

**Compliance Report on Corporate Governance**  
*(As per Regulation 27(2) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")*

1. Name of Entity: **National Stock Exchange of India Limited**
2. Quarter ending: December 31, 2018

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN*	Category (Chairperson/ Executive/Non- Executive/independent/Non minee) **	Date of Appointment in the current term /cessation	Tenure (Only for Independent Directors)#	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)***	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Ashok Chawla	DIN: 00056133	Chairman (Public Interest Director-Non Executive)	28/03/2016	33 months	2	2-Audit Committee 1-SRC	1-SRC
Mr.	Vikram Limaye	DIN: 00488534	MD & CEO	17/07/2017	-	1	1-SRC	--
Mr.	Abhay Havaldar	DIN:00118280	Shareholder Director - Non-	04/08/2017	-	2	1-SRC	0



**NSE**

			Executive					
Mr.	Dinesh Kanabar	DIN: 00003252	Public Interest Director - Non Executive	13/07/2016	29 months	2	2- Audit Committee	2
Mr.	Naved Masood	DIN: 02126497	Public Interest Director- Non-Executive	13/07/2016	29 months	1	1-Audit Committee	0
Mr.	T V Mohandas Pai	DIN: 00042167	Public Interest Director- Non-Executive	13/07/2016	29months	2	1- SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	03/08/2018	--	1	0	0
Ms.	Dharmishta Raval	DIN: 02792246	Public Interest Director- Non Executive	05/02/2016	34 months	4	2-Audit Committee	0
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non-Executive	19/10/2016	--	2	1- SRC	1

#To be filled only for independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the entity in continuity without any cooling off period.

\*PAN number of any director would not be displayed on the website of Stock exchange.

\*\* The Independent director is Public Interest director under Regulation – 23 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.



**NSE**

<b>II. Composition of Committees</b>		
<b>Name of Committee</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>
Audit Committee	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Naved Masood	Chairman- Public Interest Director Non- Executive- Public Interest Director Non-Executive- Public Interest Director
Nomination & Remuneration Committee	Mr. Dinesh Kanabar Mr. Ashok Chawla Mr. Abhay Havaladar Mr. T.V. Mohandas Pai	Chairman- Public Interest Director Non- Executive- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director
Stakeholders Relationship Committee	Mr. Ashok Chawla Mr. Abhay Havaladar Mr. T.V. Mohandas Pai Mr. Vikram Limaye	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Public Interest Director MD & CEO
Risk Assessment and Review Committee	Mr. Dinesh Kanabar Ms. Sunita Sharma Mr. Naved Masood Mr. Vikram Limaye	Chairman- Public Interest Director Non- Executive- Shareholder Director Non- Executive- Shareholder Director MD & CEO

*(Handwritten signature)*

**III. Meeting of Board of Directors**



Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings in number of days
August 03, 2018 August 30, 2018	October 31, 2018	88

**IV. Meeting of Committees**

Committee Name	Date(s) of meeting of the committee in the previous quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	August 02, 2018 August 17, 2018	Yes	October 31, 2018	74
Nomination & Remuneration Committee (NRC)	N.A	Yes Yes	October 31, 2018	NA
Stakeholders Relationship Committee (SRC)	August 03, 2018	Yes	October 30, 2018	87
Risk Assessment and Review Committee (RARC)	N.A	NA	NA	NA

\*This information has to be mandatorily given for the audit committee. For rest of the committees, this information is given on a voluntary basis when the meetings are held in both the quarters.



<b>V. Related Party Transactions</b>		<b>Compliance status (Yes/No/NA)</b>
<b>Subject</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 Audit committee		Yes
<b>VI. Affirmations</b>		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b> 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>Yes</b> a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) 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> 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> 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here :		
The Compliance Report on Corporate Governance for the quarter ended September 30, 2018 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended December 31, 2018 will be placed before the Board of Directors at the ensuing Board Meeting.		
<b>Name and Designation :</b> <div style="display: flex; justify-content: space-between;"> <div style="text-align: center;">   <b>S. Madhavan</b>                      Company Secretary                 </div> <div style="text-align: center;">   <b>Yatrik Vin</b>                      Chief Financial Officer                 </div> </div>		
<b>Date : January 10, 2019</b>		