

ANNEX I

Corporate Governance Report (As per Regulation 27(2) of Securities 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, 2020**

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 Directors 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	-	-	11 months	January 17, 1953	2	2	3	3
Mr.	Vikram Limaye	DIN:00488534	MD&CEO – Executive	July 17, 2017			-	September 22, 1966	1	-	1	-

Ms.	Anuradha Rao	DIN:07597195	Public Interest Director – Non-Executive	November 08, 2019	-	-	11 months	September 28, 1959	1	1	1	-
Mr.	K Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	8 months	August 13, 1957	3	3	8	5
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	-	-	8 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	5 months	April 17, 1963	4	4	2	1
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	May 30, 2012	August 3, 2018	-	-	March 4, 1971	1	-	1	-
Mr.	Abhay Havaladar#	DIN: 00118280	Shareholder Director- Non-Executive	June 13, 2012	August 4, 2017	September 26, 2020	-	December 5, 1961	3	2	3	1
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non-Executive	October 19, 2016	August 2, 2019	-	-	March 9, 1959	3	1	5	2

Whether Regular chairperson appointed – YES

Whether Chairperson is related to managing director or CEO – No

§ PAN number of any director would not be displayed on the website of Stock Exchange.

**The Independent director is Public Interest director under Regulation- 2(1) (o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.

***NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.

& 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

* 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.

The shareholders at their 28th Annual General Meeting held on September 25, 2020 resolved to not re-appoint Mr. Abhay Havaladar as Shareholder Director of the Company and vacancy so caused on the Board of the Company be not filled up.

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 Ms. Anuradha Rao Mr. Abhay Havaladar Ms. Sunita Sharma	Chairman- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director	February 22, 2020 February 22, 2020 February 5, 2019 September 26, 2020	September 26, 2020
2. Nomination & Remuneration Committee	Yes	Ms. Anuradha Rao Mr. Girish Chandra Chaturvedi Prof S Sudarshan	Chairperson- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director	February 22, 2020 February 22, 2020 February 22, 2020	
3. Risk Management Committee	Yes	Ms. Mona Bhide Prof. S Sudarshan Mr. K Narasimha Murthy Mr. Abhijit Sen	Chairperson- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Independent External Person	April 22, 2020 February 22, 2020 September 26, 2020 February 8, 2019	

4. Stakeholders Relationship Committee	Yes	Mr. Abhay Havaladar	Chairman- Non-Executive-Shareholder Director	June 7,2017	September 26, 2020
		Mr. Girish Chandra Chaturvedi	Chairman- Non-Executive- Public Interest Director	September 26, 2020	
		Mr. K Narasimha Murthy	Non-Executive- Public Interest Director	February 22, 2020	September 26, 2020
		Mr. Vikram Limaye	MD & CEO-Executive	August 4,2017	
		Mr. Prakash Parthasarathy	Non-Executive- Shareholder Director	February 8,2019	
Ms. Sunita Sharma	Non-Executive- Shareholder Director	February 22, 2020			

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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
June 25, 2020	August 06, 2020	Yes	8	4	45
	September 21, 2020	Yes	9	5	

IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</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, 2020	Yes	2	1	June 24, 2020	42
Nomination and Remuneration Committee					
	-	-	-	June 24, 2020	N.A
Stakeholders Relationship Committee					
August 07, 2020	Yes	5	1	June 24, 2020	N.A
September 22, 2020	Yes	6	2		
Risk Management Committee					
August 06, 2020	Yes	2#	2	June 24, 2020	N.A

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

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

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 **Yes**
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders Relationship Committee
 - d. Risk management committee (applicable to the top 500 listed entities)
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, except at the Audit Committee meeting held on August 06, 2020 wherein only one Independent Director was present in view of indisposition of other Independent Director.**
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, 2020 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended September 30, 2020 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/-

S. Madhavan
Company Secretary
Date : October 14, 2020

Sd/-

Yatrik Vin
Chief Financial Officer
Date : October 14, 2020

Corporate Governance Report (As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

I Affirmations	Regulation Number	Compliance status (Yes/No/NA)
<i>Broad heading</i>		
<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>Sd/- Sd/-</p> <p>S. Madhavan Yatrik Vin Company Secretary Chief Financial Officer Date : October 14, 2020 Date : October 14, 2020</p>		