

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, 2023**

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	-	November 27,2023	-	January 17, 1953	-	-	-	-
Mr.	Ashishkumar Manilal Chauhan	DIN:00898469	MD & CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	-	2	-
Mr.	K. Narasimha Murthy#	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	November 27,2023	-	August 13, 1957	-	-	-	-
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	February 17, 2023	-	47 months	November 30, 1965	1	1	1	-
Ms.	Mona Bhide#	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	November 27,2023	-	April 17, 1963	-	-	-	-
Mr.	S. Ravindran	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	13 months	May 10, 1962	4	4	5	3
Mr.	Tablesh Pandey	DIN: 10119561	Non-Independent Director - Non-Executive	August 31, 2023	-	-	-	May 17, 1965	2	-	2	-

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	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 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>Mr. Veneet Nayar (DIN: 02007846) was appointed as Shareholder Director with effect from September 20, 2021, pursuant to SEBI approval. The term of Mr. Veneet Nayar was due for re-appointment at the 31st Annual General Meeting. The Shareholders, at the 31st Annual General Meeting held on August 23, 2023, had approved re-appointment of Mr. Veneet Nayar as Non-Independent Director, which was subject to approval of SEBI as per the provisions of the SECC Regulations. Application has been submitted to SEBI for re-appointment of Mr. Veneet Nayar as Non-Independent Director. SEBI approval is awaited.</i></p> <p><i>#The term of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Chairman and PID; Mr. K Narasimha Murthy (DIN: 00023046), PID; and Ms. Mona Bhide (DIN: 05203026), PID, has come to an end on November 27, 2023 (upon completion of period of three months from the date of expiry of coming into force of the SECC Amendment Regulations, 2023). Application has been submitted to SEBI for appointment / re-appointment of PIDs. SEBI approval is awaited.</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. As per note above, with the end of term of Mr. Girish Chandra Chaturvedi, NSE, currently does not have a regular Chairperson as applications for appointment of PIDs in place of Mr. Chaturvedi are pending approval of SEBI. In the interim, a Chairperson for each meeting shall be elected from amongst the current 2 PIDs. A letter informing SEBI of the non-compliance of this provision has been sent requesting them to condone the same.</i></p>

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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	Chairperson- Non-Executive-Public Interest Director	February 22, 2020	November 27, 2023
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	November 06, 2020	November 27, 2023
		Ms. Mona Bhide	Non-Executive- Public Interest Director	January 14, 2023	November 27, 2023
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-
		Mr. S Ravindran	Chairperson- Non-Executive-Public Interest Director	December 01,2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	December 01,2023	-
2. Nomination & Remuneration Committee #	Yes	Mr. K Narasimha Murthy	Chairperson- Non-Executive- Public Interest Director	January 14, 2023	November 27, 2023
		Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	February 22, 2020	November 27, 2023
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
3. Risk Management Committee	Yes	Mr. S Ravindran	Chairperson- Non-Executive-Public Interest Director	January 14, 2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. K Narasimha Murthy	Non-Executive- Public Interest Director	September 26, 2020	November 27, 2023
		Mr. Abhijit Sen	Independent External Person	February 8, 2022	-
4. Stakeholders Relationship Committee	Yes	Mr. Girish Chandra Chaturvedi	Non-Executive- Public Interest Director	September 26, 2020	November 27, 2023
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-
		Mr. S Ravindran	Chairperson - Non-Executive- Public Interest Director	December 01,2023	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-

\$ 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.

Mr. Veneet Nayar was appointed as a member of Stakeholders Relationship Committee with effect from October 14, 2021. Mr. Veneet Nayar (DIN: 02007846) was appointed as Shareholder Director with effect from September 20, 2021, pursuant to SEBI approval. The term of Mr. Veneet Nayar was due for re-appointment at the 31st Annual General Meeting. The Shareholders, at the 31st Annual General Meeting held on August 23, 2023, had approved re-appointment of Mr. Veneet Nayar as Non-Independent Director, subject to approval of SEBI. Application has been submitted to SEBI for re-appointment of Mr. Veneet Nayar as Non-Independent Director. SEBI approval is awaited.

#The term of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Chairman and PID; Mr. K Narasimha Murthy (DIN: 00023046), PID; and Ms. Mona Bhide (DIN: 05203026), PID, has come to an end on November 27, 2023 (upon completion of period of three months from the date of expiry of coming into force of the SECC Amendment Regulations, 2023). SEBI circular no. SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/13 dated January 10, 2019 which is applicable to NSE, prescribes requirements for composition of Nomination & Remuneration Committee (NRC). According to the same NRC shall comprise of only PIDs. Since, with the end of term of 3 PIDs, NSE has only 2 PIDs on the Board, NRC cannot be constituted. NRC shall be reconstituted upon receipt of SEBI approval for appointment of PIDs. In the interim, all matters requiring the attention of NRC shall be placed before the Board. A letter informing SEBI of this non-compliance has already been sent with a request to condone the same.

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III. Meeting of Board of Directors					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of meeting (if in the Quarter)	Whether requirement of Quorum met*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
July 27, 2023	November 01,2023	Yes	7	5	96

* to be filled in only for the current quarter meetings

IV. Meetings of Committees					
Date(s) of Meeting (if any) 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*
Audit Committee					
October 18,2023	Yes	4	3	July 26, 2023	83
November 01,2023	Yes	4	3	-	
Nomination and Remuneration Committee					
-	-	-	-	July 18, 2023	N.A
Stakeholders Relationship Committee					
October 25,2023	Yes	3	1	-	N.A
Risk Management Committee					
October 23, 2023	Yes	3#	3#	July 26, 2023	88

Risk Management Committee comprises of 2 PID's (Independent Directors) and one Independent External Person as per SECC Regulations.
 * This information has to be mandatorily 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

Note:
 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.

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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. - **No, Refer Note 2**
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 – **No, Refer Note 3**
 - 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. – **Yes**

Rohit Gupte
Company Secretary
Date: January 16, 2024

Yatrik Vin
Chief Financial Officer
Date: January 16, 2024

Note:

1. 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.
2. The term of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Chairman and PID; Mr. K Narasimha Murthy (DIN: 00023046), PID; and Ms. Mona Bhide (DIN: 05203026), PID, has come to an end on November 27, 2023 (upon completion of period of three months from the date of expiry of coming into force of the SECC Amendment Regulations, 2023). Application has been submitted to SEBI for appointment / re-appointment of PIDs. SEBI approval is awaited. A letter informing SEBI of this non-compliance has been sent with a request to condone the same.
3. The term of Mr. Girish Chandra Chaturvedi (DIN: 00110996), Chairman and PID; Mr. K Narasimha Murthy (DIN: 00023046), PID; and Ms. Mona Bhide (DIN: 05203026), PID, has come to an end on November 27, 2023 (upon completion of period of three months from the date of expiry of coming into force of the SECC Amendment Regulations, 2023). SEBI circular no. SEBI/HO/MRD/DOP2DSA2/CIR/P/2019/13 dated January 10, 2019 which is applicable to NSE, prescribes requirements for composition of Nomination & Remuneration Committee (NRC). According to the same NRC shall comprise of only PIDs. Since, with the end of term of 3 PIDs, NSE has only 2 PIDs on the Board, NRC cannot be constituted. NRC shall be reconstituted upon receipt of SEBI approval for appointment of PIDs. In the interim, all matters requiring the attention of NRC shall be placed before the Board. A letter informing SEBI of this non-compliance has already been sent with a request to condone the same.

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Cyber Security Incidence Disclosure
Quarter ended – December 31, 2023

Details of Cyber Security Incidence*			
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 (Yes / No)			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*

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