

ANNEXURE I

Corporate Governance Report (As per Regulation 27(2) of Securities And 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: **June 30, 2024**

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 [<i>in reference to Regulation 17A(1)</i>]**	No of Independent Directorship in listed Entities Including this Listed Entity [<i>in reference to proviso to Regulation 17A(1)</i>]**	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 Entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashishkumar Manilal Chauhan#	DIN:00898469	MD & CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	-	1	-
Mr.	S Sudarshan##	DIN: 08636735	Public Interest Director – Non- Executive	February 17, 2020	February 17, 2023	-	53 months	November 30, 1965	1	1	-	-
Mr.	S. Ravindran*	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	19 months	May 10, 1962	2	2	5	3
Mr.	Tablesh Pandey**	DIN: 10119561	Non-Independent Director - Non- Executive	August 31, 2023	-	-	-	May 17, 1965	2	-	2	1
Ms.	Abhilasha Kumari &	DIN: 10599710	Public Interest Director– Non - Executive	April 23, 2024			2 months	February 23, 1956	1	1	1	-
Ms.	Mamata Biswal \$	DIN: 07156141	Public Interest Director– Non - Executive	May 09, 2024			1 month	June 13, 1971	2	2	5	-
Mr.	Rajesh Gopinathan &	DIN: 06365813	Public Interest Director– Non - Executive	April 23, 2024			2 months	August 13, 1971	1	1	2	-
Mr.	Veneet Nayar^	DIN: 02007846	Non-Independent Director - Non- Executive	September 20, 2021	August 23, 2024	-	-	April 09, 1962	1	-	-	-

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Whether Regular chairperson appointed – No [@]
Whether Chairperson is related to managing director or CEO – No
<p>[§]PAN of any director would not be displayed on the website of Stock Exchange</p> <p>^{&}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</p> <p>* 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.</p> <p>**The Independent director is Public Interest director under Regulation- 2(1)(o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.</p> <p>***NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.</p> <p>#Mr. Ashishkumar Manilal Chauhan ceased to be the Independent Director of 'MAHA ARC Limited' w.e.f. June 28, 2024. He served as Member & Chairperson of Audit Committee in 'MAHA ARC Limited' till June 28, 2024.</p> <p>## Mr. S. Sudarshan served as Member of Audit Committee of NSE till May 03, 2024.</p> <p>*Mr. S Ravindran served as Member & Chairperson of Stakeholder Relationship Committee (SRC) of NSE till May 03, 2024.</p> <p>**Mr. Tablesch Pandey was inducted as Chairperson of Stakeholder Relationship Committee (SRC) of NSE w.e.f. May 03, 2024.</p> <p>& Mr. Rajesh Gopinathan and Ms. Abhilasha Kumari were appointed as Public Interest Directors w.e.f April 23, 2024 pursuant to SEBI letters bearing reference no. SEBI/HO/MRD/RAC2/P/OW/2024/15031/1 & SEBI/HO/MRD/RAC2/P/OW/2024/15032/1 dated April 23, 2024 for a term of three years. Further, Mr. Rajesh Gopinathan was inducted as member of Audit & Stakeholder Relationship Committee (SRC) of NSE w.e.f. May 03, 2024 & Ms. Abhilasha Kumari was inducted as member of Stakeholder Relationship Committee (SRC) of NSE w.e.f. May 03, 2024.</p> <p>[§] SEBI vide its letter bearing reference no. SEBI/HO/MRD/RAC2/P/OW/2024/16243/1 dated May 08, 2024 has approved the appointment of Prof (Dr.) Mamata Biswal as Public Interest Director (PID) on the Governing Board of NSE w.e.f. May 09, 2024 for a term of three years.</p> <p>[^] SEBI vide its letter bearing reference no. SEBI/HO/MRD/RAC2/P/OW/2024/16388/1 dated May 09, 2024 has approved the re-appointment of Mr. Veneet Nayar as a Non-Independent Director, w.e.f. August 23, 2023.</p> <p>[@] Regulation 23(2) of the SECC Regulations mandates appointment of a Chairperson who shall be from amongst the PIDs with the prior approval of SEBI. With the end of term of Mr. Girish Chandra Chaturvedi, NSE, currently does not have a regular Chairperson. In the interim, a Chairperson for each meeting shall be elected from amongst the current PIDs.</p>

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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. S Ravindran	Chairperson- Non-Executive-Public Interest Director	December 01, 2023	-
		Mr. Rajesh Gopinathan	Non-Executive- Public Interest Director	May 03, 2024	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	December 01, 2023	May 03, 2024
2. Nomination & Remuneration Committee ##	Yes	Ms. Abhilasha Kumari	Chairperson- Non-Executive- Public Interest Director	May 03, 2024	
		Mr. Rajesh Gopinathan	Non-Executive- Public Interest Director	May 03, 2024	
		Mr. S Ravindran	Non-Executive-Public Interest Director	May 03, 2024	
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
3. Risk Management Committee*	Yes	Mr. Rajesh Gopinathan	Chairperson- Non-Executive-Public Interest Director	May 03, 2024	-
		Mr. S Ravindran	Non-Executive- Public Interest Director	January 14, 2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. Abhijit Sen	Independent External Person	February 8, 2022	-
4. Stakeholders Relationship Committee**	Yes	Mr. Tablesh Pandey	Chairperson- Non-Executive- Non-Independent Director	September 06, 2023	-
		Mr. Rajesh Gopinathan	Non-Executive- Public Interest Director	May 03, 2024	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-
		Ms. Abhilasha Kumari	Non-Executive- Public Interest Director	May 03, 2024	
		Mr. S Ravindran	Non-Executive- Public Interest Director	December 01, 2023	May 03, 2024

§ 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.

Mr. Rajesh Gopinathan was inducted as member of Audit committee w.e.f. May 03, 2024.

Ms. Abhilasha Kumari was appointed as member and chairperson of Nomination & Remuneration Committee (NRC) w.e.f. May 03, 2024. Further, Mr. Rajesh Gopinathan & Mr. S Ravindran was inducted as member of NRC w.e.f. May 03, 2024.

* Mr. Rajesh Gopinathan was inducted as Member & Chairperson of Risk Management Committee w.e.f. May 03, 2024.

** Mr. Rajesh Gopinathan & Ms. Abhilasha Kumari was inducted as member of Stakeholders Relationship Committee w.e.f. May 03, 2024

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III. Meeting of Board of Directors					
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of meeting (if in the Quarter)</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
January 06,2024	April 19, 2024	Yes	4	2	38
February 10,2024	May 3, 2024	Yes	6	4	13
March 11,2024	June 12, 2024	Yes	8	5	39

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee					
May 02, 2024	Yes	3	2	February 10, 2024	51
				March 11, 2024	
Nomination and Remuneration Committee					
-	-	-	-	-	N.A
Stakeholders Relationship Committee					
-	-	-	-	-	N.A
Risk Management Committee					
April 19, 2024	Yes	2#	2#	January 16, 2024	72
April 23, 2024	Yes	2#	2#	February 6, 2024	3

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

* to be filled in only for the current quarter meetings

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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	NA (Review will be done in upcoming Audit Committee meeting.)
<p><i>Note:</i></p> <p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	

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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
 - a. Audit Committee -**Yes**
 - b. Nomination & Remuneration Committee – **Yes**
 - c. Stakeholders Relationship Committee – **Yes**
 - d. Risk management Committee (as applicable) - **Yes**
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 March 31, 2024 was placed before the Board of Directors of the Company at its meeting held on May 12, 2024. There were no comments/observations/advice on the compliance report on Corporate Governance for the quarter ended March 31, 2023. The Compliance Report on Corporate Governance for the quarter ended June 30, 2024 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/-
Prajakta Powle
Interim Company Secretary
Date: July 19, 2024

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.

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Cyber Security Incidence Disclosure
Quarter ended – June 30, 2024

Details of Cyber Security Incidence*			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter (Yes / No)			No
Date of the event	NA	Brief details of the event	NA

**As per SEBI vide Notification No. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023*