Beyond NSE: Delegated Regulatory Power and Public Accountability in India's Securities Market Institutions

The Delhi High Court's decision in National Stock Exchange of India Ltd. v. Central Information Commission marks a significant development in the interpretation of Section 2(h) of the Right to Information Act, 2005. While the judgment conclusively determines the status of the National Stock Exchange as a public authority, its broader significance lies in the analytical framework it provides for evaluating other institutions exercising delegated regulatory functions within India's securities market. This article examines the principles emerging from the judgment and applies them comparatively to selected market institutions, including the depositories, the Association of Mutual Funds in India (AMFI), Registrars and Transfer Agents (RTAs), KYC Registration Agencies (KRAs) and credit rating agencies. It argues that the present framework often links public accountability to the legal instrument through which authority is conferred rather than to the intensity of the public function exercised. The article concludes by proposing governance-oriented reforms that seek to harmonise transparency with delegated regulatory power while preserving institutional autonomy.

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INTRODUCTION

Great cases, like hard cases, make bad law, Justice Oliver Wendell Holmes observed in his celebrated dissent in *Northern Securities*.[1] Yet, occasionally, a hard case performs a different function - it exposes assumptions embedded within an existing legal framework that had previously escaped serious scrutiny. The recent judgment of the Delhi High Court in *National Stock Exchange of India Ltd. v. Central Information Commission & Ors.*[2] belongs to the latter category.

After nearly sixteen years in appeal, the Division Bench dismissed the exchange's challenge and affirmed the view taken by a learned Single Judge as far back as 15 April 2010: the National Stock Exchange of India Limited ("NSE") is a "public authority" within the meaning of Section 2(h) of the Right to Information Act, 2005 ("RTI Act").[3] The significance of the decision extends well beyond the disclosure obligations of a single market institution. It marks an important development in the jurisprudence governing entities that, though incorporated under company law, exercise powers and perform functions derived from statutory or regulatory delegation.[4]

Viewed narrowly, the judgment settles the legal position concerning the NSE. Viewed more broadly, it raises a question of increasing importance to India's securities market architecture: when should a privately incorporated institution exercising delegated regulatory power be regarded as sufficiently public in character to attract corresponding standards of accountability?

The question assumes particular significance because the Indian securities market today operates through a network of specialised institutions performing functions that extend far beyond ordinary commercial activity. Stock exchanges, depositories, registrars and transfer agents, credit rating agencies, KYC Registration Agencies and industry bodies such as the Association of Mutual Funds in India ("AMFI") collectively determine market access, investor protection, information integrity and regulatory compliance. Their decisions frequently affect the rights, obligations and commercial viability of intermediaries and investors alike. Yet these institutions do not derive their authority through a uniform legislative architecture. Some owe their existence to statutory recognition; others operate pursuant to registration under delegated legislation; still others discharge regulatory responsibilities through circulars or institutional arrangements framed by SEBI.

1. *Northern Securities Co. v. United States, 193 U.S. 197 (1904) (Holmes, J., dissenting).*

2. *National Stock Exchange of India Ltd. v. Central Information Commission & Ors., LPA 315/2010, High Court of Delhi (Division Bench: C. Hari Shankar and Om Prakash Shukla, JJ.), judgment dated 1 July 2026, neutral citation 2026:DHC:5170-DB, affirming the judgment of the learned Single Judge dated 15 April 2010 ("the NSE judgment").*

3. *Section 2(h), Right to Information Act, 2005.*

4. *The expression "delegated regulatory power" is used in this article as an analytical construct to describe regulatory authority exercised by non-governmental institutions pursuant to statutory or regulatory delegation. It is not employed as a term of art under the Right to Information Act, 2005 or the securities laws.*

The degree of public accountability presently attaching to them consequently depends less upon the significance of the public functions they perform than upon the particular legal instrument through which those functions have been conferred.

This article argues that the judgment should not be understood merely as a decision concerning the National Stock Exchange. Properly appreciated, it provides a structured analytical framework for examining delegated regulatory institutions across India's securities market - and applying that framework reveals a pattern in which accountability frequently turns upon the legal architecture chosen while delegating a function, rather than upon the nature of the function itself. The discussion proceeds in five parts: it first distils the legal principles emerging from the NSE judgment; it then applies those principles comparatively to selected market institutions; it identifies the broader governance implications of the existing framework; and it concludes by suggesting pathways through which India's evolving securities regulation may better reconcile delegated regulatory authority with institutional transparency.

THE NSE JUDGMENT BEYOND NSE: DISTILLING THE LEGAL TEST

The significance of the judgment lies not merely in its conclusion that the NSE is a "public authority" under Section 2(h). More importantly, it articulates an analytical framework for determining when a body incorporated under private law may nevertheless assume obligations ordinarily associated with public institutions. The Court did not dilute the established jurisprudence: it reaffirmed the principles laid down by the Supreme Court in *Thalappalam Service Cooperative Bank Ltd. v. State of Kerala*[5] and *Pradeep Kumar Biswas v. Indian Institute of Chemical Biology*,[6] while carefully distinguishing the unique statutory position occupied by the NSE. A close reading suggests that its reasoning may be understood through three interrelated inquiries.

(A) *The source of institutional authority*

The first inquiry concerns the source from which the institution derives its legal authority to perform the function in question. The Court rejected the proposition that incorporation under the Companies Act, by itself, determines whether an entity falls within Section 2(h). It examined, instead, whether the institution could legally perform its defining public function independent of statutory recognition. Recognition under Section 4 of the Securities Contracts (Regulation) Act, 1956 ("SCRA") was not treated as a routine regulatory approval comparable to an ordinary licence: without such recognition, the NSE could not legally function as a stock exchange at all. Recognition therefore constituted the legal foundation upon which the institution acquired its public character, not a supervisory mechanism imposed upon an otherwise complete private existence.[7]

The distinction is subtle but significant. The Court differentiated between regulation of an existing private activity and statutory recognition as a precondition for the lawful exercise of a public market function. It is this distinction that separates the NSE from the cooperative societies considered in *Thalappalam*, which were created by private initiative and only thereafter became subject to regulatory oversight. The relevant inquiry, accordingly, is not whether an institution is regulated - almost every participant in the securities market is regulated - but whether its authority to discharge its defining public role originates in a statutory recognition or delegation that conditions its very existence in that role.

(B) *The nature of regulatory control*

The second inquiry concerns the quality of governmental or statutory control exercised over the institution. Section 2(h) employs the expression "owned, controlled or substantially financed", and judicial interpretation has consistently held that "control" cannot be understood in its ordinary commercial sense: regulatory supervision applicable to every licensed entity cannot, by itself, convert a private organisation into a public authority. Drawing upon *Pradeep Kumar Biswas*, the Court reiterated that control which is merely regulatory, whether under statute or otherwise, does not suffice; what Section 2(h) contemplates is control that is deep and pervasive.

For recognised stock exchanges, however, the Division Bench treated this question as concluded by *K.C. Sharma v. Delhi Stock Exchange*,[8] in which a Division Bench of the same Court - subsequently affirmed by the Supreme Court - had catalogued the powers of the Central Government and SEBI under the SCRA to call for periodical returns, make or amend the bye-laws of a recognised stock exchange, supersede its governing body and suspend its business, and had found the resulting control deep and pervasive. The Bench rejected the contention that *K.C. Sharma* could be distinguished as a service matter, observing that the existence of deep and pervasive governmental control over an institution does not vary with the nature of the dispute before the court. The judgment thus draws a conceptual line between regulation and institutional control: inspection, investigation and enforcement are manifestations of regulatory supervision, while structural control concerns the continuing legal authority to determine whether the institution may

5. *Thalappalam Service Cooperative Bank Ltd. v. State of Kerala, (2013) 16 SCC 82.*

6. *Pradeep Kumar Biswas v. Indian Institute of Chemical Biology, (2002) 5 SCC 111, para 40.*

7. *Section 4, Securities Contracts (Regulation) Act, 1956; the NSE judgment (n 2), paras 49–50, distinguishing regulation of an existing activity from recognition as a precondition to functioning.*

8. *K.C. Sharma v. Delhi Stock Exchange, (2005) 4 SCC 4, affirming Delhi Stock Exchange v. K.C. Sharma, 93 (2002) DLT 233; applied in the NSE judgment (n 2), paras 29–33.*

exist, operate or exercise the delegated function at all. That line assumes considerable importance when analysing other market institutions, many of which are subject to extensive oversight but not to the same degree of statutory control.

(C) Public function alone is not sufficient

Perhaps the most important contribution of the judgment is what it does not hold. The Court does not suggest that every institution performing an activity of public importance automatically becomes a public authority under the RTI Act; such an interpretation would substantially rewrite Section 2(h) and blur distinctions carefully maintained by the Supreme Court. Public significance must operate in conjunction with statutory architecture. The performance of functions affecting millions of investors undoubtedly strengthens the public law character of an institution, but the determinative inquiry remains whether Parliament or the competent statutory authority has vested the institution with powers whose exercise is inseparable from the statutory framework itself. Read together, these principles supply a workable framework capable of application beyond the facts of the NSE litigation - and they explain why institutions performing functions of comparable public significance may nevertheless attract different conclusions under Section 2(h). The next part applies this framework to selected institutions. The objective is not to pronounce upon their legal status, a determination that ultimately rests with the courts, but to evaluate how far the Court's reasoning may extend when tested against different statutory architectures.

> As securities regulation continues to distribute public functions across increasingly specialised institutions, the challenge is to ensure that accountability evolves alongside - without imposing disproportionate burdens upon institutions whose legal character remains fundamentally private.

APPLYING THE NSE FRAMEWORK ACROSS INDIA'S SECURITIES MARKET INSTITUTIONS

A. AMFI: the most intriguing post-NSE question

Among the institutions operating within the securities market, AMFI presents perhaps the most difficult - and therefore the most interesting - case. Unlike the NSE, AMFI is not established pursuant to a dedicated statute. It is incorporated as a not-for-profit company under the Companies Act and represents the collective interests of asset management companies. On first impression, this organisational structure appears closer to a private industry association than to a statutory institution. The practical reality is considerably more nuanced.

The mutual fund distribution ecosystem is built upon the AMFI Registration Number ("ARN") framework. Since SEBI's circulars of 26 June 2002 and 28 November 2002, a person intending to act as a mutual fund distributor must obtain an ARN, satisfy the prescribed certification requirements and comply with the applicable code of conduct before being empanelled by asset management companies, and asset management companies stand precluded from dealing with unregistered intermediaries.[9] The operational framework governing distributor registration, KYD, EUIN, renewal, transfer and related compliance is administered by AMFI. Significantly, AMFI itself states that it acts as the registering and licensing body for mutual fund distributors "by virtue of the responsibility delegated to it by SEBI."[10] Although such statements do not determine the legal issue under Section 2(h), they underscore that AMFI performs functions extending well beyond those ordinarily associated with a voluntary trade association. The picture, on closer view, is a hybrid one: what SEBI's circulars supply is the external compulsion that gives the ARN gateway its teeth, by binding asset management companies to deal only with registered intermediaries; the content of that gateway - the Master Circular, the Code of Conduct, the registration criteria and the disciplinary process applied to MFDs - is authored and administered by AMFI itself. AMFI's authority over distributors is thus self-generated in substance, though externally enforced in effect.

However, the analogy with the NSE cannot be carried too far - and the reason is sharper than it first appears. In the NSE's case, the recognition order, though issued by SEBI, could be attributed to the appropriate Government only because SEBI, in issuing it, acted as the delegate of the Central Government under Section 29A of the SCRA. In the mutual fund space, no equivalent chain of attribution exists. The circulars of 2002 were issued by SEBI in exercise of its own powers under the SEBI Act, 1992, and SEBI - a statutory regulator, not the Central or a State Government - is not itself the "appropriate Government" as defined in Section 2(a) of the RTI Act.[11] A circular of SEBI, addressed moreover to asset management companies rather than to AMFI, is neither a notification nor an order of the appropriate Government by which AMFI could be said to have been "constituted". The very hinge on which the first-limb finding in the NSE judgment turned is therefore absent.

9. *SEBI Circular No. MFD/CIR/06/210/2002 dated 26 June 2002 and SEBI Circular No. MFD/CIR/20/23230/2002 dated 28 November 2002. The requirements now stand consolidated in SEBI's Master Circular for Mutual Funds dated 27 June 2024 and in AMFI's Master Circular for Mutual Fund Distributors, consolidating circulars issued up to 31 December 2025.*

10. *Association of Mutual Funds in India, "Registration and Global Representation", available at www.amfiindia.com (last visited 15 July 2026).*

11. *Section 2(a), Right to Information Act, 2005; the NSE judgment (n 2), paras 52–53, attributing SEBI's recognition order to the Central Government by reason of the delegation under Section 29A of the SCRA.*

A further, and on balance stronger, argument attaches to the opening words of the first part of Section 2(h) itself - the requirement that the entity be an "authority or body" - independent of the established/constituted inquiry addressed above. AMFI does not merely gatekeep entry into mutual fund distribution; it disciplines those already registered, and can suspend or debar an MFD's ARN for breach of its Code of Conduct, effectively suspending that person's or entity's ability to earn a livelihood in the sector for the period of debarment. This is precisely the kind of function *Binny Ltd. v. Sadasivan* treats as inherently public regardless of the private form of the body exercising it: a body performs a public function when it seeks to achieve a collective benefit for a section of the public and is accepted by that section as having authority to do so, and self-regulatory bodies exercising disciplinary and licensing power over their own field routinely qualify. On this footing, the case for treating AMFI as an "authority" within the meaning of Section 2(h) is considerably stronger than the constituted-under-the-SEBI-Act argument alone would suggest. It does not, however, answer the second inquiry - whether SEBI holds control over AMFI's own governance analogous to that catalogued in *K.C. Sharma*. That question is addressed next.

The position under the second inquiry, by contrast, remains difficult. The materials presently available do not disclose a statutory architecture comparable to that governing recognised stock exchanges: no provision confers upon SEBI powers over AMFI's governing structure of the kind catalogued in *K.C. Sharma*, and AMFI's governance, funding model and corporate existence remain predominantly member-driven. AMFI's position after the NSE judgment is thus best described as genuinely unresolved rather than settled either way: a strong case exists for treating it as an "authority" performing a public function within the meaning of *Binny*, but the second-limb gap - the absence of structural governmental control over AMFI itself - remains open on the materials presently available. The significance of the inquiry extends beyond doctrinal classification: decisions concerning distributor registration, disciplinary action and ARN suspension directly affect market access and commercial livelihoods, and whether institutions exercising such functions ought to attract enhanced standards of transparency remains an important question of regulatory policy irrespective of how Section 2(h) is ultimately resolved.

B. *The depositories: the closest analogue to the NSE framework*

If AMFI represents the most difficult case after the NSE, the depositories arguably present the strongest doctrinal analogue. The Depositories Act, 1996 fundamentally transformed the manner in which securities ownership is recorded and transferred in India. A company cannot function as a depository unless it obtains a certificate of registration from SEBI, followed by a certificate of commencement of business,[12] and the Act contemplates an elaborate architecture governing establishment, functioning, inspection and rule-making. A depository is not merely a private enterprise participating in the market: it maintains the official records of beneficial ownership, facilitates dematerialisation, records transfers of securities and forms an indispensable component of India's settlement architecture - functions that directly affect legal title to securities and that Parliament consciously placed within a dedicated statutory regime.

Viewed through the lens of the NSE judgment, the parallel is evident. Registration under the Depositories Act is not the licensing of one participant among many in an open field; it is the condition of lawful existence in the role - the recognition-rather-than-regulation architecture that proved decisive for the NSE, subject to the same question of attribution to the appropriate Government noted above. The governance framework is correspondingly robust: the SEBI (Depositories and Participants) Regulations, 2018 prescribe detailed norms relating to registration, governing boards, public interest directors, regulatory departments, fit-and-proper requirements and continuing supervision.[13] While the precise implications of these provisions under Section 2(h) must await judicial examination, they indicate a degree of institutional integration with the statutory framework materially closer to the architecture examined in the NSE judgment than to most other categories of SEBI-registered intermediaries. The Court did not, of course, lay down a rule that every institution operating under a specialised statute is a public authority, and each institution must be examined within its own legislative framework. But among the institutions considered in this article, the depositories present the strongest case for future examination under the NSE principles - and the analytical distance between recognised stock exchanges and depositories appears considerably narrower than is often assumed.

C. *RTAs and KRAs: public gatekeepers or regulated service providers?*

Registrars to an issue and share transfer agents, and KYC Registration Agencies, illustrate a different model of regulatory delegation. These institutions unquestionably perform functions central to the efficient functioning of the market: RTAs maintain records relating to issuers and investors, process corporate actions and support grievance redressal,[14] while KRAs maintain the centralised KYC records upon which the entire intermediation chain relies - in substance, a compliance utility touching virtually every investor entering the regulated market.[15]

The public importance of these functions, however, should not obscure the legal distinction. Neither RTAs nor KRAs derive their institutional existence from a dedicated Parliamentary enactment establishing them

12. *Sections 3 and 4, Depositories Act, 1996.*

13. *SEBI (Depositories and Participants) Regulations, 2018, in particular the provisions relating to registration, governing boards, public interest directors and continuing regulatory supervision.*

14. *SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; see also SEBI's Master Circular for Registrars to an Issue and Share Transfer Agents.*

15. *SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011.*

as specialised market institutions; their authority flows principally from registration under subordinate legislation framed under the SEBI Act, in fields open to competing private providers. The statutory emphasis remains upon registration, supervision, inspection and continuing compliance rather than upon the creation of a distinct statutory institution, and the existing framework does not confer upon SEBI structural control over their governance of the kind that featured in the Court's analysis. The relationship is fundamentally one of regulator and registered intermediary. On the framework distilled above, both categories likely remain outside Section 2(h) - the KRAs, by reason of the utility character of their function, presenting the closer case. What their example exposes is the underlying tension: the present framework attaches transparency obligations primarily to the legal architecture through which authority is conferred, rather than to the practical consequences of the authority exercised.

D. Credit rating agencies: public importance without public constitution

Credit rating agencies occupy a distinct position in this comparative scheme. No person may carry on the business of credit rating without a certificate of registration under the SEBI (Credit Rating Agencies) Regulations, 1999,[16] and ratings are embedded within regulatory requirements across banking and securities law, lending the agencies' opinions consequences that are quasi-regulatory in effect. Yet the source of compulsion is, once again, subordinate legislation; the field remains competitive; and the framework does not confer structural control over the agencies' governance. The rating agencies thus illustrate, in its sharpest form, the central point of this article: the public importance of a function is not, by itself, the statutory test. An institution whose opinions can influence the cost of capital across the economy may remain outside Section 2(h), while an exchange performing a function no more public falls within it - because Parliament legislated one architecture in 1956 and left the other to regulations framed in 1999.

Comparative position of securities market institutions after the NSE judgment*

Institution	Source of authority	Degree of statutory integration	Relative position under the NSE framework
National Stock Exchange	Recognition under Section 4, SCRA (attributable to the Central Government via Section 29A)	Very high - recognition as precondition; deep and pervasive control (K.C. Sharma)	Held to be a public authority
Depositories	Depositories Act, 1996 and SEBI (D&P) Regulations, 2018	High - statutory registration as precondition; governance under SEBI approval	Strongest statutory analogue; awaits judicial determination
AMFI	SEBI circulars binding AMCs to deal only with ARN-holders; AMFI's own Master Circular and Code of Conduct	High - ARN mandatory for MFD status; binding Master Circular and Code of Conduct, with disciplinary/debarment power over MFDs	Important unresolved question; strong case as an "authority" performing a public function (*Binny*); second-limb control over AMFI itself remains the open gap
RTAs	Registration under the 1993 Regulations and SEBI circulars	Moderate - regulator-intermediary relationship	Likely outside
KRAs	Registration under the 2011 Regulations	Moderate - utility function; no structural control	Likely outside; the closer case
Credit rating agencies	Certificate under the 1999 Regulations	Moderate - competitive field; no structural control	Likely outside

** The table reflects the analytical application of the principles emerging from the judgment. Except in the case of the NSE, it does not express a judicial determination under Section 2(h) of the RTI Act.*

THE STRUCTURAL INCONSISTENCY: WHEN TRANSPARENCY DEPENDS UPON LEGISLATIVE DRAFTING

The comparative analysis undertaken above reveals a pattern extending beyond the individual institutions examined. The present legal framework does not consistently calibrate public accountability according to the significance of the public function performed; the degree of transparency expected of an institution frequently depends, instead, upon the legal mechanism through which the function was conferred. A recognised stock exchange performs a statutory market function through a framework expressly contemplated by the SCRA; the depositories derive their authority from a dedicated Parliamentary enactment; AMFI administers a nationwide registration and disciplinary architecture of its own authorship, enforced through SEBI's regulation of the asset management companies that must deal exclusively with its registrants; RTAs and KRAs discharge responsibilities indispensable to investor protection through registration under subordinate legislation. These institutions occupy materially different positions under Section 2(h) - not because the public significance of their functions differs to the same degree, but because the legal architecture does.

That distinction may be doctrinally defensible under the existing statutory language. It is considerably more difficult to justify from the perspective of regulatory governance. Two institutions may each determine whether a market participant can access or continue in a regulated segment of the market; both may exercise powers affecting commercial rights and investor interests; yet one attracts

[16] *Regulation 3, SEBI (Credit Rating Agencies) Regulations, 1999.*

public accountability while the other remains outside that framework, because Parliament chose a dedicated statute in one instance and the regulator employed subordinate legislation or a circular in the other. Whether that distinction should continue to determine transparency obligations is ultimately a question of legislative policy rather than judicial interpretation - courts must apply the language Parliament enacted, and the Delhi High Court remained faithful to that discipline. But the judgment performs an important secondary function: it demonstrates that the inquiry into public accountability cannot end with formal corporate character, and it exposes an asymmetry in which the citizen's right to information contracts at the very moment a public function is moved outside the regulator - an inversion of the RTI Act's premise that information rights should attach to public power wherever it travels. As securities regulation continues to distribute public functions across increasingly specialised institutions, the challenge is to ensure that accountability evolves alongside - without imposing disproportionate burdens upon institutions whose legal character remains fundamentally private.

RETHINKING ACCOUNTABILITY: THREE PATHWAYS FOR REGULATORY REFORM

The analysis above does not compel the conclusion that every institution exercising delegated regulatory functions should be treated as a "public authority" under the RTI Act; such an approach would enlarge the statute through interpretation and overlook legitimate concerns of commercial confidentiality, operational autonomy and regulatory efficiency. Equally, the existing position leaves unresolved a genuine governance concern. The challenge is not simply to enlarge the RTI Act, but to develop accountability mechanisms that correspond with the nature of delegated regulatory power. Three approaches merit consideration.

(A) A functional transparency framework for delegated regulatory bodies

The most comprehensive approach would shift the focus of accountability from institutional character to institutional function. A complementary legislative provision - for which the securities law consolidation exercise now under discussion offers a natural vehicle - could identify categories of functions that inherently warrant enhanced public accountability. Illustratively, where a private institution is authorised by statute or by a financial regulator to:

- register or license market participants;
- maintain official market records;
- exercise disciplinary jurisdiction;
- frame binding operational standards affecting regulated entities; or
- perform investor-facing regulatory functions,

the relevant framework could prescribe minimum standards of proactive disclosure comparable to those contemplated under Section 4 of the RTI Act, irrespective of the institution's formal status under Section 2(h). Such an approach would preserve the distinction between governmental authorities and private organisations while recognising that certain delegated public functions inherently justify greater transparency. Confining the obligation to the delegated function also answers the floodgates concern: it opens the exercise of delegated public power - registration criteria, disciplinary procedure and outcomes, fee-setting - and nothing else.

(B) Transparency at the point of delegation

A second, more immediately achievable, reform lies within the existing framework. Where SEBI entrusts specialised institutions with responsibilities extending beyond ordinary commercial activity - through regulations, circulars or recognised institutional arrangements - the delegation instrument itself could prescribe baseline governance obligations: publication of disciplinary orders subject to confidentiality requirements; disclosure of governance policies and standard operating procedures; reasoned decisions affecting registration or disciplinary action; and annual reporting on the regulatory functions performed. Such obligations need not depend upon whether the delegate qualifies as a "public authority"; they would arise as conditions attached to the delegated function itself. This aligns accountability with regulatory design while avoiding the uncertainty - and the delay - of institution-specific litigation under Section 2(h).

(C) Industry-led transparency standards

Not every improvement in governance requires legislative intervention. Industry bodies exercising delegated regulatory responsibilities could voluntarily adopt disclosure charters addressing the publication of disciplinary outcomes in anonymised or reasoned form, committee structures and governance processes, annual regulatory activity reports, stakeholder consultation before significant policy changes, and structured grievance redressal disclosures. Voluntary adoption would neither alter the legal status of the institution nor concede the applicability of the RTI Act; it would strengthen public confidence by demonstrating institutional commitment to procedural fairness - and it is, in candour, the cheapest insurance available against an adverse adjudication that would bring the entire Act to bear upon an unprepared institution at a stroke.

A closing caveat: transparency is not an absolute value. Institutions operating in competitive financial markets hold commercially sensitive information relating to technology, cybersecurity, market surveillance and confidential investigations, and any enhanced accountability framework must preserve legitimate protections for such material. The objective is not unrestricted disclosure, nor the erasure of the distinction between public authorities and private organisations. It is to ensure that where private institutions exercise powers capable of materially affecting regulatory rights, market participation or investor interests, corresponding standards of procedural accountability evolve alongside those powers.

CONCLUSION

The judgment in *National Stock Exchange of India Ltd. v. Central Information Commission* should not be viewed merely as the culmination of a prolonged dispute concerning the applicability of the RTI Act to a recognised stock exchange. Its enduring significance lies in the questions it leaves open. As securities regulation becomes increasingly decentralised, functions once exercised directly by statutory regulators are progressively entrusted to specialised institutions operating under diverse legal frameworks - institutions that license market participants, maintain critical market infrastructure, administer compliance systems and, in some cases, exercise disciplinary powers with significant commercial consequences. The resulting governance landscape is no longer accurately described through a binary distinction between public authorities and private bodies.

The comparative analysis in this article demonstrates that the degree of public accountability presently attaching to these institutions frequently depends upon the legislative architecture through which authority has been conferred, rather than upon the practical impact of the authority exercised. That outcome may be doctrinally consistent with the present language of Section 2(h); it nevertheless exposes a policy question concerning the future design of delegated regulation in India's securities markets. The objective need not be to subject every regulated institution to the full rigour of the RTI Act. Equally, transparency should not remain contingent upon historical drafting choices where institutions increasingly perform functions affecting investor confidence and market integrity. A calibrated approach aligning accountability with the nature and intensity of delegated public functions would better reflect the realities of contemporary financial regulation. The NSE judgment has accomplished more than resolving a sixteen-year-old dispute: it has initiated a wider conversation concerning the relationship between delegated regulatory power and public accountability. Whether that conversation culminates in judicial evolution, legislative reform or regulatory innovation remains to be seen. For governance professionals, the judgment is a timely reminder that institutional legitimacy increasingly depends not only upon the powers conferred by law, but also upon the transparency with which those powers are exercised.

REFERENCES:

Cases

i. *K.C. Sharma v. Delhi Stock Exchange, (2005) 4 SCC 4; Delhi Stock Exchange v. K.C. Sharma, 93 (2002) DLT 233.*

ii. *National Stock Exchange of India Ltd. v. Central Information Commission & Ors., LPA 315/2010, Delhi High Court (DB), 1 July 2026, 2026:DHC:5170-DB.*

iii. *Northern Securities Co. v. United States, 193 U.S. 197 (1904).*

iv. *Pradeep Kumar Biswas v. Indian Institute of Chemical Biology, (2002) 5 SCC 111.*

v. *Thalappalam Service Cooperative Bank Ltd. v. State of Kerala, (2013) 16 SCC 82.*

Statutes

vi. *Depositories Act, 1996.*

vii. *Right to Information Act, 2005.*

viii. *Securities and Exchange Board of India Act, 1992.*

ix. *Securities Contracts (Regulation) Act, 1956.*

Regulations and circulars

x. *AMFI, Master Circular for Mutual Fund Distributors (consolidating circulars issued up to 31 December 2025).*

xi. *SEBI (Credit Rating Agencies) Regulations, 1999.*

xii. *SEBI (Depositories and Participants) Regulations, 2018.*

xiii. *SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.*

xiv. *SEBI {KYC (Know Your Client) Registration Agency} Regulations, 2011.*

xv. *SEBI Circulars MFD/CIR/06/210/2002 (26 June 2002) and MFD/CIR/20/23230/2002 (28 November 2002).*

xvi. *SEBI, Master Circular for Mutual Funds, 27 June 2024.*

xvii. *SEBI, Master Circular for Registrars to an Issue and Share Transfer Agents.*