

**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: September 30, 2018

**1. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN & DIN*	Category (Chairperson/ Executive/Non-Executive/Independent/Non minee) **	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 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committees) including this listed entity (Refer Regulation 26(1) of Listing Regulations)***	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashok Chawla	DIN: 00056133	Chairman (Public Interest Director-Non Executive)	28/03/2016	30 months	3	3-Audit Committee 2-SRC	2-SRC
Mr.	Vikram Limaye	DIN: 00488534	MD & CEO	17/07/2017	--	1	1-SRC	--
Mr.	Abhay Havaladar	DIN:00118280	Shareholder Director - Non-	04/08/2017	--	2	1-SRC	0

			Executive						
Mr.	Dinesh Kanabar	DIN: 00003252	Public Interest Director - Non Executive	13/07/2016	26 months	2	2-Audit Committee	2	
Mr.	Naved Masood	DIN: 02126497	Public Interest Director- Non-Executive	13/07/2016	26 months	1	1-Audit Committee	0	
Mr.	T V Mohandas Pai	DIN: 00042167	Public Interest Director- Non-Executive	13/07/2016	26 months	2	1-SRC	0	
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	03/08/2018	--	1	0	0	
Ms.	Dharmishta Raval	DIN: 02792246	Public Interest Director- Non Executive	05/02/2016	31 months	4	2-Audit Committee	0	
Ms.	Anshula Kant	DIN: 06998644	Shareholder Director- Non-Executive	Ceased to be a Director w.e.f 28/09/2018					
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non-Executive	19/10/2016	--	2	1-SRC	1	

#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 – 23 of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012.

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

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee)</b>
<b>Audit Committee</b>	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Naved Masood Ms. Anshula Kant#	Chairman- Public Interest Director Non- Executive- Public Interest Director Non-Executive- Public Interest Director Non- Executive- Shareholder Director
<b>Nomination &amp; Remuneration Committee</b>	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Abhay Havaladar Mr. T. V. Mohandas Pai	Chairman- Public Interest Director Non- Executive- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director
<b>Stakeholders Relationship Committee</b>	Mr. Ashok Chawla Mr. Abhay Havaladar Mr. T. V. Mohandas Pai Mr. Vikram Limaye	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director MD & CEO
<b>Risk Assessment and Review Committee</b>	Mr. Dinesh Kanabar Ms. Sunita Sharma Mr. Naved Masood Mr. Vikram Limaye	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Shareholder Director MD & CEO

# Ms. Anshula Kant, Shareholder Director, ceased to be a member of Audit Committee with effect from September 28, 2018.

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	
May 04, 2018	August 03, 2018 August 30, 2018	90	

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 committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*	
Audit Committee	May 04, 2018	Yes	August 02, 2018 August 17, 2018	89	
Nomination & Remuneration Committee (NRC)	May 04, 2018 May 21, 2018	Yes Yes	N.A	N.A	
Stakeholders Relationship Committee (SRC)	May 03, 2018	Yes	August 03, 2018	91	
Risk Assessment and Review Committee (RARC)	N.A	N.A	N.A	N.A	

\*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
<b>VI. Affirmations</b>	

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 100 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 June 30, 2018 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended September 30, 2018 will be placed before the Board of Directors at the ensuing Board Meeting.

**Name and Designation :**

*(Signature)*

**S. Madhavan**

**Company Secretary**

**Date : October 15, 2018**

Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year



VII Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

Name and Designation :

*S. Madhavan*

S. Madhavan  
Company Secretary

*S. Madhavan*