



NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Members of National Stock Exchange of India Limited will be held on **Friday, September 16, 2016 at 12.00 Noon at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051** to transact the following business:

AS ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon
2. To declare dividend on equity shares for the Financial year ended March 31, 2016
3. To appoint a Director in place of Mr. Prakash Parthasarathy (DIN-02011709), who retires by rotation and, being eligible, seeks re-appointment, subject to the approval of SEBI
4. A) To ratify the re-appointment of the existing Auditors and to pass with or without modification(s) the following resolutions as an **Ordinary Resolution** :-

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and pursuant to the resolution passed by the members at their 23rd Annual General meeting of the Company, the appointment of M/s.Khandelwal Jain &Co, Chartered Accountants, ICAI Registration No.105049W as Statutory Auditors to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 25th Annual General Meeting be and is hereby ratified."

B) To approve the appointment of the new Auditors and to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, for appointment of Statutory Auditors, M/s. Price Waterhouse & Co, Chartered Accountants, LLP ICAI Registration No:304026E/E300009, be and are hereby appointed as the Statutory Auditors of the Company, for a period of 5 (five) years from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting, subject to ratification by the Members at every Annual General Meeting to be held during the said period.

RESOLVED FURTHER THAT M/s. Khandelwal Jain & Co, Chartered Accountants and M/s Price Waterhouse & Co, Chartered Accountants shall be jointly and severally responsible as Statutory Auditors of the Company for the first year.



RESOLVED FURTHER THAT the Board of Directors, or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of ratification/appointment, including the remuneration of the Statutory Auditors."

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 approval of SEBI, **Ms. Sunita Sharma** (DIN 02949529), in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be appointed as a Director of the Company effective from the date SEBI approves her appointment as Director under 'Shareholder Directors' category, liable to retire by rotation."

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

"RESOLVED THAT, subject to approval of SEBI, **Ms. Anshula Kant** (DIN 06998644), in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, from a member proposing her candidature for the office of Director, be appointed as a Director of the Company effective from the date SEBI approves her 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

Date: August 23, 2016
Place: Mumbai

J. Ravichandran
Group President &
Company Secretary

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.
2. 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. A proxy form for the AGM is enclosed herewith.

3. Explanatory statement interalia containing additional information on Directors recommended for appointment /re-appointment as required under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 102 of the act, 2013, is annexed to this notice.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during business hours of the company, provided that not less than three days of notice is given in writing to the company.
6. Members / proxies / authorized representative should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding and the Registers of contracts or arrangements in which the Directors are interested will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed on Friday, September 16, 2016 for the purpose of payment of the dividend for the Financial Year ended March 31, 2016.
9. Subject to the provisions of Section 126 of the Companies Act, 2013, the dividend as recommended by the Board, if declared at the meeting, will be paid within 30 days of declaration to those members whose names appear as beneficial owner(s) in the records of the Depository as on Friday, September 16, 2016.
10. The Annual Report 2015-16 and the notice of 24th AGM along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members whose email address are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email address, physical copies of the documents are being sent by permitted mode.
11. Members may also note that the Notice of the 24th AGM and the Company's Annual Report for 2015-16 will be available on the Company's website www.nseindia.com. The physical copies of the documents required to be kept for inspection under Section 102 of the Companies Act will also be available at



the Company's registered office for inspection during business hours on every working day.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
13. Shareholders are requested to intimate all changes pertaining to their bank details, email address, power of attorney, change of name, change of address, contact details, etc. to their Depository participant at the earliest. Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends.



ANNEXURE TO THE NOTICE

Additional information interalia on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 3

Mr. Prakash Parthasarathy retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

Mr. Prakash Parthasarathy is the Chief Investment Officer of PremjiInvest, an investment office which manages investment for Mr. Azim Premji and his entities involved in philanthropic works. He holds B. Tech Degree in Computer Science from Birla Institute of Technology & Sciences, Pilani and Postgraduate Diploma in Business Administration from Indian Institute of Management, Bangalore. He is also a member on the Board of some Companies.

Considering his knowledge and experience, it will be in the interest of the Company to re-appoint him as a Director of the Company at the forthcoming Annual General Meeting, subject to approval of SEBI.

Except Mr. Prakash Parthasarathy, 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.3 relating to his re-appointment.

Disclosure of relationship between Directors inter-se - Nil

Shareholding in NSE - Nil

Listed companies (other than NSE) in which Mr. Prakash Parthasarathy holds Directorship and committee membership:

Directorship -Healthcare Global Enterprises Limited

Chairperson of Board committees - Nil

Member of Board committees - Nil

Item Nos. 4(A) and 4(B)

The Company's Auditors M/s.Khandelwal Jain & Co, (ICAI Registration number 105049W) were last appointed for a period of two years at the 23rd Annual General Meeting of the Company. They have already completed more than 10 years as Statutory Auditors of the Company. In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, they can continue as Auditors for a further period of one more year i.e till the conclusion of the 25th Annual General Meeting for the Financial year ending March 31, 2017



subject to ratification at the ensuing Annual General Meeting. It is proposed to ratify their appointment from the conclusion of 24th Annual General Meeting till the conclusion of the 25th Annual General Meeting.

In view of the mandatory rotation of Auditor requirement and to ensure smooth transition during this period, it is also proposed to appoint M/s. Price Waterhouse & Co, Chartered Accountants, LLP ICAI Registration No: 304026E/E300009 as Statutory Auditors for a period of 5 continuous years i.e., from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

The Audit Committee at their meeting held on August 22, 2016, considering the aforesaid requirement, had, while noting its earlier recommendation for the ratification of the appointment of M/s.Khandelwal Jain & Co as Auditors to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company, also recommended the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP ICAI Registration No:304026E/E300009 as Statutory Auditors for a period of 5 continuous years i.e., from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company, with both the Auditors being jointly and severally responsible during the first Financial year 2016-17. The Board of Directors had considered the recommendations of the Audit Committee and approved the same and further recommended the same for obtaining the shareholders' approval.

Both the Auditors have furnished certificates stating that they fulfil the conditions prescribed in the Companies Act, 2013 and the Rules laid down thereunder and that they are eligible to be appointed as Auditors under the Companies Act, 2013.

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 resolutions at item Nos. 4(A) and 4(B) relating to the ratification of appointment of M/s.Khandelwal Jain & Co and appointment of M/s. Price Waterhouse & Co respectively.

Item No. 5

Ms. Sunita Sharma was appointed as Additional Director by the Board on March 17, 2016 subject to approval of shareholders and SEBI.

Ms. Sunita Sharma joined LIC as direct recruit officer in 1981. She holds Master's Degree in Science from Delhi University. Her career with LIC spans across various functions like investments, marketing, personnel, etc. She is currently working as the Managing Director of LIC Housing Finance Limited (LIC HFL). During her leadership, LIC HFL saw improvement in the profitability and in asset quality. LIC HFL's Loan portfolio crossed Rs.1lac crore and is now the 3rd largest Housing Finance provider in the Country. Under her stewardship, LIC HFL made huge improvement in the areas of Marketing, CRM, Product Development, Information Technology and HR. The market capitalization of LIC HFL more than doubled during the period.

In February 2015, ABP Real Estate Awards presented Ms. Sunita Sharma with "WOMEN SUPER ACHIEVER IN REAL ESTATE SECTOR". In December, 2013, the



Institute of Economic Studies (IES), New Delhi conferred Ms.Sunita Sharma with "UDYOG RATTAN AWARD" for excellence. In December 2015, she was awarded as "India's Best CEO" by Business Today.

The Board considers that it will be in the interest of the Company to appoint Ms. Sunita Sharma as Director of the Company. Except Ms. Sunita 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 her appointment.

Disclosure of relationship between Directors inter-se - Nil

Shareholding in NSE - Nil

Listed companies (other than NSE) in which Ms. Sunita Sharma holds Directorship and committee membership:

Directorship

1. LIC Housing Finance Limited
2. Larsen and Toubro Limited

Chairperson of Board committees

1. Stakeholders Relationship Committee- Larsen & Toubro Limited

Member of Board committees

1. Stakeholders Relationship Committee-LIC Housing Finance Limited

Item No. 6

Smt. Anshula Kant was appointed as Additional Director by the Board on August 1, 2016 subject to approval of shareholders and SEBI.

Ms. Anshula Kant joined State Bank of India (SBI) as a Probationary Officer in 1983. She has handled many crucial assignments over three decades in the Bank and has gained experience in Retail Banking, Corporate Credit, Cross Border Trade and Banking in Developed Markets, both retail and wholesale. Prior to her current assignment, she was Dy. Managing Director and Chief Operating Officer in the National Banking Group. Earlier she headed the Bombay Circle of the Bank as Chief General Manager, covering the states of Maharashtra and Goa.

Her other assignments in SBI include those as General Manager, Performance Planning and Review, Corporate Centre, Mumbai, Chief Executive Officer, Singapore; Assistant General Manager of Special Commercial Branch, Varanasi, a leading carpet and Silk Export Centre; and Chief Manager, Credit Appraisal Cell, LHO, Lucknow. During her stint at Singapore, she was responsible for launching retail operations for the Bank in Singapore, being the first Indian Bank to do so in that geography.

The Board considers that it will be in the interest of the Company to appoint Ms. Anshula Kant as Director of the Company. Except Ms. Anshula Kant, 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. 6 relating to her appointment.

Disclosure of relationship between Directors inter-se - Nil

Shareholding in NSE - Nil

Listed companies (other than NSE) in which Ms. Anshula Kant holds Directorship and committee membership:

Directorship - Nil

Chairperson of Board committees - Nil

Member of Board committees – Nil

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

Date: August 23, 2016
Place: Mumbai

J. Ravichandran
Group President &
Company Secretary

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
 (CIN: U67120MH1992PLC069769)
 Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,
 Bandra (East), Mumbai-400 051.

**FORM NO. MGT 11
 PROXY FORM**

**[Pursuant to Section 105(6) of the Companies Act, 2013 & Rule 19(3) of
 Companies (Management and Administration) Rules, 2014]**

Name of the member (s)	
Registered address:	
E-mail Id:	
Folio No. /Client ID No./DP Id No.	

I/We being the member(s) ofshares of the above named Company hereby appoint:

1. Name: Address:

 E-mail
 Id:.....Signature:.....
, or failing him/her;
2. Name: Address:

 E-mail
 Id:.....Signature:.....
, or failing him/her;
3. Name: Address:

 E-mail
 Id:.....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company, to be held on **Friday, September 16, 2016 at 12.00 noon** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		*For	*Against
1.	To receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the Financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon;		
2.	Declaration of dividend on equity shares for the FY ended March 31, 2016		
3.	To appoint a Director in place of Mr. Prakash Parthasarathy (DIN-02011709), who retires by rotation and, being eligible, seeks re-appointment, subject to approval of SEBI.		
4.	A) Ratification of appointment of M/s. Khandelwal Jain & Co. Auditors. B) Appointment of new Auditors, M/s. Price Waterhouse & Co. and fixation of their remuneration		
5.	Appointment of Ms. Sunita Sharma as Shareholder Director		
6.	Appointment of Ms. Anshula Kant as Shareholder Director		

Signed this.....day of..... 2016

Signature of shareholder:

Signature of Proxy holder (s):

Affix a Revenue Stamp of appropriate value

Note:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. The Proxy need not be a member of the Company.
3. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
4. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

NATIONAL STOCK EXCHANGE OF INDIA LIMITED
(CIN: U67120MH1992PLC069769)
Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051

ATTENDANCE SLIP
TWENTY-FOURTH ANNUAL GENERAL MEETING
Friday, September 16, 2016 at 12.00 Noon

Folio No. /Client ID No./DP Id No.	
No. of shares	

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 /Proxy for Registered Member of National Stock Exchange of India Limited.

I/we hereby record my/our presence at the 24th Annual General Meeting of the Company to be held on **Friday, September 16, 2016 at 12.00 noon** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof.

*Member's/ Authorised
Representative's/
Proxy's full name in
block letters

Member's/Authorised Representative/
Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting. Members are requested to bring their copies of Annual Report to the AGM.

* Please strike off whichever is not applicable

