

ANNEX I

**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 : **September 30, 2019**

I. Composition of Board of Directors												
Title (Mr./Ms)	Name of the Director	PANŞ & 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 Directors hip 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.	Vikram Limaye	DIN:00488534	MD&CEO – Executive	July 17, 2017			-	September 22,1966	1	-	1-SRC	-
Mr.	Abhay Havaladar	DIN: 00118280	Shareholder Director- Non- Executive	June 13,2012	August 4, 2017		-	December 5,1961	2	1	1-SRC 1-Audit Committee	0
Mr.	Dinesh Kanabar®	DIN: 00003252	Public Interest Director – Non- Executive	July 13, 2016			39 months	September 28,1958	1	1	1-Audit Committee	1



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Mr.	Naved Masood @	DIN: 02126497	Public Interest Director – Non-Executive	July 13, 2016			39 months	February 14,1955	1	1	1-Audit Committee	0
Mr.	T.V. Mohandas Pai @	DIN: 00042167	Public Interest Director – Non-Executive	July 13, 2016			39 months	November 5,1958	2	1	1-SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	May 30,2012	August 3, 2018		-	March 4,1971	1	-	1-SRC	0
Ms.	Dharmishta Raval	DIN:02792246	Public Interest Director – Non-Executive	February 5,2016		August 31,2019	43 months	January 12,1956	-	-	-	0
Ms.	Sunita Sharma^	DIN:02949529	Shareholder Director- Non-Executive	October 19,2016	-		-	March 9,1959	2	-	1-SRC	1

Whether Regular chairperson appointed - No  
 Whether Chairperson is related to managing director or CEO – N.A

@ SEBI approvals are awaited for re-nomination of Public Interest Directors.  
 #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- 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.  
 ^The Shareholders, at the 27th Annual General Meeting held on August 2, 2019 had approved her re-appointment, subject to approval of SEBI. Application has been submitted to SEBI for re-appointment of Ms. Sunita Sharma as a Shareholder Director. SEBI approval awaited.  
 & 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.

Continuation Sheet





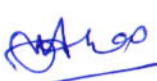
II. Composition of Committees					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. Dinesh Kanabar Mr. Naved Masood Mr. Abhay Havaladar	Chairman- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director	August 1,2016 November 09,2016 February 5, 2019	
2. Nomination & Remuneration Committee	Yes	Mr. Dinesh Kanabar Ms. Dharmishta Raval Mr. T.V. Mohandas Pai Mr.Naved Masood	Chairman- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director	August 1,2016 February 8,2019 November 09,2016 September 12,2019	August 31,2019
3. Risk Management Committee	Yes	Mr. Dinesh Kanabar Mr. T.V. Mohandas Pai Mr. Abhijit Sen	Chairman- Public Interest Director Non-Executive- Public Interest Director Independent External Person	August 1,2016 February 8,2019 February 8,2019	
4. Stakeholders Relationship Committee'	Yes	Mr. T.V. Mohandas Pai Mr. Prakash Parthasarathy Mr. Abhay Havaladar Mr. Vikram Limaye	Chairman- Public Interest Director Non-Executive- Shareholder Director Non-Executive- Shareholder Director MD & CEO-Executive	August 1,2016 February 8,2019 June 7,2017 August 4,2017	

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	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive (in number of days)
May 3, 2019		Yes	-	-	63
May 16, 2019	July 19, 2019	Yes	7	4	
	August 1, 2019	Yes	8	4	

IV. Meetings of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	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>					
-	Yes	3	2	May 2,2019	76
-	Yes	3	2	May 16, 2019	
August 1, 2019	Yes	3	2		



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<b>Nomination and Remuneration Committee</b>					
August 1, 2019	Yes	3	3	May 2,2019	90
<b>Stakeholder Relationship Committee</b>					
August 1, 2019	Yes	4	1	-	N.A
<b>Risk Management Committee</b>					
August 1, 2019	Yes	2#	2	May 3,2019	89
# Risk Management Committee comprises of 2 Independent Director (PID) and one independent external person as per SECC Regulations.					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b>	
				<i>refer note below</i>	
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	
<b>VI. Affirmations</b>					
<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 <b>Yes</b></p> <ul style="list-style-type: none"> <li>a. Audit Committee</li> <li>b. Nomination &amp; Remuneration Committee</li> <li>c. Stakeholders Relationship Committee</li> <li>d. Risk management committee (applicable to the top 100 listed entities)</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:</p> <p>The Compliance Report on Corporate Governance for the quarter ended June 30, 2019 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter and half year ended September 30, 2019 will be placed before the Board of Directors at the ensuing Board Meeting.</p>					
 <b>S. Madhavan</b> Company Secretary Date : October 9, 2019					

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