

Price Waterhouse & Co Chartered Accountants LLP

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai -400 051.

Report on the Audit of Standalone Financial Results

Opinion

1. We have audited the Statement of Standalone Financial Results for the year ended March 31, 2024, of National Stock Exchange of India Limited (hereinafter referred to as "the Company") and the Statement of Standalone Assets and Liabilities and the Statement of Standalone Cash Flows as at and for the year ended on that date (together referred to as the "standalone financial results"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "SECC Regulations") read with the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations') which has been initiated by us for identification purposes.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial results:
 - (i) are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
 - (ii) give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 (the "Act") and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2024, and the Statement of Standalone Assets and Liabilities and the Statement of Standalone Cash Flows as at and for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Results' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

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Emphasis of Matter

4. We draw your attention to Note 4 to the standalone financial results, relating to the orders passed by the Securities and Exchange Board of India ("SEBI") in relation to preferential access to tick-by-tick data at the Company's Colocation facility, Dark Fiber point-to-point connectivity and Governance and Conflict of Interest matters and the adjudication orders in relation to these matters. The above matters continue to be under appeal with the Hon'ble Securities Appellate Tribunal or the Hon'ble Supreme Court. The future outcome of the above matters is uncertain at this stage. Based on the legal opinion obtained by the Company, except for the penalty amount of Rs. 100 crores as mentioned in Note 4 to the standalone financial results no provision for any liability has been recognized towards the above matters. Our opinion is not modified in respect of this matter.

Board of Directors' Responsibilities for the Standalone Financial Results

5. These standalone financial results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of these standalone financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company and the Statement of Standalone Assets and Liabilities and the Statement of Standalone Cash Flows in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial results by the Directors of the Company, as aforesaid.
6. In preparing the standalone financial results, the Board of Directors of the Company is responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
7. The Board of Directors of the Company are responsible for overseeing the financial reporting process of the Company.



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Auditor's Responsibilities for the Audit of the Standalone Financial Results

8. Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial results.
9. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the standalone financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls. (Refer paragraph 12 below)
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
 - Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the standalone financial results, including the disclosures, and whether the standalone financial results represent the underlying transactions and events in a manner that achieves fair presentation.
10. We communicate with those charged with governance of the Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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Other Matters

11. The standalone financial results include the results for the quarter ended March 31, 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which are neither subject to limited review nor audited by us.

12. The standalone annual financial results dealt with by this report has been prepared for the express purpose of complying with Regulation 33 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "SECC Regulations") read with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). These results are based on and should be read with the audited standalone annual financial statements of the Company for the year ended March 31, 2024, on which we issued an unmodified audit opinion vide our report dated May 03, 2024.

For Price Waterhouse & Co Chartered Accountants LLP

Firm Registration Number: 304026E/ E-300009



Amit Borkar

Partner

Membership Number: 109846

UDIN: 24109846BKGXSG7214

Place: Pune

Date: May 03, 2024



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

CIN : U67120MH1992PLC069769



STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in crores unless otherwise stated)

Sr. No. Particulars	Quarter ended			Year ended	
	31.03.2024 (Refer note 1)	31.12.2023 Unaudited	31.03.2023 (Refer note 1)	31.03.2024 Audited	31.03.2023 Audited
1 Income					
(a) Revenue from operations	4,122.65	3,169.66	3,294.89	13,510.54	11,181.03
(b) Other income	345.56	282.71	243.70	1,448.95	1,511.16
Total Income	4,468.21	3,452.37	3,538.59	14,959.49	12,692.19
2 Expenses					
(a) Employee benefits expense	84.88	84.66	73.66	332.66	280.60
(b) Clearing & settlement charges	385.26	330.90	201.70	1,240.90	679.69
(c) SEBI Regulatory fees	301.43	250.80	165.39	978.85	476.61
(d) Depreciation and amortisation expense	91.92	87.12	76.72	338.99	302.21
(e) Other expenses	488.48	310.83	392.32	1,506.48	1,297.20
Total expenses	1,351.97	1,064.31	909.79	4,397.88	3,036.31
3 Profit before Contribution to Core Settlement Guarantee Fund (Core SGF) and tax (1-2)	3,116.24	2,388.06	2,628.80	10,561.61	9,655.88
4 Additional Contribution to Core SGF (Refer note 7)	(574.25)	(556.05)	(203.45)	(1,740.97)	(203.45)
5 Profit before tax (3-4)	2,541.99	1,832.01	2,425.35	8,820.64	9,452.43
6 Less: Income Tax expense					
(a) Current tax	650.00	450.00	641.00	2,060.00	2,214.00
(b) Deferred tax expense	36.07	4.53	(25.29)	125.33	5.53
Total Tax expense	686.07	454.53	615.71	2,185.33	2,219.53
7 Profit for the period / year (5-6)	1,855.92	1,377.48	1,809.64	6,635.31	7,232.90
8 Other Comprehensive Income (OCI)					
(a) <i>Items that will be reclassified to profit or loss (net of tax)</i>					
Changes in fair value of FVOCI debt instruments	5.26	9.97	5.71	15.59	(21.60)
(b) <i>Items that will not be reclassified to profit or loss (net of tax)</i>					
Remeasurements of post-employment benefit obligations	0.23	0.16	0.80	(1.35)	0.83
Changes in fair value of FVOCI equity instruments	(2.57)	(2.01)	(2.67)	(4.18)	(4.52)
Total other comprehensive income / (loss) for the period / year, net of taxes	2.92	8.12	3.84	10.06	(25.29)
9 Total comprehensive income for the period / year (7+8)	1,858.84	1,385.60	1,813.48	6,645.37	7,207.61
10 Paid-up equity share capital (Face Value Re. 1 per share)	49.50	49.50	49.50	49.50	49.50
11 Reserves (excluding Revaluation Reserve)				19,312.28	16,626.91
12 Earnings per equity share (EPS) (Face Value Re. 1 each)					
- Basic and Diluted (Rs.)	37.50*	27.82*	36.56*	134.05	146.12
* Not annualised					

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Rs. in crores unless otherwise stated)

Particulars	As at 31.03.2024 Audited	As at 31.03.2023 Audited
ASSETS		
Non-current assets		
Property, plant and equipment	842.44	765.51
Right-of-use-assets	153.65	175.97
Capital work-in-progress	18.74	45.94
Other intangible assets	18.86	20.49
Intangible assets under development	48.71	34.00
Investment in subsidiaries and associates	2,822.67	1,221.67
Financial assets		
- Investments	6,955.79	4,135.32
- Other financial assets		
Non-current bank balances	932.58	362.43
Others	62.71	19.21
Income tax assets (net)	505.72	355.25
Other non-current assets	695.02	750.42
Total non-current assets	13,056.89	7,886.21
Current assets		
Financial assets		
- Investments	7,639.20	6,054.39
- Trade receivables	1,664.65	1,488.48
- Cash and cash equivalents	839.82	653.77
- Bank balances other than cash and cash equivalents	3,386.45	4,039.28
- Other financial assets	89.48	56.92
Other current assets	544.47	640.14
Total current assets	14,164.07	12,932.98
TOTAL ASSETS	27,220.96	20,819.19
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital	49.50	49.50
Other equity	19,312.28	16,626.91
TOTAL EQUITY	19,361.78	16,676.41
LIABILITIES		
Non-current liabilities		
Financial liabilities		
Lease liabilities	80.11	101.93
Other financial liabilities	17.36	16.35
Provisions	19.91	30.82
Deferred tax liabilities (net)	136.09	8.92
Contract Liabilities	82.46	69.34
Other non-current liabilities	5.41	5.41
Total non-current liabilities	341.34	232.77
Current liabilities		
Financial liabilities		
Lease liabilities	27.16	22.93
Deposits	1,234.07	1,083.44
Trade payables		
Total Outstanding dues of micro enterprises and small enterprises	4.09	1.30
Total Outstanding dues of creditors other than micro enterprises and small enterprises	390.63	293.54
Other financial liabilities	529.72	436.42
	2,185.67	1,837.63
Contract Liabilities	6.17	3.86
Provisions	77.04	70.25
Income tax liabilities (net)	26.58	430.13
Other current liabilities	5,222.38	1,568.14
Total current liabilities	7,517.84	3,910.01
TOTAL LIABILITIES	7,859.18	4,142.78
TOTAL EQUITY AND LIABILITIES	27,220.96	20,819.19

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(Rs. in crores unless otherwise stated)

Particulars	For the year ended 31.03.2024	For the year ended 31.03.2023
A) CASH FLOWS FROM OPERATING ACTIVITIES		
PROFIT BEFORE TAX	8,820.64	9,452.43
Adjustments for		
Depreciation and amortisation expense	338.99	302.21
Interest on lease liabilities	10.26	7.85
(Reversal)/ Provision for doubtful debts	(6.89)	(2.20)
Bad debts written off	4.39	2.18
Intangible assets written off	-	60.81
Interest income from financial assets at amortised cost	(462.25)	(227.58)
Interest income from financial assets designated at fair value through other comprehensive income	(188.29)	(114.86)
Income on Investments	(82.83)	(58.93)
Dividend income	(247.21)	(838.47)
Rent income	(1.48)	(1.35)
Net fair value (gain) / loss on financial assets mandatorily measured at fair value through profit or loss	(409.43)	(216.91)
Net gain on sale of investments mandatorily measured at fair value through profit or loss	(119.61)	(90.29)
Net (profit) / Loss on sale of property, plant and equipment	3.62	-
Contribution to Core Settlement Guarantee Fund	3.17	199.45
Change In operating assets and liabilities		
(Increase)/Decrease in trade receivables	(171.48)	(162.74)
Increase/(Decrease) in trade payables	99.88	78.42
(Increase)/Decrease in other financial assets	15.32	7.39
(Increase)/Decrease in other assets	140.03	(82.62)
Increase/(Decrease) in other financial liabilities	55.05	(44.14)
Increase/(Decrease) in contract liabilities	15.43	12.39
Increase/(Decrease) in provisions	(5.94)	(19.09)
(Refund) /Proceeds of deposits from trading members / applicants	150.64	(2.74)
Increase/(Decrease) in other liabilities	3,850.51	(1,432.95)
CASH GENERATED FROM OPERATIONS	11,812.52	6,828.26
Income taxes paid	(2,614.01)	(2,027.97)
NET CASH INFLOWS FROM OPERATING ACTIVITIES - TOTAL (A)	9,198.51	4,800.29
B) CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for property, plant and equipment & intangibles	(330.81)	(299.10)
Proceeds from rent income	1.48	1.35
Proceeds from sale of property, plant and equipment	0.77	0.05
Payment for investment in subsidiaries	(1,601.00)	(60.00)
Proceeds from sale of investments	45,357.87	31,777.80
Payment for purchase of investments	(49,436.39)	(32,382.24)
Proceeds from fixed deposits and certificate of deposits with banks	11,907.32	5,331.13
Proceeds from fixed deposits with financial institutions	-	120.88
Payment for investment in fixed deposits and certificate of deposits with banks	(11,647.76)	(7,747.13)
Interest received	479.44	264.11
Dividend received	247.21	838.47
NET CASH (OUTFLOWS) FROM INVESTING ACTIVITIES - TOTAL (B)	(5,021.87)	(2,154.68)
C) CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid	(3,959.00)	(2,078.35)
Payment of lease liability	(21.33)	(8.21)
Interest on lease liabilities	(10.26)	(7.85)
NET CASH OUTFLOWS FROM FINANCING ACTIVITIES - TOTAL (C)	(3,990.59)	(2,094.41)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A)+(B)+(C)	186.05	551.20
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	653.77	102.57
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	839.82	653.77
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	186.05	551.20
Reconciliation of cash and cash equivalents as per the cash flow statement		
Cash and cash equivalents comprise of the following		
Balances with banks		
In current accounts	20.32	120.23
Certificate of Deposits	710.84	493.55
Earmarked Fixed Deposits	108.65	-
Government Securities	-	39.98
Cash in hand	0.01	0.01
Balances as per statement of cash flows	839.82	653.77

Notes :

- 1 The above Standalone Financial Results for the quarter and year ended March 31, 2024, have been reviewed by the Audit Committee in its meeting held on May 2, 2024, and approved by the Board of Directors in its meeting held on May 3, 2024. The financial results for the year ended March 31, 2024, were subject to audit by the Statutory Auditors of the Company and the figures for the quarter ended March 31, 2024, and March 31, 2023, are the balancing figures between audited figures in respect of full financial year and published year to date figures upto the third quarter of the respective financial year.
- 2 (a) The Board of Directors of the Company in their meeting held on May 3, 2024, have recommended a dividend of 9000% (Rs. 90 per equity share of Re. 1 each) for the year ended March 31, 2024.

(b) The Board of Directors of the Company in their meeting held on May 3, 2024, recommended issue of bonus equity shares in the proportion of 4 (four) bonus shares of Re. 1/- (Rupee one each) for every existing 1 (one) fully paid up equity shares of Re. 1 each and increase in Authorised Share Capital from Rs. 50 crores (comprising 50 crores shares of Re. 1 each) to Rs. 500 crores (comprising 500 crores shares of Re. 1 each) subject to approval of shareholders and regulators.

(c) The Board of Directors of the Company in their meeting held on May 3, 2024, has decided to appropriate an amount of Rs. 1,950 crores from retained earnings to a separate reserve within equity towards adequate risk capital management leading to an increase of this reserve from Rs. 6,583 crores as at March 31, 2023 to Rs. 8,533 crores as at March 31, 2024.
- 3 Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director and CEO of the Company. The Company operates only in one Business Segment i.e. facilitating trading in securities and the activities incidental thereto within India, hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments". The Company while presenting the consolidated financial results has disclosed the segment information as to the extent applicable as required under Indian Accounting Standard 108 "Operating Segments".
- 4 Securities and Exchange Board of India (SEBI) directed National Stock Exchange of India Limited ('the Company / NSE') to carry out an investigation including forensic examination by independent external agencies in respect of certain aspects of NSE's Colocation facility and further directed that pending completion of the investigations, all revenues emanating from the colocation facility be transferred to a separate bank account with effect from September, 2016.

Three separate show cause notices (SCN) on May 22, 2017, July 03, 2018, and July 31, 2018, were issued by SEBI to NSE and to some of its present and former employees, in respect of NSE's Colocation facility, Dark Fibre and Governance and conflict of interest related matters. Subsequently, SEBI had passed orders in respect of all the three SCNs vide its letter dated April 30, 2019.

In the Colocation order, Whole Time Member (WTM) passed a direction on NSE inter-alia to disgorge an amount of Rs. 624.89 crores along with interest at the rate of 12% per annum from April 01, 2014, till the actual date of payment and certain non-monetary and restrictive directions prohibiting NSE from accessing securities market, for a period of six months from the date of the order. In the Dark Fibre order, WTM passed a direction to deposit a sum of Rs. 62.58 crore along with interest at the rate of 12% p.a. from September 11, 2015, till the actual date of payment along with certain non-monetary and restrictive directions and in Governance and Conflict of Interest matter WTM had passed certain non-monetary and remedial directions on NSE.

Additionally, NSE also received notices from Adjudicating Officer (AO) covering the above three issues pertaining to NSE's Colocation facility, Dark Fibre and Governance and conflict of interest matters, and subsequent orders dated February 10, 2021, June 28, 2022, and February 11, 2022, levying monetary penalty of Rs. 1 crore, Rs. 7 crore and Rs. 1 crore, respectively.

NSE filed appeals with the Hon'ble Securities Appellate Tribunal (SAT) against the above three WTM and AO orders. In the Colocation and Dark Fibre matters, SAT vide its interim order dated May 22, 2019, stayed the disgorgement of the amount, however it directed NSE to transfer the amount of Rs. 624.89 crore in the Colocation matter and Rs. 62.58 crore in the Dark Fibre matter totalling to Rs. 687.47 crore to SEBI. Further, NSE was also directed to continue to transfer all revenues emanating from its co-location facility to a separate bank account. Additionally in the Governance and conflict of interest matters, Hon'ble SAT vide its interim order dated August 11, 2022, has kept the directions passed in the SEBI order in abeyance.

The Hon'ble SAT, vide its interim order dated May 17, 2021, allowed NSE's application for withdrawal of amounts transferred to separate account and to discontinue the transfer of all revenues emanating from its-colocation facility to such separate bank account. Additionally, the Hon'ble SAT directed NSE to transfer an amount of Rs.420 Crores into an interest-bearing account with SEBI. Accordingly, NSE had, deposited a total amount of Rs.1107.47 Crores with SEBI.

In relation to the appeal filed for colocation matter, Hon'ble SAT vide its final order dated January 23, 2023, upheld the non-monetary directives of SEBI inter-alia setting aside SEBI's direction for disgorgement. The Hon'ble SAT exercising its power imposed a penalty of Rs. 100 crores on NSE as a deterrent for the lack of due diligence.

On July 12, 2023, SAT vide its final order in Colocation AO Appeal set aside SEBI's order levying a penalty of Rs.1 Crore.

In the Dark Fibre WTM matter, SAT vide its final order dated August 9, 2023, partly allowed the appeal to the extent that the WTM order for disgorgement has been reversed and the amount deposited by NSE with SEBI to be refunded by SEBI within a period of 4 weeks from the date of the order.

On December 14, 2023, SAT vide its final order in Dark Fibre AO Appeal set aside SEBI's order levying a penalty of Rs.7 Crores.

In the proceedings pertaining to the Governance and Conflict of interest matters challenging SEBI's WTM and Adjudication orders are pending for final hearing and disposal by SAT.

SEBI appealed against the SAT Colocation WTM Order dated January 23, 2023, before the Hon'ble Supreme Court and vide an interim order dated March 20, 2023, the Hon'ble Supreme Court rejected the application for stay and directed SEBI to refund an amount of Rs.300 Crores. The amount of Rs.300 Crores was received by NSE on April 21, 2023.

SEBI appealed against the SAT Colocation AO Order dated July 12, 2023, before the Hon'ble Supreme Court and vide an interim order dated October 10, 2023, the Hon'ble Supreme Court directed the parties to complete the pleadings and tagged the AO appeal with the Colocation WTM Appeal. Both the Appeals are pending for final hearing and disposal.

SEBI appealed against the SAT Dark Fibre WTM order dated August 9, 2023, before the Hon'ble Supreme Court and vide an interim order dated October 17, 2023, the Hon'ble Supreme Court rejected the application for stay and directed SEBI to refund an amount of Rs. 31 Crores. The amount of Rs.31 Crores was received by NSE on November 17, 2023.

SEBI appealed against the SAT Dark Fibre AO Order dated December 14, 2023 before the Hon'ble Supreme Court and vide its interim order dated April 10, 2024 the Hon'ble Supreme Court tagged the Dark Fibre AO Appeal along with the Dark Fibre WTM Appeal, which is adjourned to September 9, 2024, for final hearing and disposal.

Basis the SAT order dated January 23, 2023, SEBI's WTM issued another SCN dated May 17, 2023, to consider the charge of connivance and collusion of OPG Securities and its directors with NSE employees. NSE filed a detailed response on August 3, 2023, against the same. Personal hearing in the matter has been concluded on February 2, 2024, and the order is awaited.

The Company believes that it has strong grounds to contest each of the above orders / appeals including monetary liability (including from completed / pending adjudication proceedings) passed by SEBI. Accordingly, no provision for any liability in this regard is considered necessary in the financial result for the year ended March 31, 2024, other than a penalty of Rs. 100 crores imposed by the Hon'ble SAT which had been duly adjusted against the amount deposited by NSE during the year ended March 31, 2023.

- 5 The Company was in receipt of Show Cause Notice issued by SEBI on October 9, 2019, and a Supplementary Notice on December 16, 2019, alleging certain irregularities in the appointment of Chief Strategic Advisor and his re-designation as 'Group Operating Officer and Advisor to MD' by the former Managing Director & Chief Executive Officer and the sharing of certain internal information pertaining to the Company with an alleged third party. SEBI vide order dated February 11, 2022, levied penalty of Rs. 2 crores which was paid by the Company. In this direction investigating agencies have been making inquiries and seeking various information, data etc. from the Company, which is being provided.
- 6 The Company and the employees, past and present received a SCN dated February 28, 2023, from SEBI on the Trading Access Point (TAP) matter. The Company has filed the settlement application ("the Application") in response to the said SCN vide letter dated April 28, 2023. In the application, the Company has submitted its grounds of consent and has also stated that it is consenting without admission of liability or guilt and is willing to pay a reasonable amount in line with the settlement regulations. Thereafter, on July 10, 2023, NSE filed a detailed reply to the Show Cause Notice with SEBI. Basis the Settlement Application filed by NSE and the employees, SEBI conducted several Internal Committee meetings with NSE and the employees through their Advocates. On March 5, 2024, NSE had filed as Revised Settlement Terms (RST) with SEBI. NSE is awaiting revert on the RST filed with SEBI.
- 7 The Board of Directors of the Company in their meeting held on March 23, 2023, approved the voluntary contribution at 2% of the transaction charges earned to the Core Settlement Guarantee Fund (Core SGF) to maintain the corpus of the said Fund based on the assessment of the current trends in volumes and overall increase in market activities. Further, the Board in its meeting held on November 1, 2023, approved additional contribution of Rs. 500 crores to the Core SGF each quarter for the remainder of FY 23-24 to augment the corpus of the Core SGF as desired by SEBI. Subsequently, the Board in its meeting held on March 11, 2024, noted and approved the Contribution of Rs. 500 crores for the quarter ended March 31, 2024. Accordingly, during the quarter and year ended March 31, 2024, the Company has recognised an expense of Rs. 574.25 crores and Rs. 1,740.97 crores respectively, towards contribution to the Core SGF in the financial statements.
- 8 Previous period's / year figures have been regrouped / reclassified wherever necessary to correspond with the current period classification / disclosure.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 3, 2024

Ashishkumar Chauhan
Managing Director & CEO
DIN : 00898469