance as at March 31, 2024	6,675.15	9,968.31	3,297.21	19,940.67	(3.10)	(6,098.88)	13,838.69
Balance as at April 1, 2024	6,675.15	9,968.31	3,297.21	19,940.67	(3.10)	(6,098.88)	13,838.69
Profit/(Loss) for the year	-	-	-	-	-	(739.21)	(739.21)
Items of Other Comprehensive Income for the year, net of tax	-	-	-	-	-	-	-
Remeasurement benefit of defined benefit plans	-	-	-	-	-	(16.45)	(16.45)
Change in fair value of equity instruments	-	-	-	-	34.80	-	34.80
Contribution to Core Settlement Guarantee Fund							
Opening Balance							
Add : Additional Contribution	194.11	-	-	194.11	-	-	194.11
Add : Interest on above replenished amount	0.75	-	-	0.75	-	-	0.75
Add : Interest on income tax refund	1.04	3.67	1.37	6.08	-	-	6.08
Add : Income on investment of SGF	514.61	723.66	235.54	1,473.81	-	-	1,473.81
Less : Contribution returned to contributing stakeholders	-	(460.00)	(135.00)	(595.00)	-	460.00	(135.00)
Less : Income tax paid	(1.43)	(121.66)	(33.78)	(156.88)	-	-	(156.88)
Total	7,384.23	10,113.98	3,365.34	20,863.54	31.70	(6,394.54)	14,500.70
Less : Provision for Tax	(0.69)	(56.03)	(18.50)	(75.21)	-	-	(75.21)
Closing Balance	7,383.54	10,057.95	3,346.84	20,788.33	31.70	(6,394.54)	14,425.49
Balance as at March 31, 2025	7,383.54	10,057.95	3,346.84	20,788.33	31.70	(6,394.54)	14,425.49

1) The above Core SGF amounting to ₹ 20,788.33 lakhs (March 31, 2024 : ₹ 19,940.67 lakhs) has been considered by the management as a part of equity and is included under "Other Equity".

2) The Company, vide its letter dated September 5, 2018, had given an undertaking to SEBI for increasing the Core Settlement Guarantee Fund (Core SGF) to ₹ 250.00 crore by way of equitable additions every 6 months over the period of 3 years i.e. by September 30, 2021. Accordingly, the Company was required to have the Core SGF of ₹ 250.00 crore as on September 30, 2021. The Company, has been making applications to SEBI for extension of timelines. The last extension was granted till June 30, 2023 by SEBI vide its letter dated December 15, 2022. Subsequently, As per SEBI circular SEBI/HO/MRD/MRD-POD-1/P/CIR /2023/78 dated May 23, 2023 relating to revision in computation of Core Settlement Guarantee Fund in Commodity Derivatives Segment, Clearing Corporations in Commodity Derivatives Segment may align their core SGF in terms of SEBI circulars dated August 27, 2014 as well as July 11, 2018 and excess contribution, if any, may be returned to the contributing stakeholders on a pro-rata basis, after taking due approval from SEBI. Accordingly, NCCL has made withdrawals from Core SGF as per details below:

- During FY 2023-24, NCCL has received approval from SEBI vide letter dated SEBI/HO/MRD/RAC-1/P/OW/2023/28875/1 dated July 18, 2023 for withdrawal of excess contribution of ₹ 6,185.00 lakhs and ₹ 842 lakhs by the Company and National Commodity & Derivatives Exchange Limited (NCDEX) respectively from Core SGF. Based on this approval, the Company has withdrawn ₹ 4,441.70 lakhs (net of tax of ₹ 1,733.91 lakhs) from the own contribution made by the Company and credited the same to Retained Earnings. Further, the Company has returned to National Commodity and Derivatives Exchange Limited (NCDEX) ₹ 604.70 lakhs (net of tax of ₹ 236.02 lakhs) from the contribution made by NCDEX to Core SGF.
- During FY 2024-25, NCCL has received a further approval from SEBI vide letter SEBI/HO/MRD/RAC-1/P/OW/2024/0025143/1 dated August 6, 2024 for withdrawal of excess contribution of ₹ 640 lakhs and ₹ 188 lakhs by the Company and National Commodity & Derivatives Exchange Limited (NCDEX) respectively from Core SGF. Based on this approval, the Company has withdrawn ₹ 460 lakhs (net of tax of ₹ 176.42 lakhs) from the own contribution made by the Company and credited the same to Retained Earnings. Further, the Company has returned to National Commodity and Derivatives Exchange Limited (NCDEX) ₹ 135 lakhs (net of tax of ₹ 51.78 lakhs) from the contribution made by NCDEX to Core SGF.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
ICAI Firm Registration No : 105049W

For and on behalf of the Board of Directors
National Commodity Clearing Limited
CIN: U74992MH2006PLC163550

Sd/-
NARENDRA JAIN
Partner
Membership No. 048725

Sd/-
RAJIV RELHAN
Managing Director & CEO
DIN - 07214524

Sd/-
K S NAYAK
Chairman
DIN - 09094351

Place : Mumbai
Date : May 16, 2025

Sd/-
RAHUL POOJARI
Company Secretary

Sd/-
KOMAL SHAHANI
Chief Financial Officer

National Commodity Clearing Limited
Statement of Cash Flow for the year ended March 31, 2025

(₹ In lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Profit before tax	(984.29)	136.04
<u>Adjustments for:</u>		
Depreciation & amortisation	326.63	309.41
Gain on sale of fixed assets	(0.41)	-
Provision for bad & doubtful debts	-	10.44
Interest on Lease Liability	11.27	19.40
Interest income on ROU	(3.50)	(3.19)
Net gain on sale of investments measured at Fair Value through Profit or Loss	(101.26)	(183.68)
Bad Debts	-	(365.20)
Intangible asset under development written off	-	0.14
Net gain/(loss) on financial assets mandatorily measured at Fair Value	(3.46)	(10.46)
Interest income on Bank deposit	(1,163.61)	(1,258.84)
Operating profit before working capital changes	(1,918.63)	(1,345.94)
Movements in working capital:		
Decrease / (Increase) in trade receivables	(42.65)	1,536.30
Decrease / (Increase) in other current assets	(32.17)	(18.22)
Decrease / (Increase) in other non current assets	(19.52)	(4.60)
Decrease / (Increase) in other financial assets	(1.17)	(0.74)
Increase / (Decrease) in long term provision	(21.18)	18.11
Increase / (Decrease) in trade payables	286.76	(276.36)
Increase / (Decrease) in Short term provision	7.41	20.73
Increase / (Decrease) in financial liabilities	1,748.13	(226.54)
Increase / (Decrease) in other current liabilities	17.62	(13.55)
Cash generated/(used) from operations	24.60	(310.81)
Contribution to Core SGF by Exchange and Settlement Penalties (net of funding from SGF)	194.86	1,848.10
Withdrawal of Contribution from Core SGF by Exchange	(135.00)	(604.70)
Direct taxes paid (net of refunds)	(189.84)	(1,767.05)
Net cash generated/(used) in operating activities (A)	(105.37)	(834.46)
B. Cash flows from investing activities		
Purchase of fixed assets, including intangible assets and CWIP	(114.74)	(208.60)
Proceeds from sale / disposal of fixed assets	0.41	-
Purchase of current investments	(43,385.58)	(203,895.00)
Proceeds from sale of current investments	45,046.50	202,738.42
Purchase of non-current investments	-	(3,000.80)
Interest received	2,751.07	2,444.52
Investment in fixed deposits	(198,749.77)	(346,433.56)
Redemption/Maturity of fixed deposits	194,928.49	351,516.46
Net cash generated/(used) in investing activities (B)	476.38	3,161.44
C. Cash Flows from financing activities		
Payment of Lease Rent	(84.58)	(84.58)
Net cash generated/(used) from financing activities (C)	(84.58)	(84.58)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	286.42	2,242.40
Cash and cash equivalents at the beginning of the year	3,525.74	1,283.34
Cash and cash equivalents at the end of the year	3,812.16	3,525.74
Components of cash and cash equivalents (Refer note 10)		
Cash and cheques on hand	-	-
With Banks		
- on current accounts	297.16	215.74
- on fixed deposits (Original maturity being three months or less)	3,515.00	3,310.00
Total	3,812.16	3,525.74

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS - 7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Previous year figures have been regrouped / reclassified wherever necessary to confirm to current year presentation.

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
ICAI Firm Registration No : 105049W

For and on behalf of the Board of Directors
National Commodity Clearing Limited
CIN: U74992MH2006PLC163550

Sd/-
NARENDRA JAIN
Partner
Membership No. 048725

Sd/-
RAJIV RELHAN
Managing Director & CEO
DIN - 07214524

Sd/-
K S NAYAK
Chairman
DIN - 09094351

Place : Mumbai
Date : May 16, 2025

Sd/-
RAHUL POOJARI
Company Secretary

Sd/-
KOMAL SHAHANI
Chief Financial Officer

Background and Material Accounting Policies

Background

National Commodity Clearing Limited (the 'Company') is a wholly owned subsidiary of National Commodity and Derivatives Exchange Limited and is set up to provide clearing and settlement services to the holding company.

The financial statements were authorised for issuance by the Company's Board of Directors on May 16, 2025.

1 A Material accounting policies :

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to year presented, unless otherwise stated.

a) Statement of compliance

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015.

b) Basis of preparation

These financial statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below, on accrual basis and are drawn up in accordance with the provisions of the Companies Act, 2013 (the Act) and Indian Accounting Standards ("Ind AS") notified under Section 133 of Act read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015, amendment to the Rules and other relevant provisions of the Act.

(i) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets that is measured at fair value,

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, leasing transactions that are within the scope of Ind AS 116 Leases, and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36, Impairment of Assets.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

Level 2 inputs are other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

c) Revenue recognition

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue is recognised net of applicable taxes.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised in the period when the service is provided as per arrangements/agreements with the customers.

The sources of revenue are:

- i) Risk Management Fees is recognized when open interest is increased as compared to previous day.
- ii) Delivery charges are recognised as income on delivery of commodities.
- iii) Warehouse charges are recognized when a new location is accredited by a warehouse service provider (WSP) and when WSP information is processed.
- iv) Annual subscription charges are recognised as income on a time proportion basis beginning from the month in which member is enabled.
- v) Admission fees are recognized as income at the time an applicant is converted as member.
- vi) Income excludes applicable taxes and other levies.
- vii) Dividends on Investments are recognized when a right to receive the same is established
- viii) Interest is recognized on time proportionate basis taking into consideration the amount outstanding and the rate applicable.
- ix) All other revenue is recognised in the period in which the performance obligation is satisfied over a period of time or point in time.

d) Impairment of assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). An impairment loss is recognized as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized as income immediately, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase. Non financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

e) Investments and other financial assets

(i) Recognition

All financial assets are recognized and de-recognized on a trade date basis where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned.

(ii) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investment in debt instruments, this will depend on business model in which the investment is held.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(iii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in statement of profit and loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

• **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in statement of profit and loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

• **Fair value through other comprehensive income (FVOCI):** Equity instruments, other than investment in Subsidiary, Associates and Joint Ventures, the Company makes an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

• **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss.

• **Equity instrument at fair value through other comprehensive income :** All equity investments are measured at fair value, with value changes recognised in Statement of Profit and Loss, except for those equity investments for which the Company has irrevocably elected to present the value changes in 'Other Comprehensive Income'. However, dividend on such equity investments are recognised in Statement of Profit and loss when the Company's right to receive payment is established.

(iv) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(v) De-recognition of financial assets

A financial asset is de-recognized only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

(vi) Income recognition**Interest income**

Interest income from debt instruments is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of financial assets. When calculating the effective interest rates, the Company estimates the expected cash flows by considering all the contractual term of the financial instruments but does not consider expected credit losses.

f) Property, plant and equipment (including CWIP)

PPE are stated at actual cost less accumulated depreciation and impairment loss. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working condition for its intended use (net of CENVAT / GST) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance costs are recognized in the Statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use. Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Depreciation is provided on straight line method over the useful life of the assets.

Fixed assets having an original cost less than or equal to Rs. 5,000 individually are fully depreciated in the year of purchase or installation.

Leasehold improvement is amortized over the renewable period of lease.

(i) The useful life of property, plant and equipment are as follows :

Assets	Useful Life of Asset
Improvement to Lease hold Property	Over the period of lease
Office Equipment's	5 years
Office Hardware - Servers etc.	6 years
Office Hardware - Desktop, Laptop etc.	3 years
Furniture and Fixtures	10 years
Vehicle	8 years
Telecommunication Systems	6 years

The estimated useful life and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively.

An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of profit and loss.

(ii) Intangible Assets:

Intangible assets are recorded at acquisition cost and are amortized over the estimated useful life on straight line basis. Depreciation on additions is provided on pro-rata basis from the date of acquisition/ upto the date of deletion.

Assets	Estimated Useful Life of Asset
Software	4 years

g) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation to be settled at future date. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

h) Contingent Liabilities and Contingent Assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

Contingent assets are not recognized in the financial statements. However if the inflow of economic benefits is probable, then it is disclosed in the financial statements.

i) Leases

As a lessee

Leases of property, plant and equipment, where the terms of the lease has substantially transferred all the risks and rewards of ownership to the Company are classified as finance leases. Finance leases are capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to the statement of profit and loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to statement of profit and loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

j) Income Tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax liabilities are recognized for all taxable temporary differences.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset deferred tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note issued by the Institute of Chartered Accountant of India (ICAI), on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as "MAT Credit Entitlement". The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

k) Current versus Non-current classification and operating cycle

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle i.e. 12 months
- Held primarily for purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle i.e. 12 months.
- It is held primarily for purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.
- All other liabilities are classified as non-current.

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

l) Critical Accounting Estimates And Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

National Commodity Clearing Limited

Notes to the Financial Statements for the year ended March 31, 2025

The areas involving critical estimates or judgements are:

Estimation of useful life of property, plant and equipment and intangible asset refer Note 1A(f)

Estimation of current tax expense and payable Note 1B(a), Note 28 & Note 29

Estimation of contingent liabilities refer Note 32

Estimation of Impairment of Assets refer Note 1A(d)

Estimation of Provision for doubtful debts Note 9

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

m) As per SEBI vide circular no. CIR/MRD/DRMNP/25/2014 dated August 27,2014 every recognised clearing corporation shall establish and maintain a Fund for each segment, to guarantee the settlement of trades executed in that respective segment of a recognised Commodity exchange. The Clearing Corporation shall have a fund called Core SGF for each segment of each Recognised Commodity Exchange to guarantee the settlement of trades executed in the respective segment of the Commodity Exchange. In the event of a clearing member (member) failing to honor settlement commitments, the Core SGF shall be used to fulfill the obligations of that member and complete the settlement without affecting the normal settlement process. The Core SGF shall be contributed by National Commodity Clearing Limited (NCCL), National Commodity & Derivatives Exchange Limited (NCDEX) and the clearing members, in a manner as prescribed by SEBI. This fund is represented by earmarked Core SGF investments. The income earned on such investments is credited to the respective contributor's funds and adjusted towards incremental requirement of Minimum Required Corpus (MRC). Settlement related penalties are transferred to Core SGF.

n) Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any material impact in its financial statements.

B Other accounting policies :

a) Cash Flow Statements & Cash and cash equivalents

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Restricted cash:

Other bank balances comprise of Fixed deposits with maturity of more than three months and less than twelve months, other non current financial assets contains Fixed deposits with maturity of more than one year.

b) Trade receivables

Trade receivables are recognized initially at fair value, plus in the case of trade receivables not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the trade receivables. However, trade receivables that do not contain a significant financing component are measured at transaction price.

c) Income recognition

Dividends

Dividends are recognized in the statement of profit and loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be reliably measured.

d) Financial liabilities

(i) Classification as debt or equity

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

(ii) Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit or loss.

(iii) Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the statement of profit and loss.

(iv) Derecognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires.

e) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

f) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the period.

(ii) Diluted earning per share

Diluted earning per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

g) Foreign currency translation and transactions

(i) Functional and presentation currency

Items included in the financial statement of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian currency (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in statement of profit and loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equity instruments held at fair value through profit or loss are recognised in profit and loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equity investments classified as FVOCI are recognised in other comprehensive income.

h) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

i) Contributed Equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

j) Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the Company, on or before the end of the reporting period but not distributed at the end of the reporting period.

k) Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Lakhs as per the requirement of Schedule III, unless otherwise stated.

National Commodity Clearing Limited
Notes to Financial Statements for the year ended March 31, 2025

2 Property, plant and equipment

(₹ in lakhs unless otherwise stated)

Particulars	Telecommunication Equipment's	Office Equipment's	Office Hardware	Clearing & Settlement System	Furniture & Fixtures	Motor Vehicle	Leasehold improvements	Total	Right to Use Asset	Total
Gross carrying amount										
Opening as at April 01, 2023	19.50	10.93	123.78	0.63	0.46	10.08	12.23	177.61	351.52	529.13
Additions	-	-	5.76	-	-	-	-	5.76	-	5.76
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-
Remeasurement of lease	-	-	-	-	-	-	-	-	15.60	15.60
Closing gross carrying amount	19.50	10.93	129.54	0.63	0.46	10.08	12.23	183.37	335.92	519.29
Accumulated depreciation and impairment										
Opening as at April 01, 2023	15.48	8.15	73.83	0.64	0.13	4.41	4.23	106.87	140.54	247.41
Depreciation for the year	3.26	1.78	24.29	-	0.05	1.26	2.65	33.29	70.46	103.75
Disposals / Adjustments	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation	18.74	9.93	98.12	0.64	0.18	5.67	6.88	140.16	211.00	351.16
Net carrying amount as at March 31, 2024	0.76	1.00	31.42	0.01	0.28	4.41	5.35	43.21	124.92	168.13
Gross carrying amount										
Opening as at April 01, 2024	19.50	10.93	129.54	0.63	0.46	10.08	12.23	183.37	335.92	519.29
Additions	-	0.86	5.62	-	0.18	-	-	6.66	-	6.66
Disposals	-	0.96	0.91	-	-	-	-	1.87	-	1.87
Closing gross carrying amount	19.50	10.83	134.25	0.63	0.64	10.08	12.23	188.16	335.92	524.08
Accumulated depreciation and impairment										
Opening as at April 01, 2024	18.74	9.93	98.12	0.64	0.18	5.67	6.88	140.16	211.00	351.16
Depreciation for the year	0.73	0.84	20.84	-	0.05	1.26	2.65	26.37	62.46	88.83
Disposals / Adjustments	-	0.96	0.91	-	-	-	-	1.87	-	1.87
Closing accumulated depreciation	19.47	9.81	118.05	0.64	0.23	6.93	9.53	164.66	273.46	438.12
Net carrying amount as at March 31, 2025	0.03	1.02	16.20	0.01	0.41	3.15	2.70	23.50	62.46	85.96

3 Intangible Assets & Intangible assets under development

Particulars	RMS Software	Office Software	NCFE Software	Clearing Software (FOCASS)	Total	Intangible assets under development	Total
Gross carrying amount							
Opening as at April 01, 2023	382.86	42.36	2.60	499.64	927.46	263.68	263.68
Additions	55.05	1.12	-	259.85	316.02	205.40	205.40
Disposals / Adjustments / Written off	-	-	-	-	-	2.70	2.70
Capitalised during the year	-	-	-	-	-	316.02	316.02
Closing gross carrying amount	437.91	43.48	2.60	759.49	1,243.48	150.36	150.36
Accumulated amortisation and impairment losses							
Opening as at April 01, 2023	218.57	31.07	2.08	299.57	551.29	-	-
Amortisation for the year	82.98	4.47	0.52	117.69	205.66	-	-
Disposals / Adjustments	-	-	-	-	-	-	-
Closing accumulated amortisation	301.55	35.54	2.60	417.26	756.95	-	-
Net carrying amount as at March 31, 2024	136.36	7.94	-	342.23	486.53	150.36	150.36
Gross carrying amount							
Opening as at April 01, 2024	437.91	43.48	2.60	759.49	1,243.48	150.36	150.36
Additions	164.33	-	-	56.42	220.75	108.08	108.08
Disposals / Adjustments / Written off	-	-	-	-	-	-	-
Capitalised during the year	-	-	-	-	-	220.75	220.75
Closing gross carrying amount	602.24	43.48	2.60	815.91	1,464.23	37.69	37.69
Accumulated amortisation and impairment losses							
Opening as at April 01, 2024	301.55	35.54	2.60	417.26	756.95	-	-
Amortisation for the year	96.99	3.15	-	137.64	237.78	-	-
Disposals / Adjustments	-	-	-	-	-	-	-
Closing accumulated amortisation	398.54	38.69	2.60	554.90	994.73	-	-
Net carrying amount as at March 31, 2025	203.70	4.79	-	261.01	469.50	37.69	37.69

Intangible assets under development ageing schedule at March 31, 2025

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	37.14	-	0.55	-	37.69
Projects temporarily suspended	-	-	-	-	-

Any of the project's completion is not overdue & neither any cost is exceeded as compared to original plans.

Intangible assets under development ageing schedule at March 31, 2024

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	65.38	67.45	17.53	-	150.36
Projects temporarily suspended	-	-	-	-	-

Any of the project's completion is not overdue & neither any cost is exceeded as compared to original plans.

4 Non-current Investments

Particulars	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
	Nos.	Amount	Nos.	Amount
Investment in unlisted equity shares NCDEX E Markets Limited (NeML) (Face value of ₹10 per share)	3,100,000	3,038.31	3,100,000	2,997.70
Total - Non-current Investments		3,038.31		2,997.70
Aggregate amount of unquoted investments		3,038.31		2,997.70

5 Other Financial Asset

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
(a) Non-current bank balances				
Fixed deposits with bank - maturity more than 12 months *	3,370.70	-	647.35	-
Total (a)	3,370.70	-	647.35	-
(b) Others				
Unsecured, Considered Good				
Receivable against sale of Mutual Funds	-	-	-	300.23
Interest accrued on fixed deposits **	28.44	695.84	3.22	828.63
Deposits	-	2.79	-	2.14
Deposit for rent #	-	40.93	-	37.43
Other assets	-	0.52	-	-
Total (b)	28.44	740.08	3.22	1,168.43

* Fixed Deposit for Core Settlement Guarantee Fund (Core SGF) ₹ 3,188.16 lakhs (March 31, 2024 : ₹ 339.97 lakhs).

** Includes interest accrued on Core SGF - Non Current ₹ 20.99 lakhs (March 31, 2024 : ₹ 0.96 lakhs) and Current ₹ 575.45 lakhs (March 31, 2024 : ₹ 775.61 lakhs)

Includes ₹ 2.48 lakhs (March 31, 2024 : ₹ 2.48 lakhs) from NCDEX (Holding Company)

6 Income Tax Assets

Particulars	As at March 31, 2025	As at March 31, 2024
Advance income tax paid including tax deducted at source receivable *	151.57	242.61
Total	151.57	242.61

* Includes TDS on Core SGF ₹ 34.64 lakhs (March 31, 2024 : ₹ 75.86 lakhs)

7 Other Assets

Particulars	Non Current	Current	Non Current	Current
	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
Unsecured, Considered Good				
Prepaid expenses	23.06	64.84	0.33	58.70
Capital advances	7.50	-	7.50	-
Balances with Government authorities (net)	-	44.09	-	15.51
Advances recoverable *	-	13.13	-	16.37
Advances to employee	-	1.47	-	0.78
Ind AS - Deferred rent	-	3.21	3.21	3.21
Total	30.56	126.74	11.04	94.57

* Includes recoverable from NCDEX ₹ NIL (March 31, 2024 : ₹ 15.50 lakhs)

8 Current Investments

Particulars	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
	Units	Amount	Units	Amount
Investment in mutual funds				
ABSL Liquid Fund -Direct Plan-Growth	29,937.76	125.36	77,109.47	300.48
Axis Liquid Fund-Direct Plan-Growth	7,309.31	210.77	11,196.50	300.48
Kotak Liquid Fund -Direct Plan-Growth	2,873.59	150.56	-	-
DSP Liquid Fund -Direct Plan-Growth	8,373.64	310.52	-	-
HDFC Liquid Fund- Direct Plan- Growth	295.02	15.03	-	-
Nippon Liquid Fund -Direct Plan-Growth	3,156.31	200.33	10,203.60	602.92
TATA Liquid Fund -Direct Plan-Growth *	2,856.64	116.92	18,223.47	694.36
HSBC Liquid Fund-Direct Plan-Growth	12,211.00	315.57	20,861.00	501.91
SBI Liquid Fund-Direct Plan-Growth	-	-	7,960.77	300.86
Total - Current Investments		1,445.05		2,701.02
Aggregate amount of unquoted investments		1,445.05		2,701.02

* Includes mutual fund earmarked for Core Settlement Guarantee Fund ₹ 1.58 lakhs (March 31, 2024 : ₹ 325.57 lakhs).

9 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
a) Trade receivables considered good - Secured	151.44	108.79
b) Trade receivables considered good - Unsecured	1,190.52	1,190.52
c) Trade Receivables which have significant increase in Credit Risk *	577.24	577.24
d) Trade Receivables - credit impaired	744.23	744.23
Sub Total	2,663.43	2,620.78
Less : Insurance claim received #	(1,190.52)	(1,190.52)
Less : Allowance for bad and doubtful debts	(744.23)	(744.23)
Total	728.68	686.03

* no provision is made since there is corresponding liability as "Payable to Core SGF" as referred in Note-18

represents amount received pending settlement of recovery from defaulting members

Trade Receivables Ageing as at March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	115.53	33.30	2.61	-	-	151.44
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	1,190.52	1,190.52
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	577.24	577.24
Disputed Trade Receivables –credit impaired	-	-	-	-	744.23	744.23
Sub Total	115.53	33.30	2.61	-	2,511.99	2,663.43
Less : Insurance claim received	-	-	-	-	(1,190.52)	(1,190.52)
Less : Allowance for bad and doubtful debts	-	-	-	-	(744.23)	(744.23)
Total	115.53	33.30	2.61	-	577.24	728.68

Trade Receivables Ageing as at March 31, 2024

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables – considered good	91.21	17.58	-	-	-	108.79
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
Disputed Trade Receivables – considered good	-	-	-	-	1,190.52	1,190.52
Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	577.24	577.24
Disputed Trade Receivables – credit impaired	-	-	-	-	744.23	744.23
Sub Total	91.21	17.58	-	-	2,511.99	2,620.78
Less : Insurance claim received	-	-	-	-	(1,190.52)	(1,190.52)
Less : Allowance for bad and doubtful debts	-	-	-	-	(744.23)	(744.23)
Total	91.21	17.58	-	-	577.24	686.03

10 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents		
Cash in hand	-	-
Funds in transit	-	-
Balances with bank		
On current accounts	297.16	215.74
Fixed deposits with original maturity of three months or less	3,515.00	3,310.00
Total	3,812.16	3,525.74

11 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Restricted Balances with Banks		
- In current account towards Core Settlement Guarantee Fund	0.32	5.19
	0.32	5.19
Fixed Deposits		
- with original maturity for more than 3 months but less than 12 months	1,062.38	430.00
- with maturity of less than 12 months at the balance sheet date *	12,203.53	10,223.67
	13,265.91	10,653.67
Fixed Deposits - Core Settlement Guarantee Fund		
- with original maturity for more than 3 months but less than 12 months towards Core Settlement Guarantee Fund	5,150.25	301.43
- with maturity of less than 12 months at the balance sheet date towards Core Settlement Guarantee Fund	11,816.94	18,175.20
	16,967.19	18,476.63
Total	30,233.42	29,135.49

12 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised 140,000,000 (Previous Year : 140,000,000) Equity Shares of ₹ 10 Each	14,000.00	14,000.00
Issued, subscribed and fully paid up shares 122,750,000 (Previous Year : 122,750,000) Equity Shares ₹10 each fully paid up.	12,275.00	12,275.00
Total	12,275.00	12,275.00

a. Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting year

	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	₹ In lakhs	No. of Shares	₹ In lakhs
Equity Shares of ₹ 10 each fully paid				
At the beginning of the year	122,750,000	12,275.00	122,750,000	12,275.00
Issued during the year	-	-		
Outstanding at the end of the period	122,750,000	12,275.00	122,750,000	12,275.00

b. Terms/Rights attached to equity share

The Company has only one class of equity shares having a par value of ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Shareholder at the Annual General Meeting. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c. Details of shareholders holding more than 5% share in the Company

	As at March 31, 2025		As at March 31, 2024	
	No.	% holding	No.	% holding
National Commodity and Derivatives Exchange Limited	122,750,000	100.00%	122,750,000	100.00%

The Company has not issued any shares by way of bonus or for consideration other than cash and has not bought back any shares during the period of five years immediately preceding the reporting date.

No shares are reserved for issue under options and contract or commitment for the sale of shares or disinvestments.

d. Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at March 31, 2025 is as follows:

Promoter name	Shares held by promoters				% change during the year
	As at March 31, 2025		As at March 31, 2024		
	No of shares	% of total shares	No of shares	% of total shares	
National Commodity and Derivatives Exchange Limited	122,750,000	100.00%	122,750,000	100.00%	-
Total	122,750,000	100.00%	122,750,000	100.00%	-

Disclosure of shareholding of promoters as at March 31, 2024 is as follows:

Promoter name	Shares held by promoters				% change during the year
	As at March 31, 2024		As at March 31, 2023		
	No of shares	% of total shares	No of shares	% of total shares	
National Commodity and Derivatives Exchange Limited	122,750,000	100.00%	122,750,000	100.00%	-
Total	122,750,000	100.00%	122,750,000	100.00%	-

13 Other Equity

Particulars	Core Settlement Guarantee Fund				Equity Instruments through Other Comprehensive Income	Retained Earnings	Total
	NCCL & NCDEX Settlement Penalties	NCCL contribution towards Core SGF	NCDEX contribution towards Core SGF	Total			
Balance as at April 1, 2023	4,604.91	15,341.54	3,908.10	23,854.55	-	(10,576.26)	13,278.29
Profit/(Loss) for the year	-	-	-	-	-	44.48	44.48
Items of Other Comprehensive Income for the year, net of tax	-	-	-	-	-	(8.80)	(8.80)
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	-
Change in fair value of equity instruments	-	-	-	-	(3.10)	-	(3.10)
Contribution to Core Settlement Guarantee Fund							
Add : Additional Contribution	321.57	-	-	321.57	-	-	321.57
Add : Replenishment of SGF (Refer Note 41)	1,200.96	-	-	1,200.96	-	-	1,200.96
Add : Interest on above replenished amount	325.57	-	-	325.57	-	-	325.57
Add : Interest on income tax refund (net)	0.85	3.80	1.33	5.98	-	-	5.98
Add : Income on investment of SGF	352.24	800.06	229.02	1,381.32	-	-	1,381.32
Less : Contribution returned to contributing stakeholders	-	(4,441.70)	(604.70)	(5,046.40)	-	4,441.70	(604.70)
Less : Income tax paid	(24.52)	(1,766.27)	(252.80)	(2,043.59)	-	-	(2,043.59)
Total	6,781.58	9,937.43	3,280.95	19,999.96	(3.10)	(6,098.88)	13,897.98
Less : Provision for Tax	(106.43)	30.88	16.26	(59.29)	-	-	(59.29)
Balance as at March 31, 2024	6,675.15	9,968.31	3,297.21	19,940.67	(3.10)	(6,098.88)	13,838.69
Balance as at April 1, 2024	6,675.15	9,968.31	3,297.21	19,940.67	(3.10)	(6,098.88)	13,838.69
Profit/(Loss) for the year	-	-	-	-	-	(739.21)	(739.21)
Items of Other Comprehensive Income for the year, net of tax	-	-	-	-	-	(16.45)	(16.45)
Remeasurement benefit of defined benefit plans	-	-	-	-	-	-	-
Change in fair value of equity instruments	-	-	-	-	34.80	-	34.80
Contribution to Core Settlement Guarantee Fund							
Add : Transfer from NCDEX	-	-	-	-	-	-	-
Add : Additional Contribution	194.11	-	-	194.11	-	-	194.11
Add : Replenishment of SGF	-	-	-	-	-	-	-
Add : Interest on above replenished amount	0.75	-	-	0.75	-	-	0.75
Add : Interest on income tax refund (net)	1.04	3.67	1.37	6.08	-	-	6.08
Add : Income on investment of SGF	514.61	723.66	235.54	1,473.81	-	-	1,473.81
Less : Contribution returned to contributing stakeholders	-	(460.00)	(135.00)	(595.00)	-	460.00	(135.00)
Less : Income tax paid	(1.43)	(121.66)	(33.78)	(156.88)	-	-	(156.88)
Total	7,384.23	10,113.98	3,365.34	20,863.54	31.70	(6,394.54)	14,500.70
Less : Provision for Tax	(0.69)	(56.03)	(18.50)	(75.21)	-	-	(75.21)
Balance as at March 31, 2025	7,383.54	10,057.95	3,346.84	20,788.33	31.70	(6,394.54)	14,425.49

847.66

Note :

1) The above Core SGF amounting to ₹ 20,788.33 lakhs (March 31, 2024 : ₹ 19,940.67 lakhs) has been considered by the management as a part of equity and is included under "Other Equity".

2) The Company, vide its letter dated September 5, 2018, had given an undertaking to SEBI for increasing the Core Settlement Guarantee Fund (Core SGF) to ₹ 250.00 crore by way of equitable additions every 6 months over the period of 3 years i.e. by September 30, 2021. Accordingly, the Company was required to have the Core SGF of ₹ 250.00 crore as on September 30, 2021. The Company, has been making applications to SEBI for extension of timelines. The last extension was granted till June 30, 2023 by SEBI vide its letter dated December 15, 2022.

Subsequently, As per SEBI circular SEBI/HO/MRD/MRD-POD-1/P/CIR /2023/78 dated May 23, 2023 relating to revision in computation of Core Settlement Guarantee Fund in Commodity Derivatives Segment, Clearing Corporations in Commodity Derivatives Segment may align their core SGF in terms of SEBI circulars dated August 27, 2014 as well as July 11, 2018 and excess contribution, if any, may be returned to the contributing stakeholders on a pro-rata basis, after taking due approval from SEBI. Accordingly, NCCL has made withdrawals from Core SGF as per details below:

i) During FY 2023-24, NCCL has received approval from SEBI vide letter dated SEBI/HO/MRD/RAC-1/P/OW/2023/28875/1 dated July 18, 2023 for withdrawal of excess contribution of ₹ 6,185.00 lakhs and ₹ 842 lakhs by the Company and National Commodity & Derivatives Exchange Limited (NCDEX) respectively from Core SGF. Based on this approval, the Company has withdrawn ₹ 4,441.70 lakhs (net of tax of ₹ 1,733.91 lakhs) from the own contribution made by the Company and credited the same to Retained Earnings. Further, the Company has returned to National Commodity and Derivatives Exchange Limited (NCDEX) ₹ 604.70 lakhs (net of tax of ₹ 236.02 lakhs) from the contribution made by NCDEX to Core SGF.

ii) During FY 2024-25, NCCL has received a further approval from SEBI vide letter SEBI/HO/MRD/RAC-1/P/OW/2024/0025143/1 dated August 6, 2024 for withdrawal of excess contribution of ₹ 640 lakhs and ₹ 188 lakhs by the Company and National Commodity & Derivatives Exchange Limited (NCDEX) respectively from Core SGF. Based on this approval, the Company has withdrawn ₹ 460 lakhs (net of tax of ₹ 176.42 lakhs) from the own contribution made by the Company and credited the same to Retained Earnings. Further, the Company has returned to National Commodity and Derivatives Exchange Limited (NCDEX) ₹ 135 lakhs (net of tax of ₹ 51.78 lakhs) from the contribution made by NCDEX to Core SGF.

Description of nature and purpose of reserve

Settlement Guarantee Fund

Core Settlement Guarantee Fund (SGF) is established to guarantee the settlement of trades executed in Commodity Exchange. In the event of a clearing member (member) failing to honor settlement commitments, the Core SGF shall be used to fulfill the obligations of that member and complete the settlement without affecting the normal settlement process.

Retained Earnings

The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the separate financial statements of the Company and also considering the requirements of the Companies Act, 2013. Thus, the amounts reported above are not distributable in entirety.

Equity instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

14 Provisions

Particulars	Non-Current	Current	Non-Current	Current
	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
(a) Employee benefits obligation				
i) Provision for gratuity	100.95	51.61	134.52	46.22
ii) Provision for leave encashment	22.15	10.26	21.89	6.87
iii) Provision for Performance based incentives (PBI)	101.90	143.51	89.77	122.90
Total	225.00	205.38	246.18	175.99
(b) Current Tax Liabilities				
i) Current Tax Liabilities *	-	345.45	-	392.58
Total (b)	-	345.45	-	392.58

* Includes Core Settlement Guarantee Fund income tax liability of ₹ NIL (March 31, 2024 : ₹ 59.29 lakhs).

15 Deferred tax Asset / liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets components		
Leave, Gratuity & PBI	75.67	78.79
Provision For Doubtful Debt	187.31	187.31
Business Losses	314.99	60.17
Lease Depreciation & rent - ROU	5.47	8.21
Net impact on Fair Valuation of Security deposit	0.16	0.23
Gross deferred tax asset	583.60	334.71
Deferred tax liabilities components		
Depreciation and amortisation	18.19	19.79
Financial assets at fair value through P&L	0.87	2.63
Financial assets at fair value through OCI	5.81	-
Gross deferred tax liabilities	24.87	22.42
Net deferred tax asset/(liability)	558.73	312.29

16 Deposits

Particulars	As at March 31, 2025	As at March 31, 2024
a) Deposit from Clearing members	3,580.00	3,930.00
b) Deposit in lieu of Bank Guarantee/securities	879.76	704.76
c) Deposit from Applicants	-	10.00
d) Deposits from clearing banks	2,800.00	2,800.00
e) Deposits from warehouse service providers	384.43	359.43
Total	7,644.19	7,804.19

17 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
a) Trade payable other than micro and small enterprises	35.60	68.29
b) Trade payable to micro enterprises and small enterprises	42.31	2.15
c) Trade payable to related parties	278.97	-
d) Trade payable to related parties micro enterprises and small enterprises	3.54	3.22
Total	360.42	73.66

Trade Payable Ageing as at March 31, 2025

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	1.02	-	-	-	-	1.02
Others	284.64	-	-	-	-	284.64
Total	285.66	-	-	-	-	285.66
Add : Provisions						74.76
Total	285.66	-	-	-	-	360.42

Trade Payable Ageing as at March 31, 2024

Particulars	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
MSME	5.37	-	-	-	-	5.37
Others	29.03	-	-	-	-	29.03
Total	34.40	-	-	-	-	34.40
Add : Provisions						39.26
Total	34.40	-	-	-	-	73.66

18 Other Financial Liabilities

Particulars	Non-Current	Current	Non-Current	Current
	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
a) Payable towards purchase of fixed assets / intangibles	-	1.63	-	-
b) Margins money from clearing members	-	8,557.75	-	6,688.79
c) Creditor for capital expenditure payable to micro and small enterprises	-	10.00	-	-
d) Payable to Core SGF	-	577.24	-	577.24
e) Other payable	-	60.35	-	32.81
Total	-	9,206.97	-	7,298.84

19 Lease Liability

Particulars	Non-Current	Current	Non-Current	Current
	As at March 31, 2025	As at March 31, 2025	As at March 31, 2024	As at March 31, 2024
Lease liability	-	84.21	84.21	73.31
Total	-	84.21	84.21	73.31

20 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
a) Revenue received in advance	22.56	8.18
b) Statutory dues payable	62.92	59.68
Total	85.48	67.86

21 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Sale of services		
Risk Management Fees	361.10	450.00
Physical Delivery Charges	333.41	466.33
Warehouse charges	89.10	96.25
Admission Fees	5.00	25.00
Annual subscription fees	26.69	25.60
Total	815.30	1,063.18

Revenue recognised

Point in time	707.56	947.11
Over the period of time	107.74	116.07
Total	815.30	1,063.18

During the financial year 2024-25, the Company's significant revenue of 24.86% of Operating Revenue (March 31, 2024 : 23.32%) is derived from group of entities under common control and the total Operating Revenue from such entities is ₹ 202.66 lakhs (March 31, 2024 : ₹ 247.92 lakhs). No other single customer / a group of entities under common control contributed 10% or more to the Company's Operating Revenue for FY 2024-25 and FY 2023-24.

22 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on Bank deposits	1,163.61	1,258.84
Net gain on sale of investments measured at fair value through profit or loss	101.26	183.68
Net gain/(loss) on financial assets mandatorily measured at Fair Value through Profit or Loss	3.46	10.46
Others (miscellaneous income)	30.46	27.70
Gain on sale of property, plant & equipment	0.41	-
Interest income on ROU	3.50	3.19
Total	1,302.70	1,483.87

23 Employee benefits expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, bonus and allowances	1,369.42	1,181.62
Contribution to Provident fund	74.58	63.79
Contribution to Gratuity Fund	38.07	33.92
Contribution to Other Fund	0.05	0.02
Staff welfare expenses	111.69	86.85
Total	1,593.81	1,366.20

24 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on lease liability	11.27	19.40
Interest	0.21	0.06
Total	11.48	19.46

25 Depreciation & Amortization

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation	88.84	103.75
Amortization	237.77	205.66
Total	326.61	309.41

26 Technology expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Repairs & Maintenance computer and software	238.85	186.23
Annual Maintenance Charges	165.83	137.66
Networking Expenses	41.09	47.74
Data Centre Expenses	59.75	64.53
Other Technology Expenses	275.79	271.50
Total	781.31	707.67

27 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent	9.56	9.26
Rates and Taxes	0.07	0.04
Legal and Professional Charges	89.31	114.73
Communication Expenses	4.64	5.23
Travelling and Conveyance Expenses	31.25	20.88
Electricity Charges	18.67	17.90
Repairs and Maintenance	19.63	18.16
Insurance Expenses	22.01	22.16
Research & Testing Expenses	6.14	6.52
Comtrack Connectivity Fees	35.00	35.00
Advertisement and Publicity	4.72	1.86
Committee Sitting Fees	8.40	5.10
Directors Sitting Fees	47.70	45.70
Meeting Expenses	2.31	2.96
Books Periodicals & Subscription	0.01	-
Security Charges	14.42	14.11
Payment to Auditors	15.13	13.42
Printing and stationery	2.27	2.20
Intangible asset under development written off	-	0.14
Miscellaneous Expenses	57.84	38.10
Total	389.08	373.47

Payment to Auditors		
- Audit Fees	7.40	6.80
- Limited Review Fees	4.60	3.60
- Tax Audit Fees	1.50	1.50
- Certification matters	1.00	1.00
- For reimbursement of expenses	0.63	0.52
Total	15.13	13.42

28 Current and Deferred Tax

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax	1.66	20.83
Deferred Tax	(246.74)	70.73
Sub-Total	(245.08)	91.56
Deferred Tax - OCI	0.28	(2.96)
Total	(244.80)	88.60

29 **Tax Reconciliation**

A) **The major components of income tax expense statement of profit and loss**

Statement of profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current income tax:		
Current income tax charge	1.66	20.83
Total current tax expense	1.66	20.83
Deferred tax:		
Decrease (increase) in deferred tax assets	(248.90)	66.93
(Decrease) increase in deferred tax liabilities	2.44	0.84
Total deferred tax expense (benefit)	(246.46)	67.77
Income tax expense reported in the statement of profit or loss	(244.80)	88.60

B) **Reconciliation of tax expense and the accounting profit multiplied by tax rate**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before income tax expense	(984.29)	136.04
Tax rate (%)	26.00%	26.00%
Tax	(255.92)	35.37
Rate change impact	8.15	32.60
Tax liability under MAT & MAT credit not availed	1.66	20.83
Non-deductible expenses for tax purposes:		
Adjustment on account of Depreciation	-	-
Adjustment on account of expenses not allowed	0.02	0.33
Impact of Gratuity - OCI	(5.71)	(2.96)
Others (rate difference in current and deferred tax, CSR, etc.)	7.00	2.43
Income Tax Expense	(244.80)	88.60

C) **Income tax asset/liability at the end of the year**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Balance	(149.97)	206.69
Income tax paid/(refund) including for Core SGF	189.84	1,767.05
Current Tax expense including for Core SGF	(233.75)	(2,123.71)
Net income tax asset/(liability) at the end of the year	(193.88)	(149.97)

D) **Deferred tax assets (net)**

The balance comprises temporary difference attributable to;

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred Income Tax assets		
Provision for Gratuity	38.39	45.49
Provision for Leave Encashment	5.67	4.74
Provision for Performance Bonus	31.61	28.56
Provision for doubtful debts	187.31	187.31
Leasehold Premises	5.64	8.44
Carried forward business losses and unabsorbed depreciation	314.99	60.17
Total deferred tax assets (a)	583.60	334.71
Deferred Income Tax liabilities		
Property, plant and equipment and intangible assets under development	18.19	19.79
Financial assets at fair value through profit and loss	0.87	2.63
Fair valuation on equity shares (OCI)	5.81	-
Total deferred tax liabilities (b)	24.87	22.42
Net deferred tax assets/(liabilities) (a-b)	558.73	312.29

E) Movement in Deferred Tax Assets

Particulars	Leasehold premises	Sec 43B (Leave, PBI & Gratuity)	Provision for doubtful debts	Carried forward business losses	Total
As at April 1, 2023	7.85	78.88	204.14	110.77	401.64
Charged/(credited)					
- to profit or loss/ OCI	0.59	(0.09)	(16.83)	(50.60)	(66.93)
As at March 31, 2024	8.44	78.79	187.31	60.17	334.71
As at April 1, 2024					
Charged/(credited)					
- to profit or loss/ OCI	(2.81)	(3.12)	-	254.82	248.89
As at March 31, 2025	5.63	75.67	187.31	314.99	583.60

As at March 31, 2025, the company has recognized net Deferred Tax assets of ₹ 314.99 lakhs (March 31, 2024 : ₹ 60.17 lakhs) on account of business losses and unabsorbed depreciation on a reasonable certainty based on future taxable profits. Management expects that business losses and unabsorbed depreciation will be adjusted against future taxable profits based on the approved business plan and projections by the company.

F) Movement in Deferred Tax Liabilities

Particulars	Property, plant and equipment	Financial assets at fair value through profit and loss	Fair valuation on equity shares (OCI)	Total
As at April 1, 2023	21.43	0.15	-	21.58
Charged/(credited)				
- to profit or loss	(1.64)	2.48	-	0.84
As at March 31, 2024	19.79	2.63	-	22.42
As at April 1, 2024				
Charged/(credited)				
- to profit or loss	(1.60)	(1.76)	5.81	2.45
As at March 31, 2024	18.19	0.87	5.81	24.87

The company recognizes MAT credit available as an asset only to the extent there is reasonable certainty that the company will pay normal income tax during the specified period. Accordingly, MAT credit entitlement not recognized in books of accounts till March 31, 2025 is ₹ 387.79 lakhs (March 31, 2024 : ₹ 386.13 lakhs), which will be carried forward. Further, as and when the MAT credit will be recognised the same will be directly credited to retained earnings and not the statement to profit & loss account as the same is arising out of contribution to Core SGF, forming part of other equity. Deferred tax asset on loss on account of contribution to Core SGF till March 31, 2025 amounting to ₹ 1,769.26 lakhs (March 31, 2024 : ₹ 1,885.03 lakhs) will be recognized and credited directly to retained earnings when there is reasonable certainty.

30 During the year, Company has recognised the following amounts in the financial statements as per Ind AS 19 "Employees Benefits" :

(a) Defined Contribution Plan

Contribution to Provident Fund, Superannuation Fund, and Labour Welfare Fund

Contribution to Defined Contribution Plan, recognised are charged off for the year as under :

The Company makes contribution, determined as percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Labour Welfare Fund, which are defined contribution plan. The Company has no obligation other than to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employer's Contribution to Provident Fund and Labour Welfare Fund	74.63	63.81

(b) Defined Benefit Plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more and less than or equal to nine years of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. Every employee who has completed more than ten years of service gets a gratuity on departure at 26 days salary (last drawn salary) for each completed year of service.

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date. The significant actuarial assumptions were as follows:

Actuarial assumptions	Gratuity (Funded)	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Expected Rate of Return on plan assets	6.55%	7.18%
Discount rate (per annum)	6.55%	7.18%
Rate of increase in Compensation levels	7.00% p.a. for the next 5 years, 5.00% p.a. thereafter, starting from the 6th year	10.00% p.a. for the next 1 years, 7.00% p.a. for the next 5 years, starting from the 2nd year 5.00% p.a. thereafter, starting from the 7th year
Rate of Employee turnover	20.00%	20.00%
Mortality Rate during Employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Mortality Rate after Employment	N.A.	N.A.

Table showing changes in present value of obligations :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Present value of obligation as at the beginning of the year	278.36	234.85
Interest Cost	20.00	17.17
Current Service Cost	25.09	22.03
Benefits paid	(31.14)	(7.51)
Actuarial (gain)/ loss on obligations - Due to Change in Financial Assumptions	5.91	1.13
Actuarial (gain)/ loss on obligations - Due to experience	17.09	10.70
Present value of obligation as at the end of the period	315.32	278.36

Table showing changes in the fair value of plan assets :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Fair value of plan assets at beginning of the year	97.63	72.18
Interest Income	7.01	5.28
Return on Plan Assets, Excluding Interest Income	1.03	0.06
Contribution by employer	88.23	27.63
(Benefits paid out of fund)	(31.14)	(7.51)
Fair value of plan assets at year end	162.76	97.63

The amounts to be recognized in Balance Sheet :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(Present value of obligation as at the end of the period)	(315.32)	(278.36)
Fair value of plan assets as at the end of the period	162.76	97.63
Funded Status (Surplus / (Deficit))	(152.56)	(180.73)
Net asset / (liability) recognised in Balance Sheet	(152.56)	(180.73)

Expenses recognised in Statement of Profit and Loss :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	25.09	22.03
Interest Cost	12.99	11.89
Expenses recognised in the Statement of Profit and Loss	38.08	33.92

Expenses recognised in Other Comprehensive Income :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (Gains)/Losses on Obligation For the Period	23.01	11.83
Return on Plan Assets, Excluding Interest Income	(1.03)	(0.06)
Net (Income)/Expense for the period recognized in Other Comprehensive Income	21.98	11.76

Maturity profile of defined benefit obligation :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Projected benefits payable in future years from the date of reporting		
1st Following year	76.60	52.70
2nd Following year	49.33	57.97
3rd Following year	43.26	43.65
4th Following year	39.88	34.04
5th Following year	54.01	30.26
Sum of Years 6 to 10	91.80	103.23
Sum of Years 11 & above	42.64	40.78

Investment Details :-

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Investments with insurance fund	100%	100%

Sensitivity :-

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Gratuity	Change in Assumption	2025		2024	
		Increase / (decrease) in liability	Increase / (decrease) in liability	Increase / (decrease) in liability	Increase / (decrease) in liability
Discount rate	+1%/-1%	(9.26)	9.96	(8.42)	9.06
Salary Escalation Rate	+1%/-1%	9.87	(9.35)	8.96	(8.48)
Employee Turnover	+1%/-1%	(0.55)	0.52	(0.14)	0.09

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the defined benefit obligation as recognised in the balance sheet.

Note-1: The estimates of rate of escalation in salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the Actuary.

Note-2: The obligations are measured at the present value of estimated future cash flows by using a discount rate that is determined with reference to the market yields at the Balance Sheet date on Government Bonds which is consistent with the estimated terms of the obligation.

Note-3: The estimate of future salary increase, considered in the actuarial valuation, takes account of inflation, security, promotion and other relevant factors such as supply and demand in the employment market.

31 Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Principal amount remaining unpaid to any supplier as at the year end	55.85	5.37
<u>Interest due thereon :</u>		
b. Amount of interest paid during the year	-	-
c. Amount of payments made to the supplier beyond the appointed day during the accounting year.	-	-
d. Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the (year) but without adding the interest specified under the Micro Small and Medium Enterprises Development Act, 2006.	-	-
e. Amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-
f. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under the MSMED Act 2006.	-	-

Note: The above information and the information given in Note No. 17 & 18 regarding Micro and Small Enterprises has been determined on the basis of information available with the Company and has been relied upon by the auditors.

32 Commitments and Contingencies

(a) Contingent Liabilities : NIL

(b) Capital Commitments :

Particulars	As on March 31, 2025	As on March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	7.50	7.50

(c) Other Commitments : ₹ NIL (Previous year : ₹ 25 lakhs)

33 Segment Reporting :-

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director of the Company. The Company operates only in one Business Segment i.e. facilitating clearing & settlement in commodities and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

34 LEASES

The company's leasing arrangements are in respect of operating leases for office premises.

As Lessee:

A The following is the movement in lease liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Balance at the beginning of the year	157.52	238.31
Additions	-	-
Finance cost accrued during the period	11.27	19.40
Payment of lease liabilities	(84.58)	(84.58)
Remeasurement of lease liability	-	(15.60)
Balance at the end of the year	84.21	157.52

B Maturity Analysis of Lease Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Maturity Analysis - Contractual undiscounted Cash Flows		
Less than one year	87.96	84.58
One to five years	-	87.96
More than five years	-	-
Total Undiscounted Lease Liabilities	87.96	172.54

Lease Liabilities included in the Statement of Financial Position

Particulars	As at 31st March, 2025	As at 31st March, 2024
Non Current	-	84.21
Current	84.21	73.31
Total	84.21	157.52

C Amount Recognized in the Statement of Profit & Loss

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest on Lease Liabilities	11.27	19.40
Depreciation on Lease Asset	62.46	70.46

35 In compliance with Ind AS 24 - "Related Party Disclosures" under section 133 of the Companies Act 2013 read with relevant rules issued thereunder, the required disclosures are given in the table below:

(a) Details of Related Party :

Related Party	Nature of Relationship
National Commodity & Derivatives Exchange Limited (NCDEX)	Holding Company
NCDEX e Markets Limited (NeML)	Fellow Subsidiary
NCDEX Institute of Commodity Markets & Research (NICR)	Fellow Subsidiary
National E-Repository Limited (NERL)	Fellow Subsidiary
DEXIT Global Limited (w.e.f. April 1, 2025; formerly known as NSEIT Limited)	Promoter of holding company
Life Insurance Corporation Limited	Promoter of holding company
Mr. Rajiv Relhan - Managing Director & CEO	Managing Director
Mr. R Ramaseshan - Public Interest Director (upto May 11, 2024)	Director
Mrs. Shanthi Srikant - Public Interest Director (upto May 11, 2024)	Director
Mr. Harshavardhan Raghunath - Public Interest Director	Director
Mrs. Praveena Kala- Public Interest Director (upto November 21, 2023)	Director
Mr. Kumbha Srinivas Nayak - Public Interest Director (w.e.f. August 25, 2023)	Director
Mr. Bharat Sampat - Public Interest Director (w.e.f. March 19, 2024)	Director
Mr. Atul Roongta - Non Independent Director (upto February 18, 2025)	Director
Mrs. Seema Nayak - Non Independent Director (w.e.f. March 19, 2024)	Director
Ms. Meera Ranganathan - Public Interest Director (w.e.f. November 22, 2024)	Director
Mr. Kedar Deshpande - Non Independent Director (w.e.f. April 30, 2025)	Director

(b) Details of transactions (excluding taxes wherever levied/credit taken) with related parties are as follows:

Name of the Related Party	Nature of Transactions	Year ended March 31, 2025	Year ended March 31, 2024
National Commodities and Derivatives Exchange Limited (NCDEX)	• Reimbursement paid for Admin and Technology services	511.24	505.07
	• Reimbursement paid for club membership	26.60	-
	• Excess contribution withdrawal from Core SGF	135.00	604.70
	• Recovery from members of dues, SEBI fees etc on behalf of NCDEX.	-	7.90
	• NeML stake purchase	-	3,000.80
	• Interest free security deposit given	-	2.48
	• Advance given against expenses	-	225.86
	• Closing Balance - Receivable/(Payable)	(278.97)	15.50
	• Closing Balance - Deposit recoverable	2.48	2.48
National E-Repository Limited (NERL)	• Exchange Connectivity Charges	35.00	35.00
	• Closing Balance - Payable	3.54	3.22
DEXIT Global Limited #	• IT support and development services	172.43	-
	• Closing Balance - Payable	-	-
Life Insurance Corporation Limited #	• Availing of Gratuity Insurance and Annuity scheme	89.79	28.89
	• Closing Balance - Payable	-	-

As required by Schedule V referred in Regulation 34(3) and 53(f) of the SEBI (LODR) Regulations, 2015

Rajiv Relhan - Managing Director & CEO	a) Short term employee benefits	147.45	133.70
	b) Post employment benefits	6.80	6.30
	c) Other long term benefits	19.25	15.00
	d) Closing liability *	66.99	72.71

* Includes Performance based incentive, 50% of which is payable after 3 years from the respective years subject to certain conditions.

Mrs. Shanthi Srikant - Director	• Director Sitting Fees	2.60	12.60
Mr. R Ramaseshan - Director	• Director Sitting Fees	2.60	11.70
Mr. Harshavardhan Raghunath	• Director Sitting Fees	10.80	10.80
Mrs. Praveena Kala	• Director Sitting Fees	-	6.20
Mr. Kumbha Srinivas Nayak	• Director Sitting Fees	15.00	4.00
Mr. Bharat Sampat	• Director Sitting Fees	13.30	0.40
Ms. Meera Ranganathan	• Director Sitting Fees	3.40	-

- 36 In accordance with Ind AS - 33 "Earning per Share" notified under section 133 of the Companies Act 2013 read with relevant rules issued thereunder, the required disclosure is given below.

Earning per share

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Net Profit / (Loss) attributable to Equity Shareholders (₹ In lakhs)	(739.21)	44.48
Weighted Average number of equity shares issued (No.)	122,750,000	122,750,000
Basic earnings per share of ₹ 10/- each (in ₹)	(0.60)	0.04
Diluted earnings per share of ₹ 10/- each (in ₹)	(0.60)	0.04

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the Company remain the same. There are no instruments (including contingently issuable shares) issued that could potentially dilute basic earnings per share in the future.

37 Core Settlement Guarantee Fund

Securities and Exchange Board of India (SEBI) vide letter no. SEBI/HO/CDMRD/DEA/OW/P/2018/025765/1 dated September 12, 2018 granted recognition to the Company as a 'Clearing Corporation' under Regulation 4 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 for one year. Subsequently, the Company made application for grant of renewal of recognition as a clearing corporation and SEBI vide letter no. SEBI/HO/CDMRD/DRMP/OW/P/2019/22794/1 dated September 05, 2019 granted renewal of recognition to the Company as a "Clearing Corporation" for a period of three years commencing from September 10, 2019. Further, the Company has made an application for grant of renewal of recognition as a clearing corporation and SEBI vide letter no. SEBI/HO/MRD/RAC-1/P/OW/2022/47300/1 dated September 09, 2022 granted renewal of recognition to the Company as a "Clearing Corporation" for a period of three years commencing from September 10, 2022.

SEBI, vide circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014, inter alia, has issued norms related to the computation and Minimum Required Contribution (MRC) to the Core Settlement Guarantee Fund by the Clearing Corporation (minimum 50%) from its own fund, Stock Exchange (minimum 25%) and members (maximum 25%). Based on this the Company has created the Core Settlement Guarantee Fund.

The details of Core SGF as on March 31, 2025 are as under.

Particulars	Settlement Penalties	NCCL Contribution	NCDEX Contribution	Member Contribution	Total
Balance as at April 01, 2023	4,604.91	15,341.54	3,908.10	-	23,854.55
Contribution to Core Settlement Guarantee Fund					
Add : Additional Contribution *	321.57	-	-	-	321.57
Add : Replenishment of SGF (refer note 41)	1,200.96	-	-	-	1,200.96
Add : Interest on above replenished amount	325.57	-	-	-	325.57
Add : Interest on income tax refund	0.85	3.80	1.33	-	5.98
Add : Income on investment of SGF	352.24	800.06	229.02	-	1,381.32
Less : Contribution returned to contributing stakeholders	-	(4,441.70)	(604.70)	-	5,046.40
Less : Income tax expense	(130.95)	(1,735.39)	(236.54)	-	2,102.88
Balance as at March 31, 2024	6,675.15	9,968.31	3,297.21	-	19,940.67
Balance as at April 01, 2024	6,675.15	9,968.31	3,297.21	-	19,940.67
Add : Additional Contribution	194.11	-	-	-	194.11
Add : Interest on above replenished amount	0.75	-	-	-	0.75
Add : Interest on income tax refund	1.04	3.67	1.37	-	6.08
Add : Income on investment of SGF	514.61	723.66	235.54	-	1,473.81
Less : Contribution returned to contributing stakeholders	-	(460.00)	(135.00)	-	(595.00)
Less : Income tax expense	(2.12)	(177.69)	(52.28)	-	(232.09)
Balance as at March 31, 2025	7,383.54	10,057.95	3,346.84	-	20,788.33

* Includes penalties amounting to ₹ 0.15 lakhs collected but yet to transferred to Core SGF as on 31st March, 2024.

The above Core SGF amounting to ₹ 20,788.33 lakhs (March 31, 2024 : ₹ 19,940.67 lakhs) has been considered by the management as a part of equity and is included under "Other Equity".

Details of earmarking of funds towards Core SGF as on March 31, 2025 are as under:

Particulars	Settlement Penalties	NCCL Contribution	NCDEX Contribution	Member Contribution	Total
Fixed deposits included under 'Cash and cash equivalent'	-	-	-	-	-
Fixed deposits included under 'Bank balances other than cash and cash equivalents'	5,653.77	9,164.75	2,148.66	-	16,967.18
Fixed deposits included under 'Non-current bank balances'	1,524.72	511.26	1,152.17	-	3,188.15
Accrued Interest on Fixed Deposits	178.22	375.66	42.58	-	596.46
TDS on Interest/Income	27.52	60.44	21.91	-	109.87
Mutual Fund included under current investments	-	-	1.58	-	1.58
Balance with Bank	-	0.29	0.02	-	0.31
Sub-total	7,384.23	10,112.40	3,366.92	-	20,863.55
Less : Provision for Tax	(0.69)	(56.03)	(18.50)	-	(75.22)
Total	7,383.54	10,056.37	3,348.42	-	20,788.33

Details of earmarking of funds towards Core SGF as on March 31, 2024 are as under:

Particulars	Settlement Penalties	NCCL Contribution	NCDEX Contribution	Member Contribution	Total
Fixed deposits included under 'Cash and cash equivalent'	-	-	-	-	-
Fixed deposits included under 'Bank balances other than cash and cash equivalents'	6,129.38	9,221.72	3,125.54	-	18,476.64
Fixed deposits included under 'Non-current bank balances'	88.35	195.72	55.90	-	339.97
Accrued Interest on Fixed Deposits	219.35	474.99	82.23	-	776.57
TDS on Interest/Income	13.88	44.71	17.28	-	75.87
Balance with Bank	4.90	0.29	-	-	5.19
Earmarked against Mutual Fund **	325.57	-	-	-	325.57
Sub-total	6,781.43	9,937.43	3,280.95	-	19,999.81
Less : Provision for Tax	(106.43)	30.88	16.26	-	(59.29)
Total	6,675.00	9,968.31	3,297.21	-	19,940.52

** Subsequently received from NCCL on April 10, 2024

Company's own contribution to Core SGF for the year ended March 31, 2025 and March 31, 2024 is ₹ NIL and ₹ NIL respectively .

38 (a) Fair value measurement

(i) Fair value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value and are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three level prescribed under the accounting standard. An explanation to each level follows underneath the table.

Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements at March 31, 2025

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investment at FVPL					
Mutual Fund	8	1,445.05	-	-	1,445.05
Financial Investment through OCI					
Investment in unlisted equity shares	4	-	-	3,038.31	3,038.31
Total Financial Assets		1,445.05	-	3,038.31	4,483.36

Financial Assets and Liabilities measured at Fair Value - recurring fair Value measurements at March 31, 2024

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investment at FVPL					
Mutual Fund	8	2,701.02	-	-	2,701.02
Financial Investment through OCI					
Investment in unlisted equity shares	4	-	-	2,997.70	2,997.70
Total Financial Assets		2,701.02	-	2,997.70	5,698.72

For financial assets and liabilities which are measured at amortised cost, their carrying amount is approximately equal to the fair values.

The fair value of financial instruments as referred to in note above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active market for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The categories used are as follows :

Level 1

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, exchange traded funds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2

If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The fair value of financial instruments that are not traded in an active market (for example, government securities) is determined using FIMMDA valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates.

Level 3

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices and NAV.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

(iii) Fair value measurements using significant unobservable inputs (level 3)

- The following table presents the changes in level 3 items for the year ended 31 March, 2025 and 31 March, 2024

Particulars	Unlisted Equity shares
As at April 1, 2023	-
Gain / (loss) recognised in Other Comprehensive Income	(3.10)
As at March 31, 2024	(3.10)
Gain / (loss) recognised in Other Comprehensive Income	40.61
As at March 31, 2025	37.51

(iv) Valuation processes :

The finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Expert opinion is taken as and when required.

(b) Financial Instruments by category

Particulars	March 31, 2025			March 31, 2024		
	Amortized Cost	FVPL	FVOCI	Amortized Cost	FVPL	FVOCI
Financial Assets						
Investment in unlisted equity shares	-	-	3,038.31	-	-	2,997.70
Investments in Mutual Fund	-	1,445.05	-	-	2,701.02	-
Fixed Deposits	37,119.12	-	-	33,092.84	-	-
Trade Receivables	728.68	-	-	686.03	-	-
Cash & Bank Balance	297.16	-	-	215.74	-	-
Other financial assets	768.52	-	-	1,171.65	-	-
Total Financial Assets	38,913.48	1,445.05	3,038.31	35,166.26	2,701.02	2,997.70
Financial Liabilities						
Trade payables	360.42	-	-	-	-	73.66
Deposits	7,644.19	-	-	7,804.19	-	-
Lease liabilities	84.21	-	-	157.52	-	-
Other financial liabilities	9,206.97	-	-	7,298.84	-	-
Total Financial Liabilities	17,295.79	-	-	15,334.21	-	-

39 Financial Risk Management (also refer note 40)

The Company's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Company's senior management has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Treasury department that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Treasury department activities are designed to:

- protect the Company's financial results and position from financial risks
- maintain market risks within acceptable parameters, while optimising returns; and
- protect the Company's financial investments, while maximising returns.

The Treasury department is responsible to maximize the return on companies internally generated funds.

A MANAGEMENT OF LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.

The Company maintains a conservative funding and investment strategy, with a positive cash balance during the year ended March 31, 2025. This was the result of cash generated from operating activities to provide the funds to service the financial liabilities on a day-to-day basis.

The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, is retained as cash equivalents (to the extent required), other highly liquid investments and excess is invested in interest bearing term deposits and other highly marketable debt investments with appropriate maturities to optimize the returns on investments while ensuring sufficient liquidity to meet its liabilities.

Particulars	Carrying amount	Payable on demand	Less than 12 Month	More than 12 months
As at March 31, 2025				
Deposit	7,644.19	-	7,644.19	-
Trade payables	360.42	-	360.42	-
Lease liabilities	84.21	-	84.21	-
Other financial liabilities	9,206.97	-	9,206.97	-

Particulars	Carrying amount	Payable on demand	Less than 12 Month	More than 12 months
As at March 31, 2024				
Deposit	7,804.19	-	7,804.19	-
Trade payables	73.66	-	73.66	-
Lease liabilities	157.52	-	73.31	84.21
Other financial liabilities	7,298.84	-	7,298.84	-

B MANAGEMENT OF MARKET RISK

The Company's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- interest rate risk

The above risks may affect the Company's income and expenses, or the value of its financial instruments. The objective of the Company's management of market risk is to maintain this risk within acceptable parameters, while optimizing returns.

Trade and other receivables :

Concentrations of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse and also on account of member's deposits kept by the company as collateral which can be utilised in case of member default. Further, amount lying in Core settlement Guarantee fund (Core SGF) is available for utilisation in case of settlement default by member. All trade receivables are reviewed and assessed for default on a quarterly basis.

C CAPITAL MANAGEMENT

The Company considers the following components of its Balance Sheet to be managed capital:

Total equity (as shown in the balance sheet). – retained profit, share capital.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to its shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. Company considers the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company aims to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditors and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The Company is not subject to financial covenants in any of its significant financing agreements.

- 40** SEBI vide its circular dated April 10, 2019, has prescribed Risk based method to determine the net worth required for Clearing Corporation. In terms of this circular, the Company shall quarterly review their net worth requirement and ensure that the net worth does not fall below the prescribed threshold, applicable from first quarter of financial year 2019-20. The Company is in compliance with said SEBI directives.

The Company has an undertaking from its Holding Company, National Commodity & Derivatives Exchange Limited, for infusion of capital as and when required to ensure compliances with SEBI directives on net worth and SGF.

National Commodity Clearing Limited
Notes to Financial Statements for the year ended March 31, 2025

(₹ in lakhs unless otherwise stated)

- 41 The amounts recoverable from members as on March 31, 2025 include amounts recoverable from two members who have failed to honor their pay-in obligations in September 2019 and the amounts continue to be due from them as on date. The Company has declared these two members as defaulters. The amount recoverable from them after adjustment of their collaterals and margin money is ₹ 2,503.56 lakhs (Previous Year ₹ 2,503.56 lakhs) (including ₹ 680.77 lakhs towards penalties and GST thereon). As the penalties will be transferred to Core SGF only on collection from members, the Company has funded an amount of ₹ 1,822.79 lakhs for pay-out to counter parties, as follows.

Particulars	March 31, 2025	March 31, 2024	Remarks
Clearing Corporation's own resources	621.84	621.84	5% of MRC of SGF ₹ 12,436.78 lakhs (maximum as per SEBI provisions)
Core SGF	1,200.95	1,200.95	Amount funded from Core SGF
Total	1,822.79	1,822.79	

During FY 2019-20, a provision had been made for ₹ 621.84 lakhs for amount funded from Company's own resources as per conservative accounting principle and a provision of ₹ 8.10 lakhs was made towards Clearing Corporation dues from these members. In addition to the above, during the FY 2020-21 a provision of ₹ 103.85 lakhs was made with respect to GST on penalties recoverable from two defaulting members.

In the financial year 2019-20, the Company had filed summary suits against the defaulting members for recovery of dues. The Company had also filed an insurance claim for the loss on account of non-recovery of these dues and has received insurance claim proceeds of ₹ 1,888.57 lakhs (including interest of ₹ 698.05 lakhs) in FY 2023-24 in settlement of the claim filed. Out of the insurance proceeds received, the Company has replenished to Core Settlement Guarantee Fund (Core SGF) an amount of ₹ 1,200.96 lakhs (includes ₹ 10.44 lakhs replenished from the aforesaid interest) during FY 2023-24, for the amount earlier funded. Out of the balance insurance proceeds, the Company has transferred ₹ 322.41 lakhs to Core SGF and has retained the net balance of ₹ 365.20 lakhs based on SEBI letter SEBI/HO/MRD/RAC-1/P/OW/2024/13296/1 dated April 04, 2024, and the same had been treated as Exceptional item in the financials for FY 2023-24. During the year FY 2024-25, the summary suits filed by the company have been disposed off by the Hon. High Court, Bombay with a decree in favour of NCCL.

42 Corporate social responsibility expenses:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Amount required to be spent by the company during the year	NIL	NIL
Amount of expenditure incurred	NIL	NIL
Shortfall at the end of the year	NA	NA
Total of previous years shortfall	NA	NA
Name of the Fund	NA	NA
Nature of CSR activities	NA	NA
Details of related party transactions in relation to CSR expenditure as per relevant Accounting Standard	NIL	NIL
Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	NA	NA

43 Below is the list of pending litigations as on March 31, 2025.

Filed by	Filed against	Date of filing	Court	Case Type / Status
National Commodity Clearing Limited	Kunjai Trade Commodities	November 30, 2019	In the High Court of Judicature at Bombay, Ordinary Original Civil Jurisdiction SJ/23/2020	The suit has been disposed off with decree in favour of NCCL. Accordingly the court has directed Kunjai Trade Commodities to pay Rs.1552.06 lakhs to NCCL being the outstanding liability, along with interest at the rate of 18% p.a. from November 30, 2019 till the date of payment/realization thereof and refund of court fees as per rules.
National Commodity Clearing Limited	Dita Comtrade Ltd	November 30, 2019	In the High Court of Judicature at Bombay, Ordinary Original Civil Jurisdiction SJ/22/2020	The suit has been disposed off with decree in favour of NCCL. Accordingly the court has directed Dita Comtrade Ltd. to pay Rs.981.24 lakhs to NCCL being the outstanding liability, along with interest at the rate of 18% p.a. from November 30, 2019 till the date of payment/realization thereof and refund of court fees as per rules.
Jabs International Pvt Ltd	Union of India (through Ministry of Finance) & Ors. NCDEX(R-3) NCCL(R-4)	September 21, 2020	In the High Court of Judicature at Bombay, Ordinary Original Civil Jurisdiction Writ Petition 3709/2020	Writ Petition Status - The matter is yet to be listed by the Court.
Dita Comtrade Ltd	National Commodity Clearing Limited (R-1) NCDEX (R-2)	July 23, 2021	In the High Court of Delhi at New Delhi Civil Original Jurisdiction WP (Civil) No 8142 of 2021	Writ Petition Status - The matter is listed to be heard on 14.07.2025.

The Company's pending litigations as at March 31, 2025, comprise of proceedings pending with various Authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a material impact on its financial position (Refer note 32 for details on contingent liabilities).

44 Disclosure of Financial Ratios

Particulars	Numerator	Denominator	31st March, 2025	31st March, 2024	Variance	Explanation > 25%
1 Current ratio	Current Assets	Current Liabilities	2.07	2.35	-11.94%	
2 Debt Equity ratio	Total Debt (represent lease liabilities)	Shareholder's Equity	NA	NA	NA	
3 Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	-4.74	4.41	-207.44%	There is a decline of more than 25% in FY 2024-25 as there was exceptional Income of Rs. 365.20 lakhs during FY 2023-24
4 Return on Equity (ROE)	Net Profits after taxes less Pref. Dividend (if any)	Average Shareholder's Equity	-4.61%	0.27%	-1818.97%	There is a decline of more than 25% in FY 2024-25 as there was exceptional Income of Rs. 365.20 lakhs during FY 2023-24
5 Inventory Turnover ratio	Cost of goods sold OR sales	Average Inventory	NA	NA	NA	
6 Trade receivables turnover ratio	Revenue from operations	Avg. Accounts Receivable	0.31	0.41	-24.22%	
7 Trade payables turnover ratio	Net Credit Purchases	Avg. Trade Payables	6.30	5.91	6.49%	
8 Net capital turnover ratio	Revenue from operations	Working Capital	0.04	0.05	-14.22%	
9 Net Profit Ratio	Net Profit	Revenue from operations	-90.67%	4.18%	-2267.17%	There is a decline of more than 25% in FY 2024-25 as there was exceptional Income of Rs. 365.20 lakhs during FY 2023-24
10 Return on capital employed	Earning before interest and taxes (EBIT)	Capital Employed	-6.56%	0.88%	-848.08%	There is a decline of more than 25% in FY 2024-25 as there was exceptional Income of Rs. 365.20 lakhs during FY 2023-24
11a Return on investment (Mutual Funds)	Income generated from investments	Time weighted average investments	7.00%	6.40%	9.38%	
11b Return on investment (FD's)	Income generated from investments	Time weighted average investments	7.00%	6.50%	7.69%	
11c Return on investment (SGF FD's)	Income generated from investments	Time weighted average investments	7.20%	6.80%	5.88%	

45 Additional regulatory information required by Schedule III

- i Details of benami property held
No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.
- ii Willful defaulter
The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- iii Relationship with struck off companies
The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.
- iv Compliance with number of layers of companies
The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- v Compliance with approved scheme(s) of arrangements
The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- vi Undisclosed income
There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- vii Details of crypto currency or virtual currency
The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- viii Valuation of PP&E, intangible asset and investment property
The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- ix Utilisation of borrowed funds and share premium
No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).
The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- x Borrowing secured against current assets
The Company does not have borrowings from banks and financial institutions on the basis of security of current assets.

National Commodity Clearing Limited
Notes to Financial Statements for the year ended March 31, 2025

(₹ in lakhs unless otherwise stated)

- xi Loans or advances to specified persons
The Company has not granted any loans or advances to promoters, directors, KMPs and related parties either severally or jointly with any other person, that are:
(a) repayable on demand or
(b) without specifying any terms or period for repayment
- xii Core Investment Company (CIC)
There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xiii Registration of charges or satisfaction with Registrar of Companies
There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.
- 46 The Code on Social Security, 2020 (Code) relating to employee benefits during employment and post-employment benefits has received Presidential assent on 28th September 2020 and the said Code has been published in the Gazette of India. However, the date on which the Code comes into effect has not been notified. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 47 As per SEBI directives, National Commodity and Derivatives Exchange Limited (NCDEX) had issued a circular dated December 20, 2021 informing the market participants that no fresh positions and launch of new contracts are allowed for a period of one year in respect of certain commodities prescribed in the said circular including major commodities like Soyabean, Refined Soy Oil as well as earlier suspended commodities viz. Chana and Rapeseed - Mustard. The suspension of these commodities was extended for a period of one year i.e. till December 20, 2023 and further extended for a period of one more year i.e. till December 20, 2024. Subsequently, the suspension has been extended till January 31, 2025, further extended till March 31, 2025 and again further extended till March 31, 2026. NCDEX has issued a circular NCDEX/SURVEILLANCE & INVESTIGATION-011/2025 dated March 25, 2025 to that effect. Due to the suspension of major commodities, the revenue of the Company from clearing and settlement activities of these commodities has been impacted. The Company, based on its assessment, is of the view that there is no impact on the carrying value of its assets. Therefore, no adjustments are made in the financial statements for the year ended March 31, 2025.
Despite the suspension of commodities and resultant losses, the Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. The net worth of the Company and the Core Settlement Guarantee Fund are maintained as per the regulatory guidelines. Further, the company has received a Letter of Comfort from its holding company, NCDEX stating that NCDEX will infuse capital into NCCL as and when required to meet minimum net worth requirement to comply with SEBI provisions. In view of the above and the business plan of the Company, the management is of the view that no material uncertainty exists and the financial statements have been prepared based on the going concern assumption.
- 48 In accordance with relevant provision of the Companies Act, 2013, the Company did not have any long term contracts including derivative contracts as at March 31, 2025.
- 49 For the year ended March 31, 2025, the Company is not required to transfer any amount into the Investors education and protection fund as required under relevant provisions of the Companies Act, 2013.
- 50 Previous year figures have been regrouped / reclassified wherever necessary to confirm to current year presentation.

For Khandelwal Jain & Co.
Chartered Accountants
ICAI Firm Registration No : 105049W

For and on behalf of the Board of Directors
National Commodity Clearing Limited
CIN: U74992MH2006PLC163550

Sd/-
NARENDRA JAIN
Partner
Membership No. 048725

Sd/-
RAJIV RELHAN
Managing Director & CEO
DIN - 07214524

Sd/-
K S NAYAK
Chairman
DIN - 09094351

Place : Mumbai
Date : May 16, 2025

Sd/-
RAHUL POOJARI
Company Secretary

Sd/-
KOMAL SHAHANI
Chief Financial Officer