

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, 2022**

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)]***	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	-	-	35 months	January 17, 1953	2	2	4 [^]	3 [^]
Mr.	Ashishkumar Manilal Chauhan [#]	DIN:00898469	MD&CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	-	1	-

Ms.	Anuradha Rao	DIN:07597195	Public Interest Director – Non-Executive	November 08, 2019	-	-	35 months	September 28, 1959	1	1	3	1
Mr.	K Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	32 months	August 13, 1957	4	4	8	3
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	-	-	32 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	29 months	April 17, 1963	4	3	1	-
Mr.	Veneet Nayar	DIN: 02007846	Shareholder Director- Non-Executive	September 20, 2021	-	-	-	April 09, 1962	1	-	1	-
Mr.	Bishnu Charan Patnaik##	DIN: 08384583	Shareholder Director- Non-Executive	September 08, 2022	-	-	-	March 19, 1963	3	-	2	-
Mr.	Vikram Limaye@	DIN:00488534	MD & CEO – Executive	July 17, 2017	-	July 16, 2022	-	September 22, 1966	-	-	-	-

Ms.	Sunita Sharma ^{@@}	DIN: 02949529	Shareholder Director- Non- Executive	October 19, 2016	August 2, 2019	July 12, 2022	-	March 09, 1959	-	-	1	-
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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.*

^ Mr. Girish Chandra Chaturvedi ceased to be member of various Committees of IL&FS Energy Development Company Limited & Infrastructure Leasing and Financial Services Limited w.e.f close of business hours on September 30, 2022, consequent to his resignation as Director on both the Companies.

#SEBI vide its letter dated July 14, 2022 approved the appointment of Mr. Ashishkumar Chauhan as the MD & CEO for a period of five years with effect from the date of joining as MD & CEO. Mr. Ashishkumar Chauhan has assumed office as the Managing Director & CEO of NSE with effect from July 26, 2022.

##Mr. Bishnu Charan Patnaik was appointed as a Shareholder Director on the Governing Board of the Company pursuant to the SEBI approval letter dated September 08, 2022, and his office is liable to retire by rotation.

@ Mr. Vikram Limaye ceased to be the MD & CEO of the Company w.e.f. July 16, 2022, on completion of his tenure.

@@Ms. Sunita Sharma ceased to be a Shareholder Director from the Board of National Stock Exchange of India Limited on July 12, 2022.

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
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1. Audit Committee	Yes	Mr. K Narasimha Murthy Mr. Girish Chandra Chaturvedi Ms. Anuradha Rao Ms. Sunita Sharma Mr. Bishnu Charan Patnaik	Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director	February 22, 2020 November 06, 2020 February 22, 2020 September 26, 2020 September 29, 2022	July 12, 2022
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, 2022	
4. Stakeholders Relationship Committee	Yes	Mr. Girish Chandra Chaturvedi Mr. Vikram Limaye Mr. Ashishkumar Chauhan Mr. Veneet Nayar Ms. Sunita Sharma Mr. Bishnu Charan Patnaik	Chairperson - Non-Executive- Public Interest Director MD & CEO-Executive MD & CEO-Executive Non-Executive- Shareholder Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director	September 26, 2020 August 4, 2017 July 30, 2022 October 14, 2021 February 22, 2020 September 29, 2022	July 16, 2022 July 12, 2022

§ 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 any) 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>Maximum gap between any two consecutive meetings (in number of days)</i>
April 28, 2022	July 12, 2022	Yes	6	5	35
May 06, 2022	July 30, 2022	Yes	7	5	
June 06, 2022	August 11, 2022	Yes	7	5	

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

IV. Meetings of Committees					
<i>Date(s) of meeting of the committee 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					
July 12, 2022	Yes	3	3	May 05, 2022	67
August 11, 2022	Yes	3	3	-	
Nomination and Remuneration Committee					
July 30, 2022	Yes	3	3	April 18, 2022	44
August 10, 2022	Yes	3	3	May 05, 2022	
September 06, 2022	Yes	3	3	May 23, 2022	
-	-	-	-	June 06, 2022	
-	-	-	-	June 15, 2022	
Stakeholders Relationship Committee					
-	-	-	-	May 30, 2022	NA
Risk Management Committee					
August 10, 2022	Yes	3#	3	May 5, 2022	69
				June 1, 2022	
# 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					
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	

<p>Note:</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>	
<p>VI. Affirmations</p> <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 - Yes b. Nomination & Remuneration Committee – Yes c. Stakeholders Relationship Committee – Yes d. 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.</p> <p>The Compliance Report on Corporate Governance for the quarter ended June 30, 2022 was placed before the Board of Directors of the Company at its meeting held on August 11, 2022. The Compliance Report on Corporate Governance for the quarter ended September 30, 2022 will be placed before the Board of Directors at the ensuing Board Meeting.</p>	
<p>Sd/-</p> <p>Rohit Gupte Company Secretary</p> <p>Date: October 19, 2022</p>	<p>Sd/-</p> <p>Yatrik Vin Chief Financial Officer</p> <p>Date: October 19, 2022</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) <i>refer note below</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
Note 1. <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> 2. <i>If status is "No" details of non-compliance may be given here.</i> 3. <i>If the Listed Entity would like to provide any other information the same may be indicated here.</i>		
Sd/- Rohit Gupte Company Secretary Date: October 19, 2022		Sd/- Yatrik Vin Chief Financial Officer Date: October 19, 2022

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, 2022

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	N.A.	N.A.	N.A.
KMPs or any other entity controlled by them	N.A.	N.A.	N.A.

(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.**

Sd/-

Yatrik Vin
Chief Financial Officer
Date: October 19, 2022

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.*