

**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: **September 30, 2023**

<b>I. Composition of Board of Directors</b>												
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 [in reference to Regulation 17A(1)]***	No of Independent Directorship in listed Entities Including this Listed Entity [in reference to proviso to Regulation 17A(1)]***	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.	Girish Chandra Chaturvedi	DIN:00110996	Public Interest Director- Non-Executive Chairman	November 08, 2019	-	-	47 months	January 17, 1953	2	2	2	1
Mr.	Ashishkumar Manilal Chauhan	DIN:00898469	MD & CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	0	2	0
Mr.	K. Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	44 months	August 13, 1957	5	5	9	5
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	February 17, 2023	-	44 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	41 months	April 17, 1963	4	3	3	-
Mr.	S. Ravindran	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	10 months	May 10, 1962	3	3	3	-
Mr.	Tablesh Pandey#	DIN: 10119561	Non-Independent Director - Non-Executive	August 31, 2023	-	-	-	May 17, 1965	2	-	2	-

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	Whether Regular chairperson appointed – <b>Yes</b>
	Whether Chairperson is related to managing director or CEO – <b>No</b>
	<p><i>\$PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&amp;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</i></p> <p><i>* 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.</i></p> <p><i>**The Independent director is Public Interest director under Regulation- 2(1)(o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.</i></p> <p><i>***NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.</i></p> <p><i># Mr. Tablesh Pandey (DIN: 10119561) was appointed as a Non-Independent Director on the governing Board of the Company w.e.f. August 31, 2023.</i></p> <p><i>Mr. Veneet Nayar (DIN: 02007846) was appointed as Shareholder Director with effect from September 20, 2021, pursuant to SEBI approval. The term of Mr. Veneet Nayar was due for re-appointment at the 31<sup>st</sup> Annual General Meeting. The Shareholders, at the 31<sup>st</sup> Annual General Meeting held on August 23, 2023, had approved re-appointment of Mr. Veneet Nayar as Non-Independent Director, subject to approval of SEBI. Application has been submitted to SEBI for re-appointment of Mr. Veneet Nayar as Non-Independent Director. SEBI approval is awaited.</i></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. K Narasimha Murthy	Chairperson- Non-Executive-Public Interest Director	February 22, 2020	-
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	November 06, 2020	-
		Ms. Mona Bhide	Non-Executive- Public Interest Director	January 14, 2023	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-
2. Nomination & Remuneration Committee	Yes	Mr. K Narasimha Murthy	Chairperson- Non-Executive- Public Interest Director	January 14, 2023	-
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	February 22, 2020	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
3. Risk Management Committee	Yes	Ms. S Ravindran	Chairperson- Non-Executive-Public Interest Director	January 14, 2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. K Narasimha Murthy	Non-Executive- Public Interest Director	September 26, 2020	-
		Mr. Abhijit Sen	Independent External Person	February 8, 2022	-
4. Stakeholders Relationship Committee	Yes	Mr. Girish Chandra Chaturvedi	Chairperson - Non-Executive- Public Interest Director	September 26, 2020	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-

*\$ 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. Veneet Nayar was appointed as a member of Stakeholders Relationship Committee with effect from October 14, 2021. Mr. Veneet Nayar (DIN: 02007846) was appointed as Shareholder Director with effect from September 20, 2021, pursuant to SEBI approval. The term of Mr. Veneet Nayar was due for re-appointment at the 31<sup>st</sup> Annual General Meeting. The Shareholders, at the 31<sup>st</sup> Annual General Meeting held on August 23, 2023, had approved re-appointment of Mr. Veneet Nayar as Non-Independent Director, subject to approval of SEBI. Application has been submitted to SEBI for re-appointment of Mr. Veneet Nayar as Non-Independent Director. SEBI approval is awaited.*

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<b>III. Meeting of Board of Directors</b>					
<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>
April 28, 2023	July 27, 2023	Yes	7	5	72
May 15, 2023	-	-	-	-	

*\* to be filled in only for the current quarter meetings*

<b>IV. Meetings of Committees</b>					
<i>Date(s) of Meeting (if any) in the previous 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>
<b>Audit Committee</b>					
July 26, 2023	Yes	3	3	April 27, 2023	71
-	-	-	-	May 15, 2023	
<b>Nomination and Remuneration Committee</b>					
July 18, 2023	Yes	3	3	April 06, 2023	81
-	-	-	-	April 27, 2023	
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	April 27, 2023	N.A.
<b>Risk Management Committee</b>					
July 10, 2023	Yes	3 <sup>#</sup>	3 <sup>#</sup>	April 27, 2023	73
July 26, 2023	Yes	3 <sup>#</sup>	3 <sup>#</sup>		

*# Risk Management Committee comprises of 3 PID's (Independent Directors) and one Independent External Person as per SECC Regulations.*  
*\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional*  
*\*\*to be filled in only for the current quarter meetings*

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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	Yes

**Note:**

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

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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 June 30, 2023 was placed before the Board of Directors of the Company at its meeting held on July 27, 2023. The Compliance Report on Corporate Governance for the quarter ended September 30, 2023 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/-  
**Rohit Gupte**  
Company Secretary  
Date: October 19, 2023

Sd/-  
**Yatrik Vin**  
Chief Financial Officer  
Date: October 19, 2023

**Note:** Information at Table I and II above need to be necessarily given in 1<sup>st</sup> 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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**Format to be submitted by listed entity at the end of 6 months from the close of financial year**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on Website</i>	46(2)	<b>Yes</b>
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	<b>Yes</b>
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	<b>Yes</b>
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	<b>Yes</b>
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	<b>Yes</b>
<p><b>Note</b></p> <ol style="list-style-type: none"> <li><i>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.</i></li> <li><i>If status is "No" details of non-compliance may be given here.</i></li> <li><i>If the Listed Entity would like to provide any other information the same may be indicated here.</i></li> </ol>		
<p>Sd/- <b>Rohit Gupte</b>  <b>Company Secretary</b>  <b>Date: October 19, 2023</b></p> <p>Sd/- <b>Yatrik Vin</b>  <b>Chief Financial Officer</b>  <b>Date: October 19, 2023</b></p>		

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Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year  
Half year ending: September 30, 2023

<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>		<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six month</b>
Promoter or any other entity controlled by them		N.A.	N.A.
Promoter Group or any other entity controlled by them		N.A.	N.A.
Directors (including relatives) or any other entity controlled by them		N.A.	N.A.
KMPs or any other entity controlled by them		N.A.	N.A.
<b>(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	N.A.	N.A.	N.A.
Promoter Group or any other entity controlled by them	N.A.	N.A.	N.A.
Directors (including relatives) or any other entity controlled by them	N.A.	N.A.	N.A.
KMPs or any other entity controlled by them	N.A.	N.A.	N.A.
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	N.A.	N.A.	N.A.
Promoter Group or any other entity controlled by them	N.A.	N.A.	N.A.
Directors (including relatives) or any other entity controlled by them	N.A.	N.A.	N.A.
KMPs or any other entity controlled by them	N.A.	N.A.	N.A.
<b>II. Affirmations:</b> All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. – <b>N.A.</b>			
<p>Sd/- Yatrik Vin Chief Financial Officer Date: October 19, 2023</p>			
<p>Note: 1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt.  a) by a government company to/ for the Government or government company  b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.  c) by a banking company or an insurance company; and  d) by the listed entity to its employees or directors as a part of the service conditions  2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.</p>			

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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		Brief details of the event	

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

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