

**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: **June 30, 2022**

<b>I. Composition of Board of Directors</b>												
Titl e (Mr ./ Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperso n /Executive / Non- Executive/ independe nt / Nominee) &**	Initial Date of Appointme nt	Date of Re- appointm ent	Date of Cessatio n	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 membersh ips 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	-	-	32 months	January 17, 1953	2	2	4	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	-	-	32 months	September 28, 1959	1	1	3	1
Mr.	K Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	29 months	August 13, 1957	5	5	10	4
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	-	-	29 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	26 months	April 17, 1963	4	3	1	-
Ms.	Sunita Sharma#	DIN: 02949529	Shareholder Director- Non-Executive	October 19, 2016	August 2, 2019	-	-	March 9, 1959	1	-	2	-
Mr.	Veneet Nayar	DIN: 02007846	Shareholder Director- Non-Executive	September 20, 2021	-	-	-	April 09, 1962	1	-	1	-
		Whether Regular chairperson appointed - Yes										
		Whether Chairperson is related to managing director or CEO – No										

§PAN of any director would not be displayed on the website of Stock Exchange  
 &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 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.  
 # Ms. Sunita Sharma ceased to be a Shareholder Director from the Board of National Stock Exchange of India Limited on July 12, 2022.  
 ## Mr. Vikram Limaye ceased to be the MD & CEO of the Company w.e.f. July 16, 2022, on completion of his tenure.

## II. Composition of Committees

Name of Committee	Whether Regular chairperson	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 Mr. Girish Chandra Chaturvedi Ms. Anuradha Rao Ms. Sunita Sharma#	Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director	February 22, 2020 November 06, 2020 February 22, 2020 September 26, 2020	
2. Nomination & Remuneration Committee	Yes	Ms. Anuradha Rao Mr. Girish Chandra Chaturvedi Prof S Sudarshan	Chairperson- Non-Executive- 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- Non-Executive-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. Girish Chandra Chaturvedi Mr. Vikram Limaye## Mr. Veneet Nayar Ms. Sunita Sharma#	Chairperson - Non-Executive- Public Interest Director MD & CEO-Executive Non-Executive- Shareholder Director Non-Executive- Shareholder Director	September 26, 2020 August 4, 2017 October 14, 2021 February 22, 2020	
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*\$ 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*  
*##Ms. Sunita Sharma ceased to be a Shareholder Director from the Board of National Stock Exchange of India Limited from July 12, 2022.*  
*### Mr. Vikram Limaye ceased to be the MD & CEO of the Company w.e.f. July 16, 2022, on completion of his tenure.*

### 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	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
February 04, 2022	April 28, 2022	Yes	8	5	62
February 24, 2022	May 06, 2022	Yes	8	5	
	June 06, 2022	Yes	8	5	

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

### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)*	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>					
May 05, 2022	Yes	4	3	February 03, 2022	54
				February 24, 2022	
				March 11, 2022	
<b>Nomination and Remuneration Committee</b>					
April 18, 2022	Yes	3	3	January 27, 2022	24
May 05, 2022	Yes	3	3	February 03, 2022	
May 23, 2022	Yes	3	3	February 11, 2022	
June 06, 2022	Yes	3	3	February 19, 2022	
June 15, 2022	Yes	3	3	February 28, 2022	

				March 17, 2022	
				March 24, 2022	
<b>Stakeholders Relationship Committee</b>					
May 30, 2022	Yes	4	1	NIL	NA
<b>Risk Management Committee</b>					
May 5, 2022	Yes	3#	3	February 3, 2022	90
June 1, 2022	Yes	3#	3		
# 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 be 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	
<b>Note:</b>					
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.					
2 If status is "No" details of non-compliance may be given here.					
<b>VI. Affirmations</b>					

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 – Subsequent to quarter end two members ceased to Directors, the Committee will be reconstituted in due course.
  - 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, 2022 was placed before the Board of Directors of the Company at its meeting held on May 06, 2022. The Compliance Report on Corporate Governance for the quarter ended June 30, 2022 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/-  
**Rohit Gupte**  
Company Secretary  
Date: July 19, 2022

Sd/-  
**Yatrik Vin**  
Chief Financial Officer  
Date: July 19, 2022

**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.