

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: **December 31, 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 [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)& Regulation 17A(2)]***	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	-	59 months	November 30, 1965	1	1	-	-
Mr.	S. Ravindran	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	25 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	-	-	8 months	February 23, 1956	1	1	1	-
Ms.	Mamata Biswal	DIN: 07156141	Public Interest Director– Non - Executive	May 09, 2024	-	-	7 months	June 13, 1971	2	2	5	-
Mr.	Rajesh Gopinathan	DIN: 06365813	Public Interest Director– Non - Executive	April 23, 2024	-	-	8 months	August 13, 1971	1	1	1	-
Mr.	Veneet Nayar	DIN: 02007846	Non-Independent Director - Non-Executive	September 20, 2021	August 23, 2023	-	-	April 09, 1962	2	-	-	-

	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 the 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. Ashishkumar Manilal Chauhan (DIN:00898469) ceased to be the Shareholder Nominee Director on the Board of Open Network for Digital Commerce, w.e.f, November 30,2024.</i></p> <p><i>##Mr. Tablesh Pandey (DIN 10119561) appointed as Non- Independent Director on the Board of ITC Hotels Limited, w.e.f, December 14, 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. 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	-
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	-

§ 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.

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>
August 07, 2024	November 04, 2024	Yes	8	5	47
August 27, 2024	December 19, 2024	Yes	8	5	44
September 17, 2024					
<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					
November 04, 2024	Yes	3	2	September 17, 2024	47
Nomination and Remuneration Committee					
December 18, 2024	Yes	3	3	August 02, 2024	137
Stakeholders Relationship Committee					
-	-	-	-	-	N.A
Risk Management Committee					
October 25, 2024	Yes	4#	3	August 02, 2024	52
# 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. Affirmations	
<ol style="list-style-type: none"> 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 <ol style="list-style-type: none"> 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 September 30, 2024 was placed before the Board of Directors of the Company at its meeting held on November 04, 2024. There were no comments/observations/advice on the compliance report on Corporate Governance for the quarter ended September 30, 2024. The Compliance Report on Corporate Governance for the quarter ended December 31, 2024 was placed before the Board of Directors at the Board Meeting held on February 4, 2025. 	<p>Sd/- Prajakta Powle Company Secretary Date: February 14, 2025</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

B. INVESTOR GRIEVANCE REDRESSAL REPORT

Investor Grievance Redressal Report	
No. of investor complaints pending at the beginning of Quarter	Nil
No. of investor complaints received during the Quarter	03
No. of investor complaints disposed off during the Quarter	03
No. of investor complaints those remaining unresolved at the end of the Quarter	Nil

C. DISCLOSURE OF ACQUISITION OF SHARES OR VOTING RIGHTS IN UNLISTED OMPANIES

The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

S No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No New Acquisition during the Quater					

D. DISCLOSURE OF IMPOSITION OF FINE OR PENALTY

S No	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1.	SEBI	An order accepting the settlement amount of Rs. 643.05 Crores paid by NSE on September 25, 2024, pursuant to the Notice of Demand dated September 20, 2024 issued by SEBI in the Trading Access Point (TAP) Architecture and Network Connectivity of the National Stock Exchange of India Limited (NSE).	October 4, 2024	<p>(a) Reg. 4(1) of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 (“PFUTP Regulations, 2003”).</p> <p>(b) Reg. 41(2) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (“SECC Reg., 2012”) read with Reg. 52 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Reg., 2018”) and Reg. 39(3) of SECC Reg., 2018.</p> <p>(c) Para 7.1 of SEBI Circular dated December 13, 2012 on Procedural Norms on Recognitions, Ownership and Governance for Stock Exchanges and Clearing Corporations.</p> <p>(d) Paras 6, 7, 8, 30, 43 and 45 of Annexure A of SEBI Circular dated July 06, 2015 on Cyber Security and</p>	<p>The settlement amount was already paid on September 25, 2024, i.e. during the quarter ended September 30, 2024.</p> <p>Therefore, no financial impact on the entity during the quarter ended December 31, 2024.</p>

				<p>Cyber Resilience Framework of Stock Exchanges, Clearing Corporations and Depositories.</p> <p>(e) Reg. 7(3)(a) read with Reg. 12(5) of SECC Reg., 2012 and Reg. 52 of SECC Reg., 2018 and Reg. 7(3)(a) read with Reg. 12(5) of SECC Reg., 2018.</p> <p>Reg. 2(i) of SECC Reg., 2012 read with Reg. 52 of SECC Reg., 2018.</p>	
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E. DISCLOSURE OF UPDATES TO ONGOING TAX LITIGATIONS OR DISPUTES

The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

S No	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
Not applicable	Not applicable	Not applicable	Not applicable	Not applicable

F. Cyber Security Incident Disclosure
Quarter Ended – December 31, 2024

Details of Cyber Security Incidence*			
<i>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</i>			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*