



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(CIN: U67120MH1992PLC069769)

Regd. Office: Exchange Plaza, C-1, Block G, Bandra-Kurla Complex,
Bandra (East), Mumbai-400 051

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of National Stock Exchange of India Limited will be held on **Friday, August 4, 2017 at 3.00 p.m.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year ended March 31, 2017
3. To appoint a Director in place of Mr. Abhay Havaladar (DIN- 00118280), who retires by rotation and, being eligible, seeks re-appointment, subject to the approval of SEBI.
4. To ratify the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP, as the Statutory 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 and other applicable provisions, if any, read with the Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at their 24th Annual General Meeting of the Company, the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP, (ICAI Registration No:304026E/E300009), as Statutory Auditors to hold office from the conclusion of 25th Annual General Meeting till the conclusion of 26th Annual General Meeting be and is hereby ratified."

"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."

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

Date: May 5, 2017
Place: Mumbai

S Madhavan
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ('AGM' / 'MEETING') IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENTS 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 inter-alia containing additional information on Director recommended for appointment /re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and under Section 102 of the Companies 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. Friday, 28th July, 2017 is taken as the record date for the purpose of payment of the final dividend for the Financial Year ended March 31, 2017.
9. Subject to the provisions of Section 126 of the Companies Act, 2013, the final dividend as recommended by the Board, if declared at the meeting, will be paid within 5 days of declaration to those members whose names appear as beneficial owner(s) in the records of the Depository as on Friday, July 28, 2017.
10. The Annual Report 2016-17 and the notice of 25th AGM along with the Attendance Slip and Proxy form, are being sent by electronic mode to all members to their email address registered with the Company / Depository Participant(s).
11. Members may also note that the Notice of the 25th AGM and the Company's Annual Report for 2016-17 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, 2013 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 and the Company at the earliest. Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends.

Annexure to Notice - Statement under Section 102 of the Companies Act, 2013

Item No. 3

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

Mr. Abhay Havaladar, is a Shareholder Director of the Company. He holds a bachelor's degree in electrical engineering from the Mumbai University and a master's degree in management from the London Business School. Previously, he was associated with General Atlantic, a global growth equity firm as an Advisory Director. He was instrumental in establishing General Atlantic's India Office. He has experience of investing in the Indian markets including as a venture capitalist and a growth investor. He is also a board member of the Society for Innovation and Entrepreneurship ("SINE"). He has been associated with our Company since June 13, 2012.

Brief profile of Mr. Abhay Havaladar in terms of Regulation 36 (3) of the Listing Regulations has been provided below.

Considering his knowledge, experience and on-going listing process in which Mr. Abhay Havaladar is an active participant as a Member of the Listing Committee of the Board, 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 for Mr. Abhay Havaladar and his relatives, none of the other Directors or the Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the ordinary resolution at item no.3 relating to his re-appointment.

Additional information of Director being re-appointed

Name of Director	Mr. Abhay Havaladar
Category	Shareholder Director
Date of Birth/ Age	05/12/1961 55 Years
DIN	00118280
Qualifications	1] Bachelor's degree in electrical engineering from the Mumbai University. 2] Master's degree in management from the London Business School.
Brief Resume /Expertise	Previously, Mr. Abhay Havaladar was associated with General Atlantic, a global growth equity firm as an Advisory Director. Mr. Abhay Havaladar was instrumental in establishing General Atlantic's India Office. He has experience of investing in the Indian markets including as a venture capitalist and a growth investor. He is also a board member of the Society for Innovation and Entrepreneurship ("SINE").
Date of first appointment on the Board	June 13, 2012
Terms and Conditions of appointment	Mr. Abhay Havaladar was re-appointed as Director under "Shareholder Director's" Category liable to retire by rotation at the 23 rd Annual General Meeting held on September 18, 2015 and the same was approved by SEBI.
Shareholding in the Company	-
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	United Tele Shopping and Marketing Company Limited
Memberships/Chairmanships of committees of Board of other companies	-
Remuneration drawn, if any.	Only sitting fee permitted under the Companies Act, 2013 is being paid.
No. of Board Meetings attended during 2016-17	16

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

Date: May 5, 2017

Place: Mumbai

S Madhavan
Company Secretary

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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 25th Annual General Meeting of the Company, to be held on **Friday, August 4, 2017 at 3.00 p.m.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions Particulars	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, 2017, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To confirm the interim dividend paid during the year and declare final dividend on equity shares for the financial year ended March 31, 2017.		
3.	To appoint a Director in place of Mr. Abhay Havaladar (DIN-00118280), who retires by rotation and, being eligible, seeks re-appointment, subject to the approval of SEBI.		
4.	To ratify the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP, as the Statutory Auditors.		

Signed this.....day of..... 2017

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.

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ATTENDANCE SLIP TWENTY-FIFTH ANNUAL GENERAL MEETING Friday, August 4, 2017 at 3.00 p.m.

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 25th Annual General Meeting of the Company to be held on **Friday, August 4, 2017 at 3.00 p.m.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 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

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

