

## Corporate Governance Report

1. Name of Listed Entity: **BSE Limited**
2. Quarter ended : **December 31, 2018**

| <b>I. Composition of Board of Directors</b> |                             |                                     |   |  |               |   |   |   |
|---|-----------------------------|-------------------------------------|---|--|---------------|---|---|---|
| <b>Title</b>                                | <b>Name of the Director</b> | <b>PAN &amp; DIN</b>                | <b>Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)</b>       | <b>Date of appointment in the current terms/ cessation</b> | <b>Tenure</b> | <b>No. of Directors hip in listed entities including this entity (Refer Regulation 25(1) of Listing Regulation)</b> | <b>Number of memberships in Audit/ Stakeholder Committee( s) including this entity (Refer Regulation 26(1) of Listing Regulations )</b> | <b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b> |
| Shri  | S. Ravi                     | PAN:<br>ABEPR9526M<br>DIN:00009790  | <b>Chairman /</b><br>Public Interest<br>Director<br>(Non-Executive/<br>Independent) | 05-02-2016   | 3 Years       | 2   | 4   | 2   |
| Shri  | Ashishkumar<br>Chauhan      | PAN:<br>AAAPC3435H<br>DIN:00898469  | MD & CEO<br>(Executive)   | Appointment<br>02-11-2012<br>Reappointment<br>02-11-2017   | -             | 1   | 1   | 0   |
| Justice                                     | Vikramajit Sen              | PAN:<br>ABAPS5829G<br>DIN: 00866743 | Public Interest<br>Director<br>(Non-Executive/<br>Independent)                      | 19-05-2016   | 3 Years       | 2   | 0   | 0   |

|      |                       |                                     |  |            |         |   |   |   |
|------|-----------------------|-------------------------------------|--|------------|---------|---|---|---|
| Shri | Sumit Bose            | PAN:<br>AAYPB9260F<br>DIN: 03340616 | Public Interest<br>Director<br>(Non-Executive/<br>Independent) | 19-05-2016 | 3 Years | 4 | 2 | 3 |
| Shri | S. S. Mundra          | PAN:<br>ABHPM0762H<br>DIN: 00979731 | Public Interest<br>Director<br>(Non-Executive/<br>Independent) | 17-01-2018 | 3 Years | 2 | 2 | 1 |
| Shri | David Wright          | PAN: NA<br>DIN:08064288             | Public Interest<br>Director<br>(Non-Executive/<br>Independent) | 16-03-2018 | 3 Years | 1 | 0 | 0 |
| Dr.  | Sriprakash<br>Kothari | PAN: NA<br>DIN:06824003             | Shareholder<br>Director<br>(Non-executive<br>Director)         | 04-09-2015 | -       | 1 | 0 | 0 |
| Smt. | Usha Sangwan          | PAN:<br>AAKPS4806L<br>DIN:02609263  | Shareholder<br>Director<br>(Non-executive<br>Director )        | 04-09-2015 | -       | 3 | 0 | 0 |
| Smt. | Rajeshree<br>Sabnavis | PAN:<br>AAAPR9513P<br>DIN:06731853  | Shareholder<br>Director<br>(Non-executive<br>Director)         | 04-09-2015 | -       | 1 | 1 | 2 |



| <b>II. Composition of Committees</b>                      |                                  |                            |   |
|---|----------------------------------|----------------------------|---|
| <b>Name of Committee</b>                                  | <b>Name of Committee Members</b> | <b>Date of appointment</b> | <b>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)</b> |
| 1. Audit Committee  | Shri Sumit Bose                  | 11-07-2017                 | <b>Non-Executive Independent Director – Chairman of the Committee</b>         |
|   | Shri S. Ravi                     | 22-04-2016                 | <b>Non-Executive Independent Director</b>                                     |
|   | Shri S. S. Mundra                | 03-02-2018                 | <b>Non-Executive Independent Director</b>                                     |
|   | Smt. Rajeshree Sabnavis          | 25-04-2018                 | <b>Non-Executive Director</b>   |
| 2. Nomination & Remuneration Committee                    | Shri S. S. Mundra                | 24-01-2018                 | <b>Non-Executive Independent Director – Chairman of the Committee</b>         |
|   | Shri Sumit Bose                  | 24-01-2018                 | <b>Non-Executive Independent Director</b>                                     |
|   | Shri S. Ravi                     | 07-07-2017                 | <b>Non-Executive Independent Director</b>                                     |
|   | Shri David Wright                | 25-04-2018                 | <b>Non-Executive Independent Director</b>                                     |
|   | Dr. Sriprakash Kothari           | 07-07-2018                 | <b>Non-Executive Director</b>   |
| 3. Stakeholders' Relationship / Share Allotment Committee | Smt. Rajeshree Sabnavis          | 27-11-2015                 | <b>Non-Executive Director – Chairperson of the Committee</b>                  |
|   | Shri S. S. Mundra                | 25-04-2018                 | <b>Non-Executive Independent Director</b>                                     |
|   | Shri Ashishkumar Chauhan         | 21-05-2013                 | <b>Executive Director</b>   |
|   | Smt. Usha Sangwan                | 11-07-2017                 | <b>Non-Executive Director</b>   |

|  |                          |            |  |
|--|--------------------------|------------|--|
| 4. Risk Management Committee                 | Smt. Usha Sangwan        | 11-07-2017 | <b>Non-Executive Director – Chairperson of the Committee</b> |
|  | Shri S. Ravi             | 22-04-2016 | <b>Non-Executive Independent Director</b>                    |
|  | Shri David Wright        | 24-04-2018 | <b>Non-Executive Independent Director</b>                    |
|  | Shri Ashishkumar Chauhan | 11-07-2017 | <b>Executive Director</b>                                    |
|  | Dr. Sriprakash Kothari   | 24-04-2018 | <b>Non-Executive Director</b>                                |
| 5. Corporate Social Responsibility Committee | Justice Vikramajit Sen   | 11-07-2017 | <b>Non-Executive Director – Chairperson of the Committee</b> |
|  | Shri Ashishkumar Chauhan | 11-07-2017 | <b>Executive Director</b>                                    |
|  | Shri S. Ravi             | 24-01-2018 | <b>Non-Executive Independent Director</b>                    |
|  | Shri Usha Sangwan        | 11-07-2017 | <b>Non-Executive Independent Director</b>                    |

### III. Meeting of Board of Directors

| <b>Date(s) of Meeting (if any) in the previous Quarter (September 30, 2018)</b> | <b>Date(s) of Meeting (if any) in the relevant Quarter (December 31, 2018)</b> | <b>Maximum gap between any two consecutive meetings in number of days</b> |
|---|--|---|
| August 3, 2018  | November 2, 2018   | 90  |
|   | November 30, 2018  | 27  |
|   |  |   |

### IV. Meeting of Audit Committee

| <b>Date(s) of meeting of Audit committee in the relevant quarter (December 31, 2018)</b> | <b>Whether requirement of Quorum met (details)</b>                              | <b>Date of meeting of Audit committee in the previous quarter (September 30, 2018)</b> | <b>Maximum gap between any two consecutive meetings in number of days</b> |
|--|---|--|---|
| November 2, 2018   | Shri Sumit Bose<br>Shri S. Ravi<br>Shri S. S. Mundra<br>Smt. Rajeshree Sabnavis | August 3, 2018   | 90  |

| <b>IV. Meeting of Nomination &amp; Remuneration Committee</b>   |  |  |   |
|---|--|--|---|
| <b>Date of meeting of Nomination &amp; Remuneration committee in the relevant quarter (December 31, 2018)</b> | <b>Whether requirement of Quorum met (details)</b>   | <b>Date of meeting of Nomination &amp; Remuneration committee in the previous quarter (September 30, 2018)</b> | <b>Maximum gap between any two consecutive meetings in number of days</b> |
| November 1, 2018  | Shri S. S. Mundra<br>Shri S. Ravi<br>Shri Sumit Bose<br>Shri David Wright<br>Dr. S. P. Kothari | NA   | NA  |
| November 30, 2018   |  |  | 28  |

| <b>IV. Meeting of Stakeholders' Relationship Committee/Share Allotment Committee</b>  |  |  |   |
|---|--|--|---|
| <b>Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the relevant quarter (September 30, 2018)</b> | <b>Whether requirement of Quorum met (details)</b> | <b>Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the previous quarter (June 30, 2018)</b> | <b>Maximum gap between any two consecutive meetings in number of days</b> |
| NA  | -  | NA   | NA  |

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**IV. Meeting of Risk Management Committee**

| Date of meeting of Risk Management committee in the relevant quarter (December 31, 2018) | Whether requirement of Quorum met (details)   | Date of meeting of Risk Management committee in the previous quarter (September 30, 2018) | Maximum gap between any two consecutive meetings in number of day |
|--|---|---|---|
| November 2, 2018   | Smt. Usha Sangwan<br>Shri S. Ravi<br>Shri David Wright<br>Dr. S. P. Kothari<br>Shri Ashishkumar Chauhan | August 3, 2018  | 90  |

**V. Related Party Transactions**

| Subject  | Compliance status (Yes/No/NA) |
|--|-------------------------------|
| Whether prior approval of audit committee obtained   | YES                           |
| Whether shareholder approval obtained for material RPT   | NA                            |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                            |

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders' relationship/Share Allotment 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.
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.
5. This report and/or the report submitted as on September 30, 2018 has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: **Nil**



 **Prajakta Powle**  
**Company Secretary & Compliance Officer**

**Date: January 15, 2019**