

Date: January 10, 2018

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th 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 ended December 31, 2017.

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 : **December 31, 2017**

I. Composition of Board of Directors								
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 entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Shri	S. Ravi*	PAN: ABEPR9526M DIN:00009790	Chairman/ Public Interest Director (Non-Executive/ Independent)	05-02-2016	3 Years	3	5	5
Shri	Dhirendra Swarup**	PAN: AAYPS1878A DIN:02878434	Public Interest Director (Independent)	Appointment 03-11-2014 Cessation 02-11-2017	3 Years	3	3	2
Shri	Ashishkumar Chauhan	PAN: AAAPC3435H DIN:00898469	MD & CEO (Executive)	Appointment 02-11-2012 Reappointment 02-11-2017	5 Years	1	1	0



Dr.	K Kasturirangan	PAN: AFQPK2917M DIN:01749241	Public Interest Director (Non-Executive/ Independent)	23-01-2015	3 Years	1	0	0
Shri	Sumit Bose	PAN: AAYPB9260F DIN: 03340616	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	4	3	3
Justice	Vikramajit Sen	PAN: ABAPS5829G DIN: 00866743	Public Interest Director (Non-Executive/ Independent)	19-05-2016	3 Years	2	1	0
Smt.	Usha Sangwan	PAN: AAKPS4806L DIN:02609263	Shareholder Director (Non-executive Director)	04-09-2015	-	5	2	0
Dr.	Sriprakash Kothari	PAN: NA DIN:06824003	Shareholder Director (Non-executive Director)	04-09-2015	-	1	1	0
Shri	Roland Schwinn	PAN: NA DIN:07728316	Shareholder Director (Non-executive Director)	13-06-2017	-	1	0	0
Smt.	Rajeshree Sabnavis	PAN: AAAPR9513P DIN:06731853	Shareholder Director (Non-executive Director)	04-09-2015	-	1	0	2

*Shri S. Ravi, Public Interest Director appointed as Chairman of the Board of Directors of the Company w.e.f. November 13, 2017

**Shri Dharendra Swarup ceased to be Public Interest Director and Chairman w.e.f. November 2, 2017



II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee)
1. Audit Committee	Shri Sumit Bose	Non-Executive Independent Director – Chairman of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Justice Vikramajit Sen	Non-Executive Independent Director
	Dr. Sriprakash Kothari	Non-Executive Director
2. Nomination & Remuneration Committee	Dr. K Kasturirangan	Non-Executive Independent Director – Chairman of the Committee
	Shri S. Ravi	Non-Executive Independent Director
	Dr. Sriprakash Kothari	Non-Executive Director
	Shri Roland Schwinn	Non-Executive Director
3. Stakeholders' Relationship / Share Allotment Committee	Smt. Rajeshree Sabnavis	Non-Executive Director – Chairperson of the Committee
	Shri Ashishkumar Chauhan	Executive Director
	Shri S. Ravi	Non-Executive Independent Director
	Smt. Usha Sangwan	Non-Executive Director
4. Risk Management Committee	Smt. Usha Sangwan	Non-Executive Director – Chairperson of the Committee
	Shri Ashishkumar Chauhan	Executive Director
	Shri S. Ravi	Non-Executive Independent Director
	Shri Sumit Bose	Non-Executive Independent Director
	Shri Roland Schwinn	Non-Executive Director



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous Quarter (September 30, 2017)	Date(s) of Meeting (if any) in the relevant Quarter (December 31, 2017)	Maximum gap between any two consecutive meetings in number of days
September 4, 2017	November 3, 2017	59 days
August 3, 2017		
July 7, 2017		

IV. Meeting of Audit Committee			
Date(s) of meeting of Audit committee in the relevant quarter (December 31, 2017)	Whether requirement of Quorum met (details)	Date of meeting of Audit committee in the previous quarter (September 30, 2017)	Maximum gap between any two consecutive meetings in number of days
November 3, 2017	Shri Sumit Bose Shri S. Ravi Justice Vikramajit Sen Dr. Sriprakash Kothari	August 2, 2017	92 days

IV. Meeting of Nomination & Remuneration Committee			
Date of meeting of Nomination & Remuneration committee in the relevant quarter (December 31, 2017)	Whether requirement of Quorum met (details)	Date of meeting of Nomination & Remuneration committee in the previous quarter (September 30, 2017)	Maximum gap between any two consecutive meetings in number of days
NIL		July 7, 2017 July 29, 2017 August 2, 2017 September 4, 2017	NA



IV. Meeting of Risk Management Committee			
Date of meeting of Risk Management committee in the relevant quarter (December 31, 2017)	Whether requirement of Quorum met (details)	Date of meeting of Risk Management committee in the previous quarter (September 30, 2017)	Maximum gap between any two consecutive meetings in number of day
November 3, 2017	Smt. Usha Sangwan Shri Ashishkumar Chauhan Shri Sumit Bose Shri Roland Schwinn	NIL	NA

IV. Meeting of Stakeholders' Relationship Committee/Share Allotment Committee			
Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the relevant quarter (December 31, 2017)	Whether requirement of Quorum met (details)	Date of meeting of Stakeholders' Relationship Committee/Share Allotment Committee in the previous quarter (September 30, 2017)	Maximum gap between any two consecutive meetings in number of days
November 3, 2017	Smt. Rajeshree Sabnavis Shri Ashishkumar Chauhan Shri S. Ravi	August 3, 2017	93 Days



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	YES

VI. Affirmations
<ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> 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, 2017 has been placed before Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: Nil



Prajakta Powle
Company Secretary and Compliance officer
Date: January 10, 2018

