

**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 : **March 31, 2021**

<b>I. Composition of Board of Directors</b>												
Title (Mr./Ms)	Name of the Director	PAN\$ & 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 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)	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.	Girish Chandra Chaturvedi	DIN:00110996	Public Interest Director- Non-Executive Chairman	November 08, 2019	-	-	17 months	January 17, 1953	3	2	4	3
Mr.	Vikram Limaye	DIN:00488534	MD&CEO – Executive	July 17, 2017	-	-	-	September 22, 1966	1	-	1	-
Ms.	Anuradha Rao	DIN:07597195	Public Interest Director – Non-Executive	November 08, 2019	-	-	17 months	September 28, 1959	1	1	2	-

Mr.	K Narasimha Murthy	DIN: 00023046	Public Interest Director – Non-Executive	February 17, 2020	-	-	14 months	August 13, 1957	5	5	8	5
Mr.	S Sudarshan	DIN: 08636735	Public Interest Director – Non-Executive	February 17, 2020	-	-	14 months	November 30, 1965	1	1	-	-
Ms.	Mona Bhide	DIN: 05203026	Public Interest Director – Non-Executive	April 21, 2020	-	-	11 months	April 17, 1963	3	3	1	-
Mr.	Prakash Parthasarathy	DIN: 02011709	Shareholder Director- Non-Executive	May 30, 2012	August 3, 2018	-	-	March 4, 1971	1	-	1	-
Ms.	Sunita Sharma	DIN: 02949529	Shareholder Director- Non-Executive	October 19, 2016	August 2, 2019	-	-	March 9, 1959	2	-	3	1

Whether Regular chairperson appointed – YES

Whether Chairperson is related to managing director or CEO – No

§PAN number 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

\*The Independent director is Public Interest director under Regulation- 2(1) (o) of Securities Contract (Regulation) (Stock Exchange and Clearing Corporation) Regulations, 2018.

\*\* 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.

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

## II. Composition of Committees

Name of Committee	Whether Regular chairperson	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Mr. K Narasimha Murthy Mr. Girish Chandra Chaturvedi Ms. Anuradha Rao Ms. Sunita Sharma	Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Shareholder Director	February 22, 2020 November 06, 2020 February 22, 2020 September 26, 2020	
2. Nomination & Remuneration Committee	Yes	Ms. Anuradha Rao Mr. Girish Chandra Chaturvedi Prof S Sudarshan	Chairperson- Non-Executive- Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director	February 22, 2020 February 22, 2020 February 22, 2020	
3. Risk Management Committee	Yes	Ms. Mona Bhide Prof. S Sudarshan Mr. K Narasimha Murthy Mr. Abhijit Sen	Chairperson- Non-Executive-Public Interest Director Non-Executive- Public Interest Director Non-Executive- Public Interest Director Independent External Person	April 22, 2020 February 22, 2020 September 26, 2020 February 8, 2019	
4. Stakeholders Relationship Committee	Yes	Mr. Girish Chandra Chaturvedi Mr. Vikram Limaye Mr. Prakash Parthasarathy Ms. Sunita Sharma	Chairperson - Non-Executive- Public Interest Director MD & CEO-Executive Non-Executive- Shareholder Director Non-Executive- Shareholder Director	September 26, 2020 August 4, 2017 February 8, 2019 February 22, 2020	

<b>III. Meeting of Board of Directors</b>					
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)
October 05, 2020	February 05, 2021	Yes	8	5	90
November 06, 2020	March 17, 2021	Yes	8	5	
<b>IV. Meetings of Committees</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met</i>	<i>Number of Directors present</i>	<i>Number of independent directors present</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days</i>
<b>Audit Committee</b>					
February 04, 2021	Yes	4	3	November 05, 2020	90
March 17, 2021	Yes	4	3		
<b>Nomination and Remuneration Committee</b>					
February 04, 2021	Yes	3	3	November 05, 2020	55
March 30, 2021	Yes	3	3	December 10, 2020	
<b>Stakeholders Relationship Committee</b>					
February 04, 2021	Yes	4	1	November 05, 2020	90
<b>Risk Management Committee</b>					
February 04, 2021	Yes	3#	3	November 05, 2020	90
# Risk Management Committee comprises of 3 PID's (Independent Directors) 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	

**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 500 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 the board of directors may be mentioned here:

The Compliance Report on Corporate Governance for the quarter ended December 31, 2020 was placed before the Board of Directors of the Company. The Compliance Report on Corporate Governance for the quarter ended March 31, 2021 will be placed before the Board of Directors at the ensuing Board Meeting.

Sd/-

**Rohit Gupte**  
**Company Secretary**  
**Date : April 13, 2021**

Sd/-

**Yatrik Vin**  
**Chief Financial Officer**  
**Date : April 13, 2021**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	YES	<a href="https://www.nseindia.com/">https://www.nseindia.com/</a>
b) Terms and conditions of appointment of independent directors	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
c) Composition of various committees of board of directors	YES	<a href="https://www.nseindia.com/">https://www.nseindia.com/</a>
d) Code of conduct of board of directors and senior management personnel	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
f) Criteria of making payments to non-executive directors	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
g) Policy on dealing with related party transactions	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
h) Policy for determining 'material' subsidiaries	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
i) Details of familiarization programmes imparted to independent directors	YES	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>
j) Email address for grievance redressal and other relevant details	YES	<a href="https://www.nseindia.com/i">https://www.nseindia.com/i</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	<a href="https://www.nseindia.com/investor-relations/company-">https://www.nseindia.com/investor-relations/company-</a>
l) Financial results	YES	<a href="https://www.nseindia.com/i">https://www.nseindia.com/i</a>
m) Shareholding pattern	YES	<a href="https://www.nseindia.com/i">https://www.nseindia.com/i</a>
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 made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
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	<a href="https://www.nseindia.com/national-stock-">https://www.nseindia.com/national-stock-</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.nseindia.com/investor-">https://www.nseindia.com/investor-</a>
b) Materiality Policy as per Regulation 30	NA	
c) Dividend Distribution policy as per Regulation 43A (as applicable)	Yes	<a href="https://archives.nseindia.co">https://archives.nseindia.co</a>

*It is certified that these contents on the website of the listed entity are correct.*

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	YES
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	YES
<i>Meeting of board of directors</i>	17(2)	YES
<i>Quorum of board meeting</i>	17(2A)	YES
<i>Review of Compliance Reports</i>	17(3)	YES
<i>Plans for orderly succession for appointments</i>	17(4)	YES
<i>Code of Conduct</i>	17(5)	YES
<i>Fees/compensation</i>	17(6)	YES
<i>Minimum Information</i>	17(7)	YES
<i>Compliance Certificate</i>	17(8)	YES
<i>Risk Assessment &amp; Management</i>	17(9)	YES
<i>Performance Evaluation of Independent Directors</i>	17(10)	YES
<i>Recommendation of board</i>	17(11)	YES
<i>Maximum number of directorship</i>	17A	YES
<i>Composition of Audit Committee</i>	18(1)	YES
<i>Meeting of Audit Committee</i>	18(2)	YES
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	YES
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	YES
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	YES
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	YES

<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	YES
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	YES
<i>Meeting of Risk Management Committee</i>	21(3A)	YES
<i>Vigil Mechanism</i>	22	YES
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	YES
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	YES
<i>Approval for material related party transactions</i>	23(4)	NA
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	YES
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	YES
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	YES
<i>Annual Secretarial Compliance Report</i>	24(A)	YES
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	YES
<i>Meeting of independent directors</i>	25(3) & (4)	YES
<i>Familiarization of independent directors</i>	25(7)	YES
<i>Declaration from Independent Director</i>	25(8) & (9)	YES
<i>Directors and Officers insurance</i>	25(10)	YES
<i>Memberships in Committees</i>	26(1)	YES
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	YES
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	YES
<i>Policy with respect to Obligations of directors and senior management</i>	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 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 13, 2021**