

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: December 31, 2016

I. 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 Committee(s) 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 PAN: AAZPC8279N	Chairman (Public Interest Director-Non Executive)	28/03/2016	9 months	2	2-Audit Committee 2-SRC	1-SRC
Mr.	Ravi Narain	DIN: 00062596 PAN:	Shareholder Director-	01/04/2013	--	3	6-Audit Committee 3-SRC	0

BAZ



		AAYPN8382Q	Non- Executive					
Mr.	Abhay Havaladar	DIN: 00118280 PAN: AAAPH9617E	Shareholder Director - Non- Executive	18/09/2015 (re-appointed)	--	1	0	0
Mr.	Dinesh Kanabar	DIN: 00003252 PAN: AAGPK7575A	Public Interest Director - Non Executive	13/07/2016	5 months	2	2- Audit Committee	1
Ms.	Anshula Kant	DIN: 02792246 PAN: ACBPK6948A	Shareholder Director- Non- Executive	19/10/2016		1	0	0
Mr.	Naved Masood	DIN: 02126497 PAN: AFEPM5647L	Public Interest Director- Non- Executive	13/07/2016	5 months	1	1	0
Mr.	T V Mohandas Pai	DIN: 00042167 PAN: AALPP7828G	Public Interest Director- Non -Executive	13/07/2016	5 months	2	1-SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709 PAN: APRPP2213A	Shareholder Director- Non- Executive	16/09/2016 (re-appointed)	--	1	0	0
Ms.	Chitra Ramkrishna	DIN: DIN: 00062654 PAN: ABVPR7353M	Managing Director & CEO	Ceased to be a MD & CEO w.e.f 02/12/16	--	--	--	--

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Ms.	Dharmishta Raval	DIN: 02792246 PAN: ABSPR2777G	Public Interest Director- Non Executive	05/02/2016	10 months	4	2	0
Ms.	Sunita Sharma	DIN: 02949529 PAN: AKVPS3615E	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 (Last re-constituted on November 9, 2016)	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Naved Masood Mr. Ravi Narain	Chairman- Public Interest Director Non- Executive- Public Interest Director Non-Executive- Public Interest Director Non- Executive- Shareholder Director
Nomination & Remuneration Committee (Last re-constituted on November 9, 2016)	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	Non- Executive- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director

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Risk Assessment and Review Committee (Last re-constituted on November 9, 2016)	Mr. Dinesh Kanabar Ms. Anshula Kant Mr. Ravi Narain	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Shareholder Director
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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
September 16 September 14, 2016 August 22, 2106 August 1, 2016	October 04, 2016 October 21, 2016 November 09, 2016 November 10, 2016 November 29, 2016 December 02, 2016 December 14, 2016 December 19, 2016	18

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	August 1, 2016 August 22, 2016 September 14, 2016	Yes Yes Yes Yes Yes Yes	October 04,2016 October 21,2016 November 09 , 2016 November 29 , 2016 December 02,2016 December 19 , 2016	19
Nomination & Remuneration Committee	August 1, 2016	Yes	October 04, 2016 October 21, 2016 November 09, 2016 December 02, 2016	63



Stakeholders Relationship Committee	August 1, 2016 September 14, 2016	Yes	November 10, 2016	56
Risk Assessment and Review Committee	--	Yes	October 21, 2016 December 19, 2016	-

*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	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 Yes</p> <p>a. Audit Committee</p> <p>b. Nomination & remuneration committee</p> <p>c. Stakeholders relationship committee</p> <p>d. Risk management committee (applicable to the top 100 listed entities)</p> <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. Yes</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. Yes</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 :

The Compliance Report on Corporate Governance for the quarter ended September 30, 2016 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended December 31, 2016 will be placed before the Board of Directors at the ensuing Board Meeting.

Name and Designation :

S. Madhavan
Company Secretary

Date : January 13, 2017