

Public



Date: October 11, 2018

To,  
Listing Department  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1  
G Block, Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051

**Scrip Code:** BSE

**ISIN:** INE118H01025

Dear Sir/Madam,

**Sub: Corporate Governance Report under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Corporate Governance report of the Company for quarter and half year ended September 30, 2018.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

**For BSE Limited**

**Prajakta Powle**  
Company Secretary & Compliance Officer

Encl: a/a

## Corporate Governance Report

1. Name of Listed Entity: **BSE Limited**
2. Quarter ended : **30<sup>th</sup> September, 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: ABEPR9526M DIN:00009790	<b>Chairman /</b> Public Interest Director (Non-Executive/ Independent)	05-02-2016	3 Years	2	4	3
Shri	Ashishkumar Chauhan	PAN: AAAPC3435H DIN:00898469	MD & CEO (Executive)	Appointment 02-11-2012 Reappointment 02-11-2017	-	1	1	0
Justice	Vikramajit Sen	PAN: ABAPS5829G DIN: 00866743	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	2	0	0



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Shri	Sumit Bose	PAN: AAYPB9260F DIN: 03340616	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	4	2	3
Shri	S. S. Mundra	PAN: ABHPM0762H DIN: 00979731	Public Interest Director (Non-Executive/ Independent)	17-01-2018	3 Years	2	2	0
Shri	David Wright	PAN: NA DIN:08064288	Public Interest Director (Non-Executive/ Independent)	16-03-2018	3 Years	1	0	0
Dr.	Sriprakash Kothari	PAN: NA DIN:06824003	Shareholder Director (Non-executive Director)	04-09-2015	-	1	0	0
Smt.	Usha Sangwan	PAN: AAKPS4806L DIN:02609263	Shareholder Director (Non-executive Director )	04-09-2015	-	5	1	0
Smt.	Rajeshree Sabnavis	PAN: AAAPR9513P DIN:06731853	Shareholder Director (Non-executive 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>Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)</b>
1. Audit Committee	Shri Sumit Bose	<b>Non-Executive Independent Director – Chairman of the Committee</b>
	Shri S. Ravi	<b>Non-Executive Independent Director</b>
	Shri S. S. Mundra	<b>Non-Executive Independent Director</b>
	Smt. Rajeshree Sabnavis	<b>Non-Executive Director</b>
2. Nomination & Remuneration Committee	Shri S. S. Mundra	<b>Non-Executive Independent Director – Chairman of the Committee</b>
	Shri Sumit Bose	<b>Non-Executive Independent Director</b>
	Shri S. Ravi	<b>Non-Executive Independent Director</b>
	Shri David Wright	<b>Non-Executive Independent Director</b>
	Dr. Sriprakash Kothari	<b>Non-Executive Director</b>
3. Stakeholders' Relationship / Share Allotment Committee	Smt. Rajeshree Sabnavis	<b>Non-Executive Director – Chairperson of the Committee</b>
	Shri S. S. Mundra	<b>Non-Executive Independent Director</b>
	Shri Ashishkumar Chauhan	<b>Executive Director</b>
	Smt. Usha Sangwan	<b>Non-Executive Director</b>
4. Risk Management Committee	Smt. Usha Sangwan	<b>Non-Executive Director – Chairperson of the Committee</b>
	Shri S. Ravi	<b>Non-Executive Independent Director</b>
	Shri David Wright	<b>Non-Executive Independent Director</b>
	Shri Ashishkumar Chauhan	<b>Executive Director</b>
	Dr. Sriprakash Kothari	<b>Non-Executive Director</b>



<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous Quarter (June 30, 2018)</b>	<b>Date(s) of Meeting (if any) in the relevant Quarter (September 30, 2018)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
April 21, 2018		12
May 4, 2018	August 3, 2018	90

<b>IV. Meeting of Audit Committee</b>			
<b>Date(s) of meeting of Audit committee in the relevant quarter (September 30, 2018)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date of meeting of Audit committee in the previous quarter (June 30, 2018)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
August 3, 2018	Shri Sumit Bose	May 4, 2018	90
	Shri S. Ravi		
	Shri S. S. Mundra		
	Smt. Rajeshree Sabnavis		

<b>IV. Meeting of Nomination &amp; Remuneration Committee</b>			
<b>Date of meeting of Nomination &amp; Remuneration committee in the relevant quarter (September 30, 2018)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date of meeting of Nomination &amp; Remuneration committee in the previous quarter (June 30, 2018)</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
NA	-	May 4, 2018	NA



<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	-	May 4, 2018	NA

<b>IV. Meeting of Risk Management Committee</b>			
<b>Date of meeting of Risk Management committee in the relevant quarter (September 30, 2018)</b>	<b>Whether requirement of Quorum met (details)</b>	<b>Date of meeting of Risk Management committee in the previous quarter (June 30, 2018)</b>	<b>Maximum gap between any two consecutive meetings in number of day</b>
August 3, 2018	Shri S. Ravi Shri David Wright Shri Ashishkumar Chauhan	May 4, 2018	90

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	<b>YES</b>
Whether shareholder approval obtained for material RPT	<b>NA</b>
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	<b>NA</b>



## 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 June 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: October 11, 2018**



## ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months after end of financial year along with second quarter report of next financial year**

<b>I Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes.
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b>		
<p>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.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here.</p>		
 <b>Prajakta Powle</b> <b>Company Secretary &amp; Compliance Officer</b>		
<b>Date: October 11, 2018</b>		