

| 1. Name of Entity: Metropolitan Stock Exchange of India Limited (Unlisted - considered as listed for this report) |   |  |  |                                |                        |                             |                          |                    |   |   |  |   |
|---|---|--|--|--------------------------------|------------------------|-----------------------------|--------------------------|--------------------|---|---|--|---|
| 2. Quarter ending : March 31, 2023  |   |  |  |                                |                        |                             |                          |                    |   |   |  |   |
| I. Composition of Board of Directors  |   |  |  |                                |                        |                             |                          |                    |   |   |  |   |
| Title<br>(Mr. /<br>Ms/Mr<br>s.)   | Name of the<br>Director                       | PAN & DIN \$   | Category<br>(Chairperson/Executiv<br>e/Non-<br>Executive/independen<br>t/Nominee & | Initial Date of<br>Appointment | Date of Re-appointment | Date<br>of<br>Cessati<br>on | Tenure*                  | Date of Birth      | No of<br>Directorship<br>in listed<br>entities<br>including this<br>listed entity<br>(Refer<br>Regulation<br>17A(1) of<br>Listing<br>Regulations) | No of<br>Independent<br>Directorship in<br>listed entities<br>including this<br>listed entity<br>(Refer Proviso<br>of Regulation<br>17A(1) of Listing<br>Regulations) | Number of<br>memberships in<br>Audit/<br>Stakeholder<br>Committee(s)<br>including this<br>listed entity<br>(Refer<br>Regulation 26(1)<br>of Listing<br>Regulations)# | No of post of<br>Chairperson in<br>Audit/<br>Stakeholder<br>Committee held<br>in listed entities<br>including this<br>listed entity<br>(Refer Regulation<br>26(1) of Listing<br>Regulations)# |
| Mr.   | Sonti Venkata<br>Durga<br>Nageswara Rao<br>** | PAN: AJSPS2902G<br>DIN: 02105323   | Public Interest & Non-<br>Executive Director -<br>Chairman                         | October 04<br>2018             | October 04, 2021       | —                           | 53 months<br>and 28 days | January 12<br>1967 | 1   | 1   | 2  | 0   |
| Mr.   | Ajai Kumar                                    | PAN:AILPK2079C<br>DIN: 02446976  | Public Interest & Non-<br>Executive Director                                       | April 5 2017                   | October 23 2020        | —                           | 29 months<br>and 9 days  | June 26 1953       | 3   | 3   | 2  | 1   |
| Ms.   | Trishna Guha                                  | PAN: ACWPG2765L<br>DIN: 08200779   | Public Interest & Non-<br>Executive Director<br>(Woman)                            | October 04<br>2018             | October 04, 2021       | —                           | 53 months<br>and 28 days | August 21<br>1957  | 2   | 2   | 3  | 0   |
| Mr.   | Raghunathan<br>Srinivasa **                   | PAN:AFBPR2646M<br>DIN: 07615088  | Shareholder Director<br>Non- Executive<br>Director                                 | January 6 2022                 | —                      | Februa<br>ry 01,<br>2023    | 12 months 26<br>days     | April 21,<br>1959  | NA  | NA  | NA   | NA  |
| Ms.   | Latika S. Kundu                               | PAN:AHCPK0733B<br>DIN:08561873   | Executive Director -<br>MD & CEO   | March 12 2020                  | —                      | —                           | 36 months<br>and 20 days | June 01 1970       | 1   | 0   | 1  | 0   |
|   |   | 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.<br>&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.<br># In order to comply with Regulation 33 of SECC Regulations inter alia mandates every recognized stock exchange to comply mutatis mutandis with the disclosure and corporate governance norms as specified for listed companies , the Exchange here has been considered as a listed entity.<br>*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 coolong off period.<br>** Mr. Raghunathan Srinivasa ceased to be a director w.e.f. February 01, 2023 |  |                                |                        |                             |                          |                    |   |   |  |   |

| II. Composition of Committees   |   |  |   |   |  |
|---|---|--|---|---|--|
| Name of Committee   | Whether Regular chairperson appointed               | Name of Committee members                                      | Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$   | Date of Appointment                                 | Date of Cessation  |
| 1. Audit Committee  | Yes   | Mr. Ajai Kumar<br>Ms. Trishna Guha<br>Mr. S.V.D. Nageswara Rao | Chairman-Non-Executive - Public Interest Director<br>Non-Executive - Public Interest Director<br>Non-Executive - Public Interest Director   | 11/11/2020<br>02/11/2018<br>02/11/2018              | —  |
| 2. Nomination & Remuneration Committee  | Yes   | Mr. Ajai Kumar<br>Mr. S.V.D. Nageswara Rao<br>Ms. Trishna Guha | Chairman - Non-Executive - Public Interest Director<br>Non-Executive - Public Interest Director<br>Non-Executive - Public Interest Director | 11/11/2020<br>02/11/2020<br>26/03/2022              | -  |
| 3. Risk Management Committee  | Yes   | Mr. Ajai Kumar<br>Ms. Trishna Guha<br>Mr. Suresh Viswanathan   | Chairman - Non-Executive - Public Interest Director<br>Non-Executive - Public Interest Director<br>External Expert                          | 11/11/2020<br>05/02/2019<br>13/11/2019              | —  |
| 4. Stakeholders Relationship Committee  | Yes   | Mr. S.V.D. Nageswara Rao<br>Ms. Latika S. Kundu                | Non-Executive - Public Interest Director<br>MD & CEO  | 02/11/2018<br>17/03/2020                            | —  |
| \$ 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 |   |  |   |   |  |
| III. Meeting of Board of Directors  |   |  |   |   |  |
| 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* (YES/NO)                    | Number of Directors present*  | Number of Independent directors present*            | Maximum gap between any two consecutive (in number of days)  |
| 31-Oct-22   | 04-Jan-23   | Yes  | 4   | 3   | 15   |
| 11-Nov-22   | 09-Jan-23   | Yes  | 4   | 3   | 5  |
| 02-Dec-22   | 13-Feb-23   | Yes  | 4   | 3   | 35   |
| 20-Dec-22   | 23-Feb-23   | Yes  | 3   | 3   | 45   |
|   | 02-Mar-23   | Yes  | 4   | 3   | 57   |
|   | 08-Mar-23   | Yes  | 4   | 3   | 58   |
|   | 11-Mar-23   | Yes  | 3   | 3   | 26   |
| IV. Meeting of Committees - Audit Committee   |   |  |   |   |  |
| Date(s) of Meeting (if any) in the relevant quarter   | Whether requirement of Quorum met* (YES/NO)         | Number of Directors present*                                   | Number of Independent directors present*  | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in number of days)* |
| 13-Feb-23   | Yes   | 3  | 3   | 11-Nov-22   | 94   |
| *This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional   |   |  |   |   |  |
| **to be filled in only for current quarter meeting  |   |  |   |   |  |

| IV. Meeting of Committees - Nomination & Remuneration Committee   |   |                              |  |   |  |
|---|---|------------------------------|--|---|--|
| Date(s) of Meeting (if any) in the relevant quarter   | Whether requirement of Quorum met* (YES/NO) | Number of Directors present* | Number of Independent directors present* | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in number of days)* |
| 04-Jan-23   | YES   | 3                            | 3  | No meeting was held during the releavant quarter    | NA   |
| 09-Jan-23   | NA  | 3                            | 3  |   | 5  |
| 02-Mar-23   | NA  | 3                            | 3  |   | 52   |
| *This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional   |   |                              |  |   |  |
| **to be filled in only for current quarter meeting  |   |                              |  |   |  |
| IV. Meeting of Committees - Risk Management Committee   |   |                              |  |   |  |
| Date(s) of Meeting (if any) in the relevant quarter   | Whether requirement of Quorum met* (YES/NO) | Number of Directors present* | Number of Independent directors present* | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in number of days)* |
| 29-Mar-23   | YES   | 2                            | 2  | No meeting was held during the releavant quarter    | NA   |
| *This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional   |   |                              |  |   |  |
| **to be filled in only for current quarter meeting  |   |                              |  |   |  |
| IV. Meeting of Committees - Stakeholders Relationship Committee   |   |                              |  |   |  |
| Date(s) of Meeting (if any) in the relevant quarter   | Whether requirement of Quorum met* (YES/NO) | Number of Directors present* | Number of Independent directors present* | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in number of days)* |
| No meeting was held during the releavant quarter  | NA  | NA                           | NA                                       | 11-Nov-22   | NA   |
| *This information has to mandatorily be given for audit committee, for rest of the committees giving this information is optional   |   |                              |  |   |  |
| **to be filled in only for current quarter meeting  |   |                              |  |   |  |
| V. Related Party Transactions   |   |                              |  |   |  |
| Subject   | Compliance status (Yes/No/NA)               |                              |  |   |  |
| Whether prior approval of audit committee obtained  | NA  |                              |  |   |  |
| 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  |                              |  |   |  |
| <b>Note</b><br>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. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.<br>2. If status is "No" details of non-compliance may be given here. |   |                              |  |   |  |

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 [SECC Regulation, 2018].
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements ) Regulations, 2015 & SECC Regulation,2018.
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 1000 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 & SECC Regulation, 2018.
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 & SECC Regulation, 2018.
5. This report and/or the report submitted in the previous quater has been placed before the Board of Director. Any comments/observations/advice of the board of directors may be mentioned here.

Date : April 20, 2023

sd/-

**Durgesh Kadam**

**Head - Legal and Company Secretary**

sd/-

**Saket Bhansali**

**Chief Financial Officer**

## ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| I. Disclosure on website in terms of Listing Regulations  |  |  |
|---|--|--|
| Item  | Compliance status<br>(Yes/No/NA) <small>refer note below</small> |  |
| Details of business   | YES  |  |
| Terms and conditions of appointment of independent directors  | YES  |  |
| Composition of various committees of board of directors   | YES  |  |
| Code of conduct of board of directors and senior management personnel   | YES  |  |
| Details of establishment of vigil mechanism/ Whistle Blower policy  | YES  |  |
| Criteria of making payments to non-executive directors  | YES  |  |
| Policy on dealing with related party transactions   | YES  |  |
| Policy for determining 'material' subsidiaries  | YES  |  |
| Details of familiarization programmes imparted to independent directors   | NO   |  |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | YES  |  |
| email address for grievance redressal and other relevant details  | YES  |  |
| Financial results   | YES  |  |
| Shareholding pattern  | YES  |  |
| Details of agreements entered into with the media companies and/or their associates   |  |  |
| New name and the old name of the listed entity  | NA   |  |
| II Annual Affirmations  |  |  |
| Particulars   | Regulation Number  | Compliance status<br>(Yes/No/NA) <small>refer note below</small> |
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'                       | 16(1)(b) & 25(6)   | YES  |
| Board composition   | 17(1)  | YES  |
| Meeting of Board of directors   | 17(2)  | YES  |
| Review of Compliance Reports  | 17(3)  | YES  |
| Plans for orderly succession for appointments   | 17(4)  | YES  |
| Code of Conduct   | 17(5)  | YES  |
| Fees/compensation   | 17(6)  | YES  |
| Minimum Information   | 17(7)  | YES  |
| Compliance Certificate  | 17(8)  | YES  |
| Risk Assessment & Management  | 17(9)  | YES  |
| Performance Evaluation of Independent Directors   | 17(10)   | YES  |
| Composition of Audit Committee  | 18(1)  | YES  |
| Meeting of Audit Committee  | 18(2)  | YES  |
| Composition of nomination & remuneration committee  | 19(1) & (2)  | YES  |
| Composition of Stakeholder Relationship Committee   | 20(1) & (2)  | YES  |
| Composition and role of risk management committee   | 21(1),(2),(3),(4)  | YES  |
| Vigil Mechanism   | 22   | YES  |
| Policy for related party Transaction  | 23(1),(5),(6),(7) & (8)  | YES  |
| Prior or Omnibus approval of Audit Committee for all related party transactions   | 23(2), (3)   | NA   |
| Approval for material related party transactions  | 23(4)  | NA   |
| Composition of Board of Directors of unlisted material Subsidiary   | 24(1)  | YES  |
| Other Corporate Governance requirements with respect to subsidiary of listed entity   | 24(2),(3),(4),(5) & (6)  | YES  |
| Maximum Directorship & Tenure   | 25(1) & (2)  | YES  |
| Meeting of independent directors  | 25(3) & (4)  | YES  |

|  |               |     |
|--|---------------|-----|
| <i>Familiarization of independent directors</i>  | 25(7)         | 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 |
| <b>Note</b><br>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.<br>2 If status is "No" details of non-compliance may be given here.<br>3 If the Listed Entity would like to provide any other information the same may be indicated here. |               |     |
| <b>III Affirmations:</b><br>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.  |               |     |
| <b>Name &amp; Designation –</b><br><br><b>Sd/-</b><br><b>Durgesh Kadam,</b><br><b>Head – Legal and Company Secretary</b>   |               |     |