

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

1. Name of Entity: **National Stock Exchange of India Limited**
2. Quarter ending: June 30, 2019

I. Composition of Board of Directors								
Title (Mr. / Ms.)	Name of the Director	PAN & DIN*	Category (Chairperson/Executive/ Non-Executive/independent/Nominee) **	Date of Appointment in the current term /cessation	Tenure (Only for Independent Directors)#	No of Directorship in listed entities including this listed entity (Refer Regulation 17(A) of Listing Regulations)***	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/ Stakeholders Relationship Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vikram Limaye	DIN: 00488534	MD & CEO	17/07/2017	-	1	1-SRC	--
Mr.	Abhay Havaladar	DIN:00118280	Shareholder Director - Non- Executive	04/08/2017@	--	2	1-SRC 1-Audit Committee	0
Mr.	Dinesh Kanabar	DIN: 00003252	Public Interest Director - Non Executive	13/07/2016 \$	36 months	2	1-Audit Committee	1

Mr.	Naved Masood	DIN: 02126497	Public Interest Director- Non- Executive	13/07/2016§	36 months	1	1-Audit Committee	0
Mr.	T V Mohandas Pai	DIN: 00042167	Public Interest Director- Non -Executive	13/07/2016§	36 months	2	1- SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	03/08/2018 &	--	1	1-SRC	0
Ms.	Dharmishta Raval	DIN: 02792246	Public Interest Director- Non Executive	05/02/2016§	41 months	5	2-Audit Committee	0
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non-Executive	19/10/2016	--	2	1- SRC	1

§ 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) (o) 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.

@ The original date of appointment of Mr. Abhay Havaladar is 13th June 2012

& The original date of appointment of Mr. Prakash Parthasarathy is 30th May 2012



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II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit Committee	Mr. Dinesh Kanabar Mr. Naved Masood Mr. Abhay Havaladar	Chairman- Public Interest Director Non-Executive- Public Interest Director Non- Executive- Shareholder Director
Nomination & Remuneration Committee	Mr. Dinesh Kanabar Ms. Dharmishta Raval Mr. T.V. Mohandas Pai	Chairman- Public Interest Director Non- Executive- Public Interest Director Non- Executive- Public Interest Director
Stakeholders Relationship Committee	Mr. T.V. Mohandas Pai Mr. Prakash Parthasarathy Mr. Abhay Havaladar Mr. Vikram Limaye	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Shareholder Director MD & CEO
Risk Management Committee	Mr. Dinesh Kanabar Mr. T.V. Mohandas Pai Mr. Abhijit Sen	Chairman - Public Interest Director Non- Executive- Public Interest Director Independent External Person

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	Maximum gap between any two consecutive meetings in number of days
January 10, 2019 February 08, 2019 February 26, 2019	May 03, 2019 May 16, 2019	65

IV. Meeting of Committees				
Committee Name	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	February 07, 2019	Yes	May 3, 2019 May 16, 2019	84
Nomination & Remuneration Committee (NRC)	February 07, 2019 March 28, 2019	Yes	May 2, 2019	48
Stakeholders Relationship Committee (SRC)	February 07, 2019	Yes	-	-
Risk Management Committee	February 07, 2019	Yes	May 2, 2019	83

*This information has to be mandatorily given for the audit committee. For rest of the committees, this information is given on a voluntary basis when the meetings are held in both the quarters.

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
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 Audit committee	Yes

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 Board of Directors may be mentioned here :

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

Name and Designation :



S. Madhavan
Company Secretary

Date : July 15, 2019