



**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: March 31, 2017

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN & DIN*	Category (Chairperson/Executive/Non-Executive/Independent/Non-Executive/Independent/Non-Executive/Non-Executive) **	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 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.	Ashok Chawla	DIN: 00056133	Chairman (Public Interest Director-Non Executive)	28/03/2016	12 months	2	2-Audit Committee 2-SRC	2-SRC
Mr.	Ravi Narain	DIN: 00062596	Shareholder Director- Non- Executive	01/04/2013	--	3	5-Audit Committee 3-SRC	1-SRC



Mr.	Abhay Havaladar	DIN: 00118280	Shareholder Director - Non- Executive	18/09/2015	--	1	0	0
Mr.	Dinesh Kanabar	DIN: 00003252	Public Interest Director - Non Executive	13/07/2016	8 months	2	2- Audit Committee	2
Ms.	Anshula Kant	DIN: 06998644	Shareholder Director- Non- Executive	19/10/2016	--	1	1-Audit Committee	0
Mr.	Naved Masood	DIN: 02126497	Public Interest Director- Non- Executive	13/07/2016	8 months	1	1-Audit Committee	0
Mr.	T V Mohandas Pai	DIN: 00042167	Public Interest Director- Non -Executive	13/07/2016	8 months	2	1-SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non- Executive	16/09/2016	--	1	0	0
Ms.	Dharmishta Raval	DIN: 02792246	Public Interest Director- Non Executive	05/02/2016	13 months	4	2-Audit Committee	0
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non- Executive	19/10/2016	--	3	1-Audit Committee 2 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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
Audit Committee	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
Nomination & Remuneration Committee	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Ravi Narain Mr. T.V. Mohandas Pai	Chairman- Public Interest Director Non- Executive- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director
Stakeholders Relationship Committee	Mr. Ashok Chawla Mr. Ravi Narain Mr. T.V. Mohandas Pai	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director
Risk Assessment and Review Committee	Mr. Dinesh Kanabar Ms. Anshula Kant Mr. Ravi Narain	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Shareholder Director

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
October 04, 2016 October 21, 2016 November 09, 2016 November 10, 2016 November 29, 2016	February 03, 2017	45

*Handwritten signature/initials*



December 02, 2016	
December 14, 2016	
December 19, 2016	

**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	October 04, 2016	Yes		
	October 21, 2016	Yes		
	November 09, 2016	Yes		
	November 29, 2016	Yes		
	December 02, 2016	Yes	February 3, 2017	45
	December 19, 2016	Yes	March 7, 2017	
Nomination & Remuneration Committee (NRC)	October 04, 2016	Yes		
	October 21, 2016	Yes		
	November 09, 2016	Yes		
	December 02, 2016	Yes		
	December 19, 2016	Yes	February 3, 2017	45
Stakeholders Relationship Committee (SRC)	November 10, 2016	Yes	NA	NA
	October 21, 2016 December 19, 2016	Yes	NA	NA

\*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>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b></p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>Yes</b></p> <ul style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; remuneration committee</li><li>c. Stakeholders relationship committee</li><li>d. Risk management committee (applicable to the top 100 listed entities)</li></ul> <p>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. <b>Yes</b></p> <p>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. <b>Yes</b></p> <p>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 :</p> <p>The Compliance Report on Corporate Governance for the quarter ended December 31, 2016 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended March 31, 2017 will be placed before the Board of Directors at the ensuing Board Meeting.</p>	
<b>Name and Designation :</b>  <b>S. Madhavan</b> <b>Company Secretary</b>	
<b>Date : April 12, 2017</b>	



Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Details of business	
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes



Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	<i>Continuation Sheet</i>
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**S. Madhavan**

**Company Secretary**