



**ADDENDUM TO THE NOTICE OF THE 23RD ANNUAL GENERAL MEETING
OF
NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Subsequent to the despatch of Notice of the 23rd Annual General Meeting of the members of National Stock Exchange of India Limited scheduled to be held on **Friday, September 18, 2015 at 11.00 a.m. at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051**, the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from Life Insurance Corporation of India, a member of the Company, proposing the candidature of its Managing Director, Mr. Vijay Kumar Sharma, for the office of Director, alongwith a deposit of Rs.1,00,000/-.

Pursuant to Rule 13 of The Companies (Appointment and Qualification of Directors) Rules, 2014, the Members are hereby informed that the following additional business is proposed to be transacted at the 23rd Annual General Meeting as Special Business [Item No.5] in addition to the business listed out in the Notice dated August 25, 2015:

AS SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT, subject to the approval of SEBI, Mr. Vijay Kumar Sharma (DIN-02449088), in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be appointed as a Director of the Company effective from the date SEBI approves his appointment as Director under ‘Shareholder Directors’ category liable to retire by rotation.”

By Order of the Board of Directors,
For National Stock Exchange of India Limited

Sd./-
J. Ravichandran
Director (F&L) &
Company Secretary

Date: September 8, 2015
Place: Mumbai



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.

2. EXPLANATORY STATEMENT AS PER SECTION 102 OF THE ACT, 2013, IS ANNEXED TO THIS NOTICE.
3. Details in respect of the Directors seeking appointment at the AGM are furnished and forms part of the Notice [Addendum].

**ANNEXURE TO THE NOTICE [Addendum]****Explanatory Statement pursuant to Section 102 of the Companies Act, 2013****Item No. 5**

Mr. S. B. Mainak, who was representing LIC on the Board, had tendered his resignation from the Board of NSE and the same was given effect from August 25, 2015. LIC, vide its notice dated September 1, 2015 (along with a deposit of Rs.1,00,000/-) under section 160 of the Companies Act, 2013, has proposed the candidature of Mr. Vijay Kumar Sharma (DIN 02449088), Managing Director, LIC for his appointment as a Director on the Board of NSE at the forthcoming Annual General Meeting.

Mr. Sharma took charge as Managing Director, LIC on 1st November 2013. Prior to his taking over as Managing Director, LIC, he was Managing Director & CEO, LIC Housing Finance Limited (LICHFL), a premier housing finance provider in the country with loan portfolio exceeding Rs.83,000 crores. Mr. Sharma joined LIC as Direct Recruit Officer in 1981 and has grown with the Company since then. During his stint as Senior Divisional Manager, Karnal, a rural Division, had catapulted to Number One position in the country in premium income ahead of all other metro centers. As Executive Director of Pension & Group Schemes, he pioneered the launch of various prestigious pension schemes in the country. As Zonal Manager in-charge of Southern Zone, he successfully turned around its operations and put it on growth trajectory making it No.1 Zone in 2010. With his focused leadership proficient in invigorating staff performance, reorganising teams and developing talent, LICHFL maintained its growth momentum despite volatile markets and adverse macro-economic conditions. During his tenure, LICHFL was adjudged as "Best Housing Finance Company 2011" by CNBC-TV 18. His key areas of expertise have been Business Strategy, Business Development, Processes and Systems, Leadership Development, Branding and Product Development and Risk Mitigation and Compliance. A Strategic leader recognised for making sweeping improvements to efficiency, product development and marketing and identifying areas of opportunity, he is acclaimed as a "Crisis Manager" for stabilising operations and leading turnaround growth strategies in uniquely challenging situations.

The Nomination & Remuneration Committee passed a resolution by circulation on Friday, September 4, 2015 recommending his name to the Board for appointment as a Director of NSE under 'Shareholder Directors' category. The Board of Directors also passed a resolution by circulation on September 8, 2015 approving his appointment as a Director subject to approval of Shareholders and SEBI.



The Board considers that, having regard to his wide sphere of knowledge and experience, it will be in the interest of the Company to appoint Mr. Sharma as Director of the Company. Except Mr. Sharma, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution at Item No. 5 relating to his appointment.

By Order of the Board of Directors,
For National Stock Exchange of India Limited

Sd./-
J. Ravichandran
Director (F &L) &
Company Secretary

Date: September 8, 2015
Place: Mumbai