

## Corporate Governance Report

1. Name of Listed Entity: **BSE Limited**
2. Quarter ended: **June 30, 2019**

<b>I. Composition of Board of Directors</b>								
Title	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Date of appointment in the current terms/ cessation	Tenure	No. of Directors hip in listed entities including this entity (Refer Regulation 25(1) of Listing Regulation)	Number of memberships in Audit/ Stakeholder Committee(s) including this 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)
Justice	Vikramajit Sen	PAN: ABAPS5829G	Public Interest Director (Non-Executive/ Independent)	Appointment 19-05-2016	3 Years	2	0	0
		DIN: 00866743		Reappointment 19-05- 2019				
Shri	Ashishkumar Chauhan	PAN: AAAPC3435H	MD & CEO (Executive)	Appointment 02-11-2012	5 Years	1	1	0
		DIN:00898469		Reappointment 02-11-2017				
Shri	Sumit Bose	PAN: AAYPB9260F	Public Interest Director (Non-Executive/ Independent)	Appointment 19-05-2016	3 Years	4	2	3
		DIN: 03340616		Reappointment 19-05-2019				



Title	Name of the Director	PAN & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee)	Date of appointment in the current terms/ cessation	Tenure	No. of Directorship in listed entities including this entity (Refer Regulation 25(1) of Listing Regulation)	Number of memberships in Audit/ Stakeholder Committee(s) including this 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)
Shri	S. S. Mundra	PAN: ABHPM0762H DIN: 00979731	Public Interest Director (Non-Executive/ Independent)	17-01-2018	3 Years	2	3	2
Shri	David Wright	PAN: NA DIN:08064288	Public Interest Director (Non-Executive/ Independent)	16-03-2018	3 Years	1	0	0
Shri	Umakant Jayaram	PAN: ADBPJ4930E DIN:08334815	Public Interest Director (Non-Executive/ Independent)	04-02-2019	3 Years	1	1	0
Su. Shree	Jayshree Vyas	PAN: ACAPV6659C DIN: 00584392	Public Interest Director (Non-Executive/ Independent)	25-04-2019	3 Years	2	2	0
Smt.	Usha Sangwan	PAN: AAKPS4806L DIN:02609263	Shareholder Director (Non-executive Director)	04-09-2015	-	3	1	1
Smt.	Rajeshree Sabnavis	PAN: AAAPR9513P DIN:06731853	Shareholder Director (Non-executive Director)	04-09-2015	-	1	0	1



<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. S. Mundra	03-02-2018	<b>Non-Executive Independent Director</b>
	Shri Umakant Jayaram	22-02-2019	<b>Non-Executive Independent Director</b>
	Smt. Usha Sangwan	17-01-2019	<b>Non-Executive Director</b>
	Su. Shree Jayshree Vyas	15-05-2019	<b>Non-Executive Independent Director</b>
2. Nomination & Remuneration Committee	Shri S. S. Mundra	24-01-2018	<b>Non-Executive Independent Director – Chairman of the Committee</b>
	Shri David Wright	25-04-2018	<b>Non-Executive Independent Director</b>
	Shri Umakant Jayaram	22-02-2019	<b>Non-Executive Independent Director</b>
	Su. Shree Jayshree Vyas	15-05-2019	<b>Non-Executive Independent Director</b>
3. Stakeholders' Relationship / Share Allotment Committee	Smt. Usha Sangwan	11-07-2017	<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>
	Su. Shree Jayshree Vyas	15-05-2019	<b>Non-Executive Independent Director</b>





4. Risk Management Committee	Shri David Wright	24-04-2018	<b>Non-Executive Independent Director – Chairperson of the Committee</b>
	Shri S. S. Mundra	17-01-2019	<b>Non-Executive Independent Director</b>
	Justice Vikramajit Sen	17-01-2019	<b>Non-Executive Independent Director</b>
	Shri Sumit Bose	17-01-2019	<b>Non-Executive Independent Director</b>
	Shri Umakant Jayaram	22-02-2019	<b>Non-Executive Independent Director</b>
	Su. Shree Jayshree Vyas	15-05-2019	<b>Non-Executive Independent Director</b>
5. Corporate Social Responsibility Committee	Su. Shree Jayshree Vyas	15-05-2019	<b>Non-Executive Independent Director – Chairperson of the Committee</b>
	Shri Umakant Jayaram	22-02-2019	<b>Non-Executive Independent Director</b>
	Smt. Rajshree Sabnavis	17-01-2019	<b>Non-Executive Director</b>
	Shri Ashishkumar Chauhan	11-07-2017	<b>Executive Director</b>

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous Quarter (March 31, 2019)	Date(s) of Meeting (if any) in the relevant Quarter (June 30, 2019)	Maximum gap between any two consecutive meetings in number of days
January 15, 2019	May 7, 2019	16 days
February 1, 2019		94 days

### IV. Meeting of Audit Committee

Date(s) of meeting of Audit committee in the relevant quarter (June 30, 2019)	Whether requirement of Quorum met (details)	Date of meeting of Audit committee in the previous quarter ( March 31, 2019)	Maximum gap between any two consecutive meetings in number of days
May 7, 2019	Shri Sumit Bose Shri Umakant Jayaram Shri S. S. Mundra	February 1, 2019	94 days



<b>IV. Meeting of Nomination &amp; Remuneration Committee</b>			
<b>Date of meeting of Nomination &amp; Remuneration committee in the relevant quarter (June 30, 2019)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date of meeting of Nomination &amp; Remuneration committee in the previous quarter (March 31, 2019)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
May 6, 2019	Shri S. S. Mundra	January 15, 2019	110 days
	Shri David Wright		
	Shri Umakant Jayaram		

<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 (June 30, 2019)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the previous quarter (March 31, 2019)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
May 6, 2019	Shri S. S. Mundra	NA	NA
	Shri Ashishkumar Chauhan		



**IV. Meeting of Risk Management Committee**

Date of meeting of Risk Management committee in the relevant quarter (June 30, 2019)	Whether requirement of Quorum met (details)	Date of meeting of Risk Management committee in the previous quarter (March 31, 2019)	Maximum gap between any two consecutive meetings in number of days
May 6, 2019	Shri David Wright	February 1, 2019	93 days
	Shri S. S. Mundra		
	Justice Vikramajit Sen		
	Shri Sumit Bose		
	Shri Umakant Jayaram		

**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 March 31, 2019 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: July 11, 2019**