

ANNEX I

Corporate Governance Report (As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

1. Name of Listed Entity: National Stock Exchange of India Limited
2. Quarter ending : December 31, 2019

I. Composition of Board of Directors												
Title (Mr / Ms)	Name of the Director	PAN# & DIN	Category (Chairperson / Executive / Non-Executive / independent / Nominee) &	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Girish Chandra Chaturvedi	DIN:00110996	Public Interest Director- Non-Executive Chairman	November 08, 2019	-	-	2 months	January 17, 1953	3	2	2	2
Mr.	Vikram Limaye	DIN:00488534	MD&CEO – Executive	July 17, 2017			-	September 22, 1966	1	-	1-SRC	-
Ms.	Anuradha Rao	DIN:07597195	Public Interest Director – Non-Executive	November 08, 2019	-	-	2 months	September 28, 1959	1	1	-	-

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Mr.	Abhay Havaladar	DIN: 00118280	Shareholder Director- Non- Executive	June 13,2012	August 4, 2017		-	December 5,1961	2	1	1-SRC 2-Audit Committee	0
Mr.	Dinesh Kanabar [@]	DIN: 00003252	Public Interest Director – Non- Executive	July 13, 2016			42 months	September 28,1958	1	1	1-Audit Committee	1
Mr.	Naved Masood [@]	DIN: 02126497	Public Interest Director – Non- Executive	July 13, 2016			42 months	February 14,1955	1	1	1-Audit Committee	0
Mr.	T.V. Mohandas Pai [@]	DIN: 00042167	Public Interest Director – Non- Executive	July 13, 2016			42 months	November 5,1958	2	1	1-SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non- Executive	May 30,2012	August 3, 2018		-	March 4,1971	1	-	1-SRC	0

Whether Regular chairperson appointed – YES
Whether Chairperson is related to managing director or CEO – No

@ SEBI approvals are awaited for re-nomination of Public Interest Directors.

#To be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the entity in continuity without any cooling off period.

§PAN number of any director would not be displayed on the website of Stock Exchange.

**The Independent director is Public Interest director under Regulation- 2(1) (a) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.

***NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

NOTE: The Shareholders at the 27th Annual General Meeting held on August 2, 2019 had approved re-appointment of Ms. Sunita Sharma, subject to approval of SEBI. Application has been submitted to SEBI for re-appointment of Ms. Sunita Sharma as a Shareholder Director, w.e.f. August 2, 2019. SEBI response awaited.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Dinesh Kanabar Mr. Naved Masood Mr. Abhay Havaldar	Chairman- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director	August 1,2016 November 09,2016 February 5, 2019	
2. Nomination & Remuneration Committee	Yes	Mr. Dinesh Kanabar Mr. T.V. Mohandas Pai Mr. Naved Masood	Chairman- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director	August 1,2016 November 09,2016 September 12,2019	
3. Risk Management Committee	Yes	Mr. Dinesh Kanabar Mr. T.V. Mohandas Pai Mr. Abhijit Sen	Chairman- Public Interest Director Non-Executive- Public Interest Director Independent External Person	August 1,2016 February 8,2019 February 8,2019	

4. Stakeholders Relationship Committee'	Yes	Mr. T.V. Mohandas Pai	Chairman- Public Interest Director	August 1,2016
		Mr. Prakash Parthasarathy	Non-Executive- Shareholder Director	February 8,2019
		Mr. Abhay Havaladar	Non-Executive- Shareholder Director	June 7,2017
		Mr. Vikram Limaye	MD & CEO-Executive	August 4,2017

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
July 19, 2019	November 07, 2019	Yes	6	3	97
August 1, 2019	December 02, 2019	Yes	8	5	

IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
November 06, 2019	Yes	3	2	August 1, 2019	96
Nomination and Remuneration Committee					
November 07, 2019	Yes	3	3	August 1, 2019	97
Stakeholders Relationship Committee					
December 20, 2019	Yes	3	-	August 1, 2019	140
Risk Management Committee					
November 20, 2019	Yes	3#	2	August 1, 2019	110

Risk Management Committee comprises of 2 PID's (Independent Directors) and one independent External Person as per SECC Regulations.

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
	refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 500 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Yes**
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here:

The Compliance Report on Corporate Governance for the quarter ended September 30, 2019 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended December 31, 2019 will be placed before the Board of Directors at the ensuing Board Meeting.



S. Madhavan
Company Secretary
Date : January 10, 2020