

**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: **December 31, 2022**

<b>I. Composition of Board of Directors</b>												
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	-	-	38 months	January 17, 1953	2	2	2	1
Mr.	Ashishkumar Manilal Chauhan	DIN:00898469	MD & CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	-	1	-

Mr.	K Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	35 months	August 13, 1957	4	4	8	3
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	-	-	35 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	32 months	April 17, 1963	4	3	1	-
Mr.	S. Ravindran <sup>#</sup>	DIN: 09778966	Public Interest Director – Non-Executive	December 17, 2022	-	-	1 month	May 10, 1962	1	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	-
Ms.	Anuradha Rao <sup>#</sup>	DIN:07597195	Public Interest Director – Non-Executive	November 08, 2019	-	December 16, 2022	38 months	September 28, 1959	-	-	-	-

	Whether Regular chairperson appointed – Yes
	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>&amp;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 Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.</i></p> <p><i>***NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.</i></p> <p><i># The term of Ms. Anuradha Rao as Public Interest Director ended on Nov 07, 2022, however pursuant to subclause 5 of clause (III) of Part H of Schedule II of SECC Regulation 2018 she continued to be a Public Interest Director. SEBI vide its letter dated December 16, 2022 approved the appointment of Mr. S Ravindran as the Public Interest director on the Governing Board of NSE for a period of 3 years w.e.f. December 17, 2022 in place of Ms. Anuradha Rao. Consequently Ms. Anuradha Rao ceased to be a Public Interest Director w.e.f. December 16, 2022.</i></p>

**II. Composition of Committees**

<i>Name of Committee</i>	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	Chairperson- Non-Executive-Public Interest Director	February 22, 2020	-
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	November 06, 2020	-
		Ms. Anuradha Rao	Non-Executive- Public Interest Director	February 22, 2020	December 16, 2022
		Mr. Bishnu Charan Patnaik	Non-Executive- Shareholder Director	September 29, 2022	-
2. Nomination & Remuneration Committee	Yes	Ms. Anuradha Rao	Chairperson- Non-Executive- Public Interest Director	February 22, 2020	December 16, 2022
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	February 22, 2020	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
3. Risk Management Committee	Yes	Ms. Mona Bhide	Chairperson- Non-Executive-Public Interest Director	April 22, 2020	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. K Narasimha Murthy	Non-Executive- Public Interest Director	September 26, 2020	-
		Mr. Abhijit Sen	Independent External Person	February 8, 2022	-
4. Stakeholders Relationship Committee	Yes	Mr. Girish Chandra Chaturvedi	Chairperson - Non-Executive- Public Interest Director	September 26, 2020	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-
		Mr. Veneet Nayar	Non-Executive- Shareholder Director	October 14, 2021	-
		Mr. Bishnu Charan Patnaik	Non-Executive- Shareholder Director	September 29, 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 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>
July 12, 2022	November 05, 2022	Yes	8	5	85
July 30, 2022	-	-	-	-	
August 11, 2022	-	-	-	-	

*\* 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>					
November 04, 2022	Yes	4	3	July 12, 2022	84
				August 11, 2022	
<b>Nomination and Remuneration Committee</b>					
November 04, 2022	Yes	3	3	July 30, 2022	58
				August 10, 2022	
				September 06, 2022	
<b>Stakeholders Relationship Committee</b>					
-	-	-	-	-	NA
<b>Risk Management Committee</b>					
November 04, 2022	Yes	3#	3	August 10, 2022	85
# 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	

<p><b>Note:</b></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><b>VI. Affirmations</b></p> <p>1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - <b>Yes</b></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"> <li>a. Audit Committee - <b>Yes</b></li> <li>b. Nomination &amp; Remuneration Committee –<b>Yes</b> (Ms. Anuradha Rao, Chairperson of Nomination &amp; Remuneration Committee ceased to be a Public Interest Director and Member of Nomination &amp; Remuneration Committee with effect from December 16, 2022, pursuant to SEBI letter of the same date. Mr. K Narasimha Murthy was inducted as the Chairman of Nomination &amp; Remuneration Committee w.e.f. January 14, 2023. No meeting of the Nomination &amp; Remuneration Committee was convened between December 16, 2022 to January 14, 2023.)</li> <li>c. Stakeholders Relationship Committee – <b>Yes</b></li> <li>d. Risk management Committee (as applicable) - <b>Yes</b></li> </ul> <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. -<b>Yes</b></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. - <b>Yes</b></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 September 30, 2022 was placed before the Board of Directors of the Company at its meeting held on November 05, 2022. The Compliance Report on Corporate Governance for the quarter ended December 31, 2022 will be placed before the Board of Directors</p>	
<p>Sd/-at the ensuing Board Meeting.</p> <p><b>Rohit Gupte</b> Company Secretary</p> <p>Date: January 18, 2023</p>	<p>Sd/-</p> <p><b>Yatrik Vin</b> Chief Financial Officer</p> <p>Date: January 18, 2023</p>

**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.