

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, 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	-	56 months	November 30, 1965	1	1	-	-
Mr.	S. Ravindran*	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	22 months	May 10, 1962	2	2	5	3
Mr.	Tablesh Pandey**	DIN: 10119561	Non-Independent Director - Non-Executive	August 31, 2023	August 27, 2024	-	-	May 17, 1965	2	-	2	1
Ms.	Abhilasha Kumari	DIN: 10599710	Public Interest Director– Non - Executive	April 23, 2024	-	-	5 months	February 23, 1956	1	1	1	-
Ms.	Mamata Biswal	DIN: 07156141	Public Interest Director– Non - Executive	May 09, 2024	-	-	4 months	June 13, 1971	2	2	5	-
Mr.	Rajesh Gopinathan#	DIN: 06365813	Public Interest Director– Non - Executive	April 23, 2024	-	-	5 months	August 13, 1971	1	1	2	-
Mr.	Veneet Nayar	DIN: 02007846	Non-Independent Director - Non-Executive	September 20, 2021	August 23, 2023	-	-	April 09, 1962	1	-	-	-

	Whether Regular chairperson appointed – No @
	Whether Chairperson is related to managing director or CEO – No
	<p><i>§PAN of any director would not be displayed on the website of Stock Exchange</i></p> <p><i>&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 Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. (SECC)</i></p> <p><i>***The disclosure requirements and corporate governance norms as specified for listed companies mutatis mutandis apply to National Stock Exchange of India Limited (the Company) as provided in the SECC Regulations.</i></p> <p><i>#Mr. Rajesh Gopinathan served as Member of Nomination & Remuneration Committee of NSE till August 07, 2024 & Member of Risk Management Committee of NSE till August 27, 2024.</i></p> <p><i>**Mr. Tablesh Pandey was inducted as a member of Nomination & Remuneration Committee (NRC) w.e.f. August 07, 2024.</i></p> <p><i>§ SEBI vide its letter bearing reference no. SEBI/HO/MRD/RAC2/P/OW/2024/29108/1 dated September 11, 2024 has approved the re-appointment of Mr. Tablesh Pandey as a Non-Independent Director, w.e.f. August 27, 2024.</i></p> <p><i>@ 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.</i></p>

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	-
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	August 07, 2024
		Mr. S Ravindran	Non-Executive-Public Interest Director	May 03, 2024	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	August 07, 2024	-
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	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	August 07, 2024	-
		Mr. Somasundaram K S	Invitee	August 07, 2024	-
		Mr. Rajesh Thapar	Invitee	August 07, 2024	-
4. Stakeholders Relationship Committee	Yes	Mr. Tablesh Pandey	Chairperson- Non-Executive- Non-Independent Director	September 06, 2023	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-
		Ms. Abhilasha Kumari	Non-Executive- Public Interest Director	May 03, 2024	-
		Mr. Rajesh Gopinathan	Non-Executive- Public Interest Director	May 03, 2024	August 27, 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. Tablesh Pandey was inducted as a member of Nomination & Remuneration Committee (NRC) w.e.f. August 07, 2024.

* Pursuant to SEBI Circular SEBI/HO/MRD/MRD-PoD-3/2024/088 dated June 25, 2024, Mr. Ashishkumar Chauhan was inducted as Member of Risk Management Committee (RMC) w.e.f. August 07, 2024. Further, Mr. Somasundaram K S & Mr. Rajesh Thapar was inducted as Invitees of RMC w.e.f August 07, 2024.

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>
April 19, 2024	August 07, 2024	Yes	8	5	55
May 3, 2024	August 27, 2024	Yes	8	5	19
June 12, 2024	September 17, 2024	Yes	7	5	20
<i>* to be filled in only for the current quarter meetings</i>					

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					
August 06, 2024	Yes	3	2	May 02, 2024	95
September 17, 2024	Yes	3	2		
Nomination and Remuneration Committee					
August 02, 2024	Yes	4	4	-	N.A
Stakeholders Relationship Committee					
-	-	-	-	-	N.A
Risk Management Committee					
August 02, 2024	Yes	3#	3#	April 19, 2024	100
				April 23, 2024	
# Risk Management Committee comprised of 3 PID's (Independent Directors) and one Independent External Person as per SECC Regulations.					
<i>* to be filled in only for the current quarter meetings</i>					

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	Yes (Reviewed for Q-1 FY25)
<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>	

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</p> <ul style="list-style-type: none">a. Audit Committee -Yesb. Nomination & Remuneration Committee – Yesc. Stakeholders Relationship Committee – Yesd. Risk management Committee (as applicable) - Yes <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> <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 the board of directors may be mentioned here. – The Compliance Report on Corporate Governance for the quarter ended June 30, 2024 was placed before the Board of Directors of the Company at its meeting held on August 07, 2024. There were no comments/observations/advice on the compliance report on Corporate Governance for the quarter ended June 30, 2024. The Compliance Report on Corporate Governance for the quarter ended September 30, 2024 will be placed before the Board of Directors at the ensuing Board Meeting.</p>
<p>Prajakta Powle Company Secretary Date: October 21, 2024</p>

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.

Format to be submitted by listed entity at the end of 6 months from the close of financial year

Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<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)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general Meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<p>Note</p> <ol style="list-style-type: none"> <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> <i>If status is "No" details of non-compliance may be given here.</i> <i>If the Listed Entity would like to provide any other information the same may be indicated here.</i> 		
<p>Prajakta Powle Company Secretary Date: October 21, 2024</p>		

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, 2024

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
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) 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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
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 KMPs or any other entity controlled by them	N.A.	N.A.	N.A.
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(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:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
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.

II. Affirmations:

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. – **N.A.**

Ian Desouza
Chief Financial Officer
Date: October 21, 2024

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.*

**Cyber Security Incidence Disclosure Quarter ended –
September 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*