

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U67120MH1995PLC092283

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACN2642L

(ii) (a) Name of the company

NSE CLEARING LIMITED

(b) Registered office address

EXCHANGE PLAZA C-1 BLOCK GBANDRA KURLA COMPLEX BANDRA EAST
NA
MUMBAI
Mumbai City
Maharashtra
400051

(c) *e-mail ID of the company

secretarialdept@nse.co.in

(d) *Telephone number with STD code

0226598100

(e) Website

(iii) Date of Incorporation

31/08/1995

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

☐ Yes

☐ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	NATIONAL STOCK EXCHANGE	U67120MH1992PLC069769	Holding	100
2	SE IFSC CLEARING CORPORATI	U65990GJ2016PLC094545	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,000,000,000	1,445,000,000	1,445,000,000	1,445,000,000
Total amount of equity shares (in Rupees)	50,000,000,000	14,450,000,000	14,450,000,000	1,445,000,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity				
Number of equity shares	5,000,000,000	1,445,000,000	1,445,000,000	1,445,000,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	50,000,000,000	14,450,000,000	14,450,000,000	1,445,000,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	45,000,000	45000000	450,000,000	450,000,000	
Increase during the year	0	1,400,000,000	1400000000	14,000,000,000	14,000,000,000	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	1,400,000,000	1400000000	14,000,000,000	14,000,000,000	
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	0	1,445,000,0	1445000000	14,450,000,	14,450,000	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify 						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☒ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		17/08/2023	
Date of registration of transfer (Date Month Year)		13/07/2023	
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	8	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	Since all the Shares are in demat, Ledger Folio NA		
Transferor's Name	Kothandaraman		NSEIL and Hari
	Surname	middle name	first name

Ledger Folio of Transferee		Since all the Shares are in demat, Ledger Folio NA	
Transferee's Name	Krishnan	Kasirao	NSEIL and Sriram
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	21/11/2023
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Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	8	Amount per Share/ Debenture/Unit (in Rs.)	10
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Ledger Folio of Transferor		Since all the Shares are in demat, Ledger Folio NA	
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Transferor's Name	Rao	Vasudev	NSEIL and Mosalkanti
	Surname	middle name	first name

Ledger Folio of Transferee		Since all the Shares are in demat, Ledger Folio NA	
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Transferee's Name	Somasundaram	Shenbagaramakrishnan	NSEIL and Kuppuswamy
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	--	--

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

(ii) Net worth of the Company

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,445,000,000	100	0	
10.	Others	0	0	0	
	Total	1,445,000,000	100	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (other than promoters)

0

**Total number of shareholders (Promoters+Public/
Other than promoters)**

7

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	0
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive

A. Promoter	0	1	0	1	0	0
B. Non-Promoter	1	4	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	6	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Abhaya Hota	02593219	Director	0	
Mr. Gopalkrishna Hegde	09515748	Director	0	
Dr. Golaka Nath	09750678	Director	0	
Mr. Jayant Haritsa	09524601	Director	0	
Mrs. Priti Savla	00662996	Director	0	
Mr. Yatrik Vin	07662795	Director	8	
Mr. Vikram Kothari	07898773	Managing Director	0	
Mr. Vikram Kothari	ADZPK7860L	CEO	0	
Mr. Amit Kantilal Amlar	ADFPA1421P	CFO	0	28/05/2024
Mr. Ravin Tank	AEXPT5580P	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Mrs. Bhagyam Ramg +	00107097	Director	31/05/2023	Cessation
Mrs. Priti Savla	00662996	Director	05/04/2023	Appointment
Mr. Abhaya Hota	02593219	Director	06/04/2023	Appointment
Mr. Vikram Kothari	ADZPK7860L	CEO	07/11/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	17/08/2023	7	6	100
Extra Ordinary General Mee +	03/10/2023	7	6	100
Extra Ordinary General Mee +	16/11/2023	7	7	100

B. BOARD MEETINGS

*Number of meetings held

11

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/04/2023	8	8	100
2	10/05/2023	8	8	100
3	19/06/2023	7	7	100
4	21/07/2023	7	7	100
5	31/08/2023	6	6	100
6	21/10/2023	7	7	100
7	06/11/2023	7	6	85.71

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
8	02/01/2024	7	7	100
9	19/01/2024	7	7	100
10	20/01/2024	7	7	100
11	06/03/2024	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

30

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/04/2023	5	5	100
2	Audit Committee	10/05/2023	5	5	100
3	Audit Committee	20/05/2023	5	3	60
4	Audit Committee	21/07/2023	4	4	100
5	Audit Committee	21/10/2023	4	4	100
6	Audit Committee	20/01/2024	4	4	100
7	Audit Committee	06/03/2024	4	4	100
8	Stakeholders Forum	06/11/2023	4	3	75
9	Nomination Re	17/04/2023	4	4	100
10	Nomination Re	25/04/2023	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Mr. Abhaya H	11	11	100	28	26	92.86	
2	Mr. Gopalkrish	11	11	100	24	23	95.83	

3	Dr. Golaka Na	11	11	100	22	22	100	
4	Mr. Jayant Ha	11	11	100	28	28	100	
5	Mrs. Priti Savla	11	11	100	17	17	100	
6	Mr. Yatrik Vin	10	10	100	0	0	0	
7	Mr. Vikram Ko	11	10	90.91	1	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Vikram Kothari	Managing Director	29,410,425			1,025,780	30,436,205
	Total		29,410,425	0	0	1,025,780	30,436,205

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Amit Amlani	Chief Financial Officer	9,848,191			395,094	10,243,285
2	Mr. Ravin Tank	Company Secretary	2,370,138			231,087	2,601,225
	Total		12,218,329	0	0	626,181	12,844,510

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mrs. Bhagyam Ram	Director				875,000	875,000
2	Mr. Jayant Haritsa	Director				4,100,000	4,100,000
3	Mr. Gopalkrishna H	Director				3,725,000	3,725,000
4	Dr. Golaka Nath	Director				4,400,000	4,400,000
5	Mr. Abhaya Hota	Director				4,250,000	4,250,000
6	Mrs. Priti Savla	Director				3,275,000	3,275,000
	Total		0			20,625,000	20,625,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

0

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

25673

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Details of Committee Meetings & Attendance of Members of NCL held during the Financial Year 2023-2024

Point IX. C. Committee Meetings

Sr. No.	Type of Meeting	Date of Meeting	Total number of Members as on the date of Meeting	Attendance	
				Number of Members attended	% of attendance
11	Nomination & Remuneration Committee	18/05/2023	4	4	100
12	Nomination & Remuneration Committee	20/05/2023	4	4	100
13	Nomination & Remuneration Committee	19/06/2023	4	4	100
14	Nomination & Remuneration Committee	20/07/2023	4	4	100
15	Nomination & Remuneration Committee	01/08/2023	5	5	100
16	Nomination & Remuneration Committee	07/08/2023	5	5	100
17	Nomination & Remuneration Committee	20/08/2023	5	5	100
18	Nomination & Remuneration Committee	31/08/2023	5	4	80
19	Nomination & Remuneration Committee	19/10/2023	4	4	100
20	Nomination & Remuneration Committee	06/11/2023	4	4	100
21	Nomination & Remuneration Committee	20/01/2024	4	4	100
22	Risk Management Committee	24/04/2023	6	6	100
23	Risk Management Committee	20/07/2023	5	5	100
24	Risk Management Committee	31/08/2023	5	5	100
25	Risk Management Committee	19/10/2023	5	5	100
26	Risk Management Committee	18/12/2023	5	5	100
27	Risk Management Committee	18/01/2024	5	5	100
28	Corporate Social Responsibility Committee	21/04/2023	5	4	80
29	Corporate Social Responsibility Committee	16/01/2024	3	3	100
30	Independent Directors	24/04/2023	6	6	100

Point IX. D. Attendance of Directors

Sr. No.	Name of the Director	Board Meeting			Committee Meeting			Whether attended AGM held on
		Number of meetings which Director was entitled to	Number of Meetings attended	% of attendance	Number of meetings which Director was entitled to	Number of Meetings attended	% of attendance	
8	Mrs. Bhagyam Ramani	2	2	100	6	6	100	N.A.

NATIONAL SECURITIES CLEARING CORPORATION LTD
ISIN No. : INE350001012
MEMBER'S INDEX OF NSDL BENEFICIARY OWNERS AS ON : 30/03/2024

Page : 1

SRL DP ID / CLIENT ID SHARES HELD BENEFICIARY OWNER NAME(S)

1	IN300183 13420516	1444999952	NATIONAL STOCK EXCHANGE OF INDIA LIMITED
2	IN301330 22250080	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED MAYUR SINDHWAD
3	IN301330 22250119	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED MUKESH AGARWAL
4	IN301330 22250160	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED YATRIK RUSHIKESH VIN
5	IN301330 40514951	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED ROHIT JAGANNATH GUPTA
6	IN301330 41097062	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED K S SOMASUNDARAM
7	IN301330 41367858	8	NATIONAL STOCK EXCHANGE OF INDIA LIMITED SRIRAM KRISHNAN

Total Shares --> 1445000000