



**ANNEXURE I** 

## 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: March 31, 2024

I. Co	omposition of I	Board of Directo	ors									
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive / Non- Executive/ independent / Nominee) &**	Initial Date of Appoint- ment	Date of Re- Appoint ment	Date of Cess ation	Tenure *	Date of Birth	No. of directorship in listed entities including this listed entity [in reference to Regulatio n 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)	Audit/ Stakeholder Committee held in Entities including
Mr.	Ashishkumar Manilal Chauhan	DIN:00898469	MD & CEO – Executive	July 26, 2022	-	-	-	March 16, 1968	1	-	2	1
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non- Executive	February 17, 2020	February 17, 2023	-	50 months	November 30, 1965	1	1	1	-
Mr.	S. Ravindran	DIN: 09778966	Public Interest Director – Non - Executive	December 17, 2022	-	-	16 months	May 10, 1962	3	3	6	3
Mr.	Tablesh Pandey	DIN: 10119561	Non-Independent Director - Non- Executive	August 31, 2023	-	-	-	May 17, 1965	2	-	2	-

## Confidential





Whether Regular chairperson appointed – **No**@

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. 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 31<sup>st</sup> Annual General Meeting. The Shareholders, at the 31<sup>st</sup> 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.

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. Therefore, currently the Governing Board of NSE comprises of only 4 (Four) directors and does not have a woman director. A letter informing SEBI of the non-compliance of regulations 17(1)(a) (pertaining to appointment of at least one-woman director) and 17(1)(c) (pertaining to composition of board comprising of not less than six directors) has been sent requesting them to condone the same

<sup>®</sup> 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.





## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee Category (Chairperson/Executive/Non-members Executive/independent/Nominee) \$		Date of Appointment	Date of Cessation
1.Audit Committee	Yes	Mr. S Ravindran	Chairperson- Non-Executive-Public Interest Director	December 01,2023	-
		Prof. S Sudarshan	Non-Executive- Public Interest Director	December 01,2023	-
		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-
2. Nomination &	Yes	Mr. K Narasimha Murthy	Chairperson- Non-Executive- Public Interest Director	January 14, 2023	November 27, 2023
Remuneration Committee #		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	Yes	Mr. S Ravindran	Chairperson- Non-Executive-Public Interest Director	January 14, 2023	-
Committee		Prof. S Sudarshan	Non-Executive- Public Interest Director	February 22, 2020	-
		Mr. Abhijit Sen	Independent External Person	February 8, 2022	-
4. Stakeholders	Yes	Mr. S Ravindran	Chairperson - Non-Executive- Public Interest Director	December 01,2023	-
Relationship Committee		Mr. Tablesh Pandey	Non-Executive- Non-Independent Director	September 06, 2023	-
		Mr. Ashishkumar Chauhan	MD & CEO-Executive	July 30, 2022	-

<sup>§</sup> 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.

<sup>\*</sup>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. With the end of term of 3 PIDs, NSE has only 2 PIDs on the Board, hence 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.





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 consecuti ve meetings (in number of days)		
November 01,2023	January 06,2024	Yes	4	2	65		
November 01,2023	February 10,2024	Yes	4	2	34		
November 01,2023	March 11,2024	Yes	4	2	29		
* to be filled in only for the	current quarter meeting	as					

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	Audit Committee							
February 10, 2024	Yes	3	2	November 01,2023	100			
March 11, 2024	Yes	3	2	November 01,2023	29			
Nomination and Remuneratio	Nomination and Remuneration Committee							
-	-	-	-	-	N.A			
Stakeholders Relationship Co	mmittee							
-	-	-	-	October 25,2023	N.A			
Risk Management Committee	Risk Management Committee							
January 16, 2024	Yes	2#	2#	October 23, 2023	84			
February 6, 2024	Yes	2#	2#	October 23, 2023	20			
					<u> </u>			

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

<sup>\*</sup> 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:

## Confidential

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.
 If status is "No" details of non-compliance may be given here.





#### 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. The Compliance Report on Corporate Governance for the quarter ended December 31, 2023 was placed before the Board of Directors of the Company at its meeting held on February 10, 2024. There were no comments/observations/advice on the compliance report on Corporate Governance for the quarter ended December 31, 2023. The Compliance Report on Corporate Governance for the quarter ended March 31, 2024 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/- Sd/-Rohit Gupte Company Yatrik Vin

Secretary Chief Financial Officer
Date: April 15, 2024 Date: April 15, 2024

## Note:

- 1. Information at Table I and II above need to be necessarily given in 1 st 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. With the end of term of 3 PIDs, NSE has only 2 PIDs on the Board, hence 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.





# Cyber Security Incidence Disclosure Quarter ended – March 31, 2024

Details of Cyber Security Incidence*					
Whether as per Regulation 27(2)(ba) of SEBI (loss of data or documents during the quarter (	No				
Date of the event	NA				

<sup>\*</sup>As per SEBI vide Notification No. SEBI/LAD-NRO/GN/2023/131 dated June 14, 2023



## ANNEXURE II

## Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulation	S	
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	YES	https://www.nseindia.com/products-services
b) Terms and conditions of appointment of independent directors	YES	https://nsearchives.nseindia.com/global/content/about_us/T_ C_Independent_Director_NSE.pdf
c) Composition of various committees of board of directors	YES	https://www.nseindia.com/structure-and- key-personnel/committees-under- regulation
d) Code of conduct of board of directors and senior management personnel	YES	https://nsearchives.nseindia.com/global/content/about_us/NSE _CODE_BOARD.pdf
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	https://nsearchives.nseindia.com/global/content/about_us/NSEdtls_VM.pdf
f) Criteria of making payments to non-executive directors	YES	https://nsearchives.nseindia.com/global/content/about_us/criteri aformakingpaymentstononexecutivedirectors.pdf
g) Policy on dealing with related party transactions	YES	https://nsearchives.nseindia.com/global/content/about_us/Polic yonMaterialityandDealingwithRelatedPartyTransactions.pdf
h) Policy for determining 'material' subsidiaries	YES	https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Material%20Subsidiary%20Policy_0.pdf
i) Details of familiarization programmes imparted to independent directors	YES	https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Familiarization%202022-%2023_0.pdf
j) Email address for grievance redressal and other relevant details	YES	https://www.nseindia.com/investor-relations/company- secretary-compliance-officer
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	https://www.nseindia.com/investor-relations/company- secretary-compliance-officer
I) Financial results	YES	https://www.nseindia.com/investor-relations/financials
m) Shareholding pattern	YES	https://www.nseindia.com/investor-relations/shareholding
n) Details of agreements entered into with the media companies and/or their associates	NA	-





o) Schedule of analyst or institutional investor meet and presentations	NA	-			
made by the listed entity to analysts or institutional investors					
simultaneously with submission to stock exchange					
p) New name and the old name of the listed entity	NA	-			
q) Advertisements as per regulation 47 (1)	NA	-			
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	-			
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	YES	https://www.nseindia.com/national-stock-exchange/our-group			
As per other regulations of the LODR:					
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	YES	https://www.nseindia.com/investor-relations/announcements			
b) Materiality Policy as per Regulation 30	YES	https://nsearchives.nseindia.com/web/sites/default/files/inline-files/Policy%20for%20Determination%20of%20Materiality%20of%20Events%20Information.pdf			
c) Dividend Distribution policy as per Regulation 43A (as applicable)	YES	https://nsearchives.nseindia.com/global/content/about_us/Dividend_policy.pdf			
It is certified that these contents on the website of the listed entity are correct.					

II Annual Affirmations					
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below			
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	YES			
Board composition	17(1), 17(1A) & 17(1B)	YES {except 17(1)(a) & (c)- Refer Note 4}			
Meeting of board of directors	17(2)	YES			
Quorum of board meeting	17(2A)	YES			
Review of Compliance Reports	17(3)	YES			
Plans for orderly succession for Appointments	17(4)	YES			
Code of Conduct	17(5)	YES			
Fees/compensation	17(6)	YES			
Minimum Information	17(7)	YES			
Compliance Certificate	17(8)	YES			
Risk Assessment & Management	17(9)	YES			
Performance Evaluation of Independent Directors	17(10)	YES			
Recommendation of board	17(11)	YES			





Maximum number of directorship	17A	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
*Composition of Nomination & Remuneration Committee	19(1) & (2)	No (Refer Note 5)
Quorum of Nomination and Remuneration Committee meeting	19(2A)	No (Refer Note 5)
Meeting of Nomination & Remuneration Committee	19(3A)	No (Refer Note 5)
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	YES
Meeting of Stakeholder Relationship Committee	20 (3A)	YES
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	YES
Meeting of Risk Management Committee	21(3A)	YES
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party Transactions	23(4)	NA
Disclosure of related party transactions on consolidated basis	23(9)	YES
Composition of Board of Directors of unlisted material Subsidiary	24(1)	YES
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	YES
Annual Secretarial Compliance Report	24(A)	YES
Alternate Director to Independent Director	25(1)	NA
Maximum Tenure	25(2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Declaration from Independent Director	25(8) & (9)	YES
Directors and Officers insurance	25(10)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	YES
Disclosure of Shareholding by Non-Executive Directors	26(4)	NA, further the said provision is omitted w.e.f. May 05, 2021
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES





### Note

- 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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.
- 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. Therefore, currently the Governing Board of NSE comprises of only 4 (Four) directors and does not have a woman director. A letter informing SEBI of the non-compliance of 17(1)(a) (pertaining to appointment of at least one-woman director) and 17(1)(c) (pertaining to composition of board comprising of not less than six directors) has been sent requesting them to condone the same.
- 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. With the end of term of 3 PIDs, NSE has only 2 PIDs on the Board, hence 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.

## **III Affirmations:**

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied.

Name & Designation

Sd/-

Rohit Gupte Company Secretary

Date: April 15, 2024





### ANNEXURE IV

## 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 - March 31, 2024

## 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	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors(including relatives) or any other entity controlled by them	Nil	Nil	Nil





KMPs or any other	Nil	Nil	Nil	
entity controlled by				
them				

(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	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors(including relatives) or any other entity controlled by them	Nil	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil	Nil

## 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.

Sd/-Yatrik Vin Chief Financial Officer Date: April 15, 2024

#### 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.