

National Stock Exchange of India Limited

Remuneration Policy

1. Introduction

National Stock Exchange of India Limited (hereinafter referred to as "NSEIL" or "the Company") is governed by the Companies Act, 2013 ('Act') and rules notified thereunder: the Securities Contracts (Regulation) Act, 1956 read with rules notified thereunder and the Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (hereinafter referred to as 'SECC Regulations') including disclosure requirements and corporate governance norms as specified for listed companies to the extent applicable to stock exchanges. Section 178 of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR Regulations') prescribe that the Nomination and Remuneration Committee shall recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel, Senior Management Personnel and other employees. Regulation 27 of the SECC Regulations, mandates that the Compensation Policy for the Key Management Personnel of Stock Exchange shall be in accordance with the norms specified by SEBI.

2. Definitions

- i. "Policy" means this Remuneration Policy.
- ii. "Nomination and Remuneration Committee" or "Committee" shall mean a Committee of Board of NSEIL, constituted in accordance with the provisions of Section 178 of the Act, LODR Regulations and Regulation 27 of SECC Regulations.
- iii. "Governing Board", "Board of Directors" or "Board" shall mean the collective body of directors of NSEIL.
- iv. "Director" means a director appointed on the Board of NSEIL.
- v. "Public Interest Director" means an Independent Director, representing the interests of investors in the securities market and who is not having any association, directly or indirectly, which in the opinion of the Securities and Exchange Board of India ("SEBI"), is in conflict with his role.
- vi. "Independent Director" shall have the meaning as defined under the Act read with relevant rules and the LODR Regulations.
- vii. "Non-Independent Director" means a director elected or nominated by the shareholders who are neither trading members nor clearing members, as the case may be, or their associates and agents.

- viii. "Managing Director" means a director who, by virtue of the articles of a company or an agreement with the company or a resolution passed in its general meeting, or by its Board of Directors, is entrusted with substantial powers of management of the affairs of the company and includes a director occupying the position of managing director, by whatever name called.

Explanation: For the purposes of this clause, the power to do administrative acts of a routine nature when so authorized by the Board such as the power to affix the common seal of the company to any document or to draw and endorse any cheque on the account of the company in any bank or to draw and endorse any negotiable instrument or to sign any certificate of share or to direct registration of transfer of any share, shall not be deemed to be included within the substantial powers of management.

- ix. "Whole-time director" includes a director in the whole-time employment of the company.
- x. "Key Managerial Personnel (KMP)

A. Under the Act means

- a. Managing Director or Chief Executive Officer ("CEO") or Manager;
- b. Company Secretary,
- c. Whole-time Director;
- d. Chief Financial Officer;
- e. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- f. such other officer as may be prescribed.

B. Under SECC Regulations:

Reference - Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) (Amendment) Regulations, 2023.

"Key Management Personnel" shall include:

- (i) any person appointed as the managing director or executive director; or
- (ii) a person serving as the head of a department or vertical and directly reporting to the managing director or to the directors on the governing board of the recognised stock exchange or recognised clearing corporation; or
- (iii) a person serving as the head of a core function as specified under Part-C of Schedule-II of these regulations.; or
- (iv) a person who stands higher in hierarchy to the head of any department(s) handling core function(s) in the recognised stock exchange or recognised clearing corporation; or
- (v) reporting officials of key management personnel; or
- (vi) any person defined as "key managerial personnel" under the Act;

or

- (vii) any other person who is a key decision-making authority at the level of the recognised stock exchange or recognised clearing corporation or its direct or indirect material subsidiaries, as identified by the managing director or its Nomination and Remuneration Committee:

Provided that in the case of a subsidiary of a recognised stock exchange or a recognised clearing corporation that is regulated by a financial sector regulator; the norms specified by such a regulator may be considered for determining as to whether the person at the subsidiary is designated as a key management personnel.

- xi. "Senior Management" under Act means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads. "Senior Management" under LODR Regulations mean officers / personnel of the Exchange who are members of its core management team excluding, Board of Directors, comprising all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/ manager, in case they are not part of the board) and shall specifically include the functional heads by whatever name called and the company secretary and chief financial officer. It may include such persons identified by the NRC / Board from time to time in terms of the Act and LODR Regulations.
- xii. "Other Employees" means any person (other than KMPs under the Act and SECC Regulations and Senior Management Personnel) employed to work full time on the payrolls of the Company.

Words and definitions not defined herein, shall have the same meaning as provided in the Act read with relevant rules, LODR regulations and SECC Regulations or other relevant provisions; as may be applicable.

3. Interpretation

In any circumstance where the terms of this Policy differ from any existing or enacted law, rule, regulation governing the Company, the law, rule or regulation will take precedence over the provision of this Policy.

4. Objectives

The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

The objectives of this policy are:

- a. To lay down a policy for payment of remuneration to the Directors, Key Managerial Personnel, Senior Management and other employees of NSEIL;
- b. To assist the Board on the determination of remuneration payable to the Directors, Key Managerial Personnel, Senior Management and other employees of NSEIL;
- c. To ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- d. To ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- e. To ensure that the remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

5. Remuneration of Directors, KMP and Senior Management

- i. The remuneration / compensation etc. to be paid to Directors will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation, etc. shall be subject to the approval of the shareholders of the Company and SEBI, wherever required. It shall be as per the statutory provisions of the Act, read with the rules made thereunder for the time being in force. The requirements, if any, prescribed by SEBI from time to time in this regard shall be followed while determining the compensation payable to Directors, KMP and Senior Management.

The remuneration / compensation to be paid to the KMP shall be approved by the Committee. For KMP's under Act, it shall be as per the statutory provisions of the Act, read with the rules made thereunder for the time being in force. For KMP's under SECC Regulations, 2018, the requirements prescribed by SEBI from time to time in this regard shall be followed while determining the compensation payable to them which shall be determined by the Committee. For those Senior Management, the compensation payable shall be recommended by the Committee to the Board for its approval.

- ii. The Committee shall lay down the remuneration policy of the Company from time to time in accordance with market practice and the Company philosophy, subject to SEBI norms, as may be applicable.
- iii. The annual compensation shall consist of a fixed component and a variable component. The variable component shall be within a range of 25% to 50% of the total pay in respect of KMPs under SECC Regulations. This shall however not be applicable to the other employees.

- iv. The Chief Human Resources Officer will obtain compensation approval from the MD & CEO and the NRC before extending the final offer to the selected candidate.
- v. 50% of the variable pay in respect of the KMPs in respect of each financial year shall be paid to the KMP concerned on completion of 3 years from the last date of the respective financial year, which will be kept invested in fixed deposits till final payment, if any and paid to the employee concerned with accrued interest if and when the final payment is made. However, as a malus arrangement, the said amount or any part thereof along with accrued interest as per fixed deposit rate for the applicable period in respect of a financial year may be prevented from being paid by the NRC, after providing an opportunity of being heard to the concerned KMP, in case of fraud, misfeasance, misappropriation or excessive risk taking by the concerned KMP intentionally causing financial loss to the company.
- vi. The KMPs are also covered under a claw back arrangement under which the NRC may require a KMP to return previously paid in full or vested remuneration partially or fully including the interest earned (if any), after providing an opportunity of being heard to the concerned KMP, under the following circumstances namely fraud, misfeasance, misappropriation and intentionally causing financial loss to the company. The claw back is exercisable within a period of three years from the end of the financial year in which the remuneration was paid or vested. The claw back is not exercisable in respect of retiral benefits accrued to KMPs.
- vii. ESOPs and other equity linked instruments shall not be offered or provided as part of the compensation for the Key Management Personnel in terms of SECC Regulations.
- viii. The following factors shall be considered while fixing compensation package for the KMPs.
 - a. Role and responsibilities,
 - b. Performance, potential, qualification, experience, expertise,
 - c. Market benchmark / comparable to the industry standards,
 - d. Size and complexities of operation,
 - e. Financial condition and health of the Company - revenues, net profit,
 - f. Average levels of compensation payable to employees in similar ranks,
 - g. periodic review, etc.
- ix. Incentive to take excessive risks over the short term shall be discouraged.
- x. The Managing Director & CEO, Chief Human Resources Officer will be responsible for execution of the compensation strategy, practices and plan (covering both fixed pay and variable pay) for the other Employees in line with the compensation policy.

6. Remuneration criteria for Whole-time Directors

The remuneration / compensation, if any, of the Whole-time Directors shall be subject to the approval of the NRC, Board, Shareholders of the Company and SEBI, under applicable laws and the terms and conditions of their compensation shall not be changed without prior approval of SEBI.

7. Remuneration criteria for Public Interest Directors / Non-Independent Directors

The Public Interest Directors / Non-Independent Directors of the Company are entitled to sitting fees for attending the meetings of the Board or Committees thereof. The reimbursement of expenses for attending the Board and other Committee meetings including travelling, boarding and lodging expenses, shall be paid by the Company.

8. Amendment

Any amendment or modification in the Act, SECC Regulations, Rules, Regulations and directives issued under the respective statutes (which include LODR Regulations) and any other applicable provision relating to the remuneration / compensation / commission, etc. shall automatically be applicable to this Policy.

9. Disclosure

This policy shall be placed on the Company's website in accordance with provisions of the Act and LODR Regulations and the salient features of the policy and changes therein, if any, along with the web address of the policy, if any, shall be disclosed in the Board's report.

10. Review of the policy

This Policy shall be reviewed once in every three years to ensure that it meets the regulatory requirements or latest industry practice or both. The changes made to the Policy shall be placed before the NRC and the Board for approval.