



**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: March 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	24 months	2	2-Audit Committee 2-SRC	2-SRC
Mr.	Vikram Limaye	DIN: 00488534	MD & CEO	17/0/2017	--	1	1- SRC	--



Mr.	Abhay Havaladar	DIN:00118280	Shareholder Director - Non-Executive	04/08/2017	--	1	1-SRC	0
Mr.	Dinesh Kanabar	DIN: 00003252	Public Interest Director - Non-Executive	13/07/2016	20 months	2	2- Audit Committee	2
Ms.	Anshula Kant	DIN: 06998644	Shareholder Director- Non-Executive	19/10/2016	--	1	1-Audit Committee	0
Mr.	Naved Masood	DIN: 02126497	Public Interest Director- Non-Executive	13/07/2016	20 months	1	1-Audit Committee	0
Mr.	T V Mohandas Pai	DIN: 00042167	Public Interest Director- Non-Executive	13/07/2016	20 months	2	1- SRC	0
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	16/09/2016	--	1	0	0
Ms.	Dharmishta Raval	DIN: 02792246	Public Interest Director- Non-Executive	05/02/2016	25 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.

2



\*\* The Independent director is Public Interest director under Regulation – 23 of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2012.

\*\*\* NSEIL is not a listed company, however it has been considered as a listed company for the purpose of preparing this report.

<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 Ms. Anshula Kant	Chairman- Public Interest Director Non- Executive- Public Interest Director Non-Executive- Public Interest Director Non- Executive- Shareholder 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

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
November 02, 2017 December 07, 2017 December 15, 2017	February 02, 2018 February 28, 2018	48



<b>IV. Meeting of Committees</b>				
<b>Committee Name</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days*</b>
Audit Committee	November 02 , 2017	Yes	February 02, 2018	91
Nomination & Remuneration Committee (NRC)	November 02, 2017 November 08, 2017	Yes Yes	February 02, 2018 March 28, 2018	85
Stakeholders Relationship Committee (SRC)	October 11, 2017 November 28, 2017	Yes	February 28, 2018 February 01, 2018 March 16, 2018	64
Risk Assessment and Review Committee (RARC)	NA	Yes	February 02, 2018	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>Subject</b>	<b>Compliance status (Yes/No/NA)</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



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 **Yes**
  - 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. **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 Board of Directors may be mentioned here :

The Compliance Report on Corporate Governance for the quarter ended December 31, 2016 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended March 31, 2017 will be placed before the Board of Directors at the ensuing Board Meeting.

Name and Designation :

**S. Madhavan**  
Company Secretary

Date : April 12, 2018

## 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 Regulations

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes



Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A
New name and the old name of the listed entity	N.A

23



## 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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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



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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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 NonExecutive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	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.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

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

Name and Designation:

S. Madhavan  
Company Secretary

Date: April 12, 2018