



## NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(CIN: U67120MH1992PLC069769)

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

Tel: +9122 26598100 | Website: www.nseindia.com

### NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of National Stock Exchange of India Limited will be held on Friday, August 2, 2019 at 11.00 a.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, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the Interim dividend paid and to declare final dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Sunita Sharma (DIN-02949529), who retires by rotation and, being eligible, seeks re-appointment, subject to the approval of SEBI.

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

Date: May 16, 2019

Place: Mumbai

#### Registered Office:

Exchange Plaza, Plot C-1,  
Block 'G', Bandra-Kurla Complex,  
Bandra East Mumbai - 400051

S Madhavan  
Company Secretary

#### NOTES:

1. The Company's Statutory Auditors, M/s Price Waterhouse & Co, Chartered Accountants, LLP, were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting of the Members held on September 16, 2016 on remuneration to be determined by the Board of Directors or Audit Committee thereof. Their appointment was subject to ratification by the Members at every subsequent Annual General Meeting held after the AGM held on September 16, 2016. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn.

In view of the above, ratification of the Members for continuance of their appointment at this Annual General

Meeting is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall mutually be agreed between the Board of Directors or the Audit committee of the Company and the Statutory Auditors.

2. 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.

3. 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 Annual General Meeting (AGM) is enclosed herewith.
4. In respect of item no. 3, additional information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings is annexed to the notice.
5. 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.
6. 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.
7. Members / proxies / authorized representative should bring the duly filled attendance slip enclosed herewith to attend the meeting.
8. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of contracts or arrangements in which the Directors are interested will be available for inspection by the members at the AGM and at the Registered Office of the Company during the business hours on all working days up to the date of the AGM.
9. Friday, July 26, 2019 is taken as the record date for the purpose of determining names of Members eligible for the payment of final dividend on equity shares for the Financial Year ended March 31, 2019.
10. 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 around 10 days of declaration to those members whose names appear as beneficial owner(s) in the records of the Depository as on Friday, July 26, 2019.
11. 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.
12. Shareholders may please note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, M/s. Link Intime India Private Limited cannot act on any request received directly from the Members for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the Depository Participant(s). Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the company electronically. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
14. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a physical copy of the same. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
15. Members may also note that the Notice of 27th AGM and the Company's Annual Report for 2018-19 will be made available on the Company's website at [www.nseindia.com](http://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.
16. 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).
17. Members are requested to send their queries, if any, on Annual Report, to the Company Secretary, not less than 7 days before the date of Meeting, so that the requisite information/ explanations can be provided in time.
18. Route Map showing directions to reach venue of the 27th AGM is provided as a part of this Notice.
19. Pursuant to regulation 44(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is mandatory for certain companies to provide one-way live webcast of the proceedings of the AGM. Accordingly, proceedings of the AGM will be webcasted live for shareholders on the date of the AGM.

**Annexure to Notice - Additional Information as required under Clause 1.2.5 of SS-2 and Regulation 36 of SEBI LODR.**

**Item No. 3**

Ms. Sunita Sharma retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

Ms. Sunita Sharma was Managing Director and Executive Director of Life Insurance Corporation of India from April 2017 to March 2019. She served as Managing Director, Chief Executive Officer and Executive Director of LIC Housing Finance Limited from November 5, 2013 until April 11, 2017. She has worked with the Life Insurance Corporation of India where she was in different departments including housing finance and accounts. She has vast Experience in Insurance and Housing Finance. She has served in various positions at Life Insurance Corporation of India such as Secretary (Personnel and Industrial Relations), as an Executive Director of P&GS and as its Chief of Personnel of Central Office. She has been Shareholder Director of National Stock Exchange of India Ltd. since October 19, 2016. She has been a Non-Executive Director at Larsen & Toubro Limited since

April 1, 2015. She served as a Director of Bhushan Steel Limited from February 2010 to April 2016. She holds a Master's Degree in Science from the University of Delhi, New Delhi.

Ms. Sunita Sharma attended 1 meeting out of 7 meetings held during the FY 2018-19 as she was indisposed for some time and hence could not attend some of the Board Meetings.

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

Except Ms. Sunita Sharma, none of the Directors, Key Managerial Personnel (KMP) 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 her re-appointment.

Name of Director	Ms. Sunita Sharma
Category	Shareholder Director – Non Executive Director
Date of Birth/ Age	09/03/1959 / 60 Years
DIN	02949529
Qualifications	Ms. Sharma holds a Master's Degree in Science from Delhi University.
Brief Resume /Expertise / Experience	Ms. Sharma was Managing Director and Executive Director of Life Insurance Corporation of India from April 2017 to 2019. She served as Managing Director, Chief Executive Officer and Executive Director of LIC Housing Finance Limited since November 5, 2013 until April 11, 2017. She served as an Executive Director of P&GS at Life Insurance Corporation of India and served as its Chief of Personnel of Central Office. Ms. Sharma has been Shareholder Director of National Stock Exchange of India Ltd. since October 19, 2016. She has been a Non-Executive Director at Larsen & Toubro Limited since April 1, 2015. She served as a Director of Bhushan Steel Limited from February 2010 to April 2016. Ms. Sunita Sharma has expertise in field of Investment, Pension & group schemes, Human Resource Management, Real Estate etc., which led her to secure several awards such as Women Super Achiever, Udyog Ratan Award, India best CEO, amongst others.
Date of first appointment on the Board	October 19, 2016
Shareholding in the Company	-
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	1. Larsen and Toubro Limited 2. LICHL Care Homes Limited

Memberships/Chairmanships of committees of Board of other companies	Chairperson – Larsen and Toubro Limited – Stakeholders Relationship Committee
Remuneration drawn, if any	Sitting fees. As permitted under the Companies Act, 2013.
No. of Board Meetings attended during 2018-19	1 (One)

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

Date: May 16, 2019  
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) of .....shares 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 27th Annual General Meeting of the Company,  
to be held on **Friday, August 2, 2019 at 11.00 a.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, 2019, together with the Reports of the Board of Directors and the Auditors thereon		
2.	To confirm the Interim dividend paid and to declare final dividend on equity shares for the financial year ended March 31, 2019		
3.	To appoint a Director in place of Ms. Sunita Sharma (DIN-02949529), who retires by rotation and, being eligible, seeks re-appointment, subject to the approval of SEBI		

Signed this.....day of..... 2019

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-SEVENTH ANNUAL GENERAL MEETING**  
**August 2, 2019 at 11.00 a.m.**

Folio No. /Client ID No./DP Id No.	
Name of First names Member/Proxy/Authorised Representative	
Name of Joint Members, if any	
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 27th Annual General Meeting of the Company to be held on Friday, August 2, 2019 at 11:00 a.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

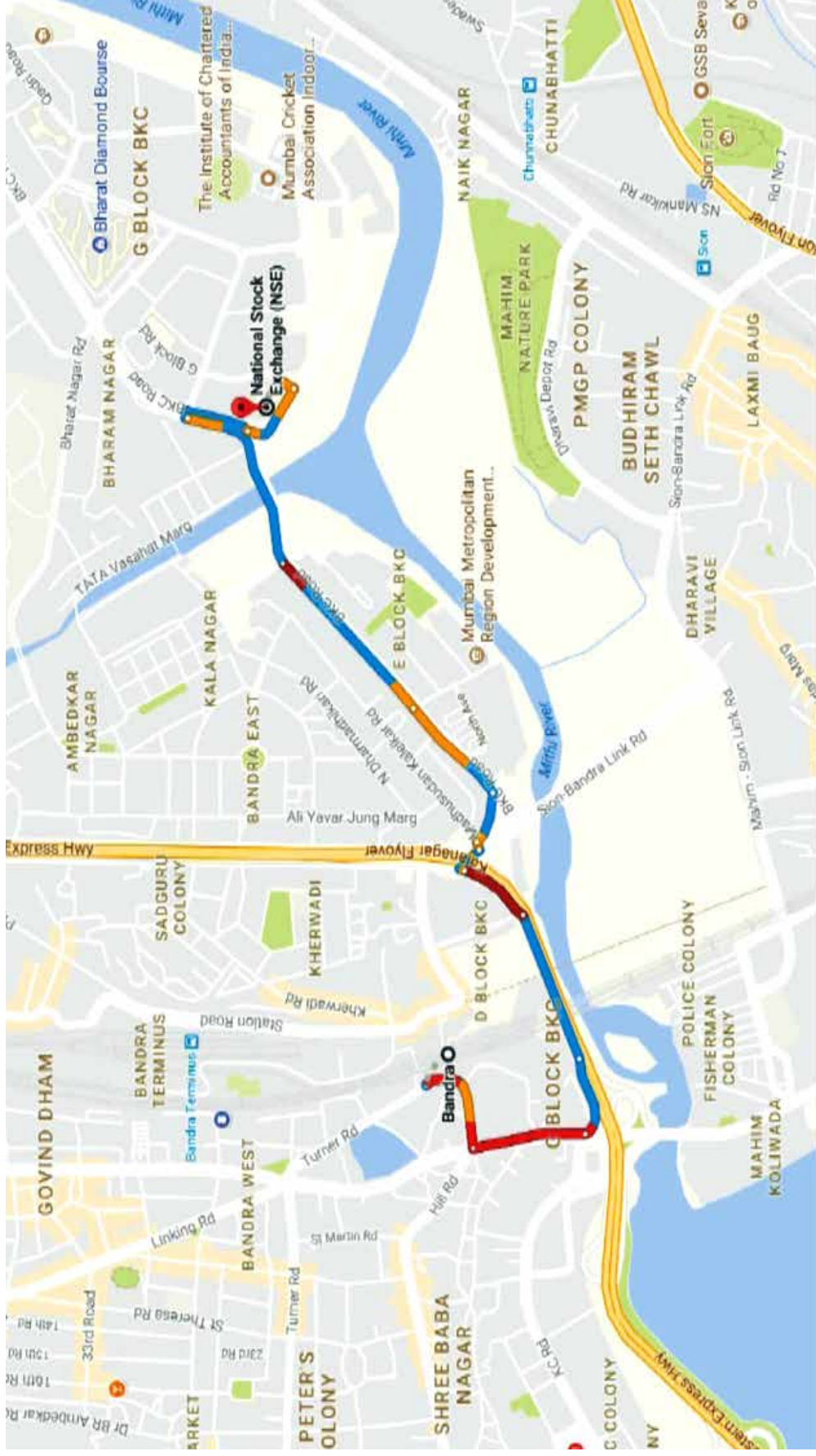
Member's/Authorised  
Representative/  
Proxy's Signature

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 27TH ANNUAL GENERAL MEETING



Venue for AGM:  
National Stock Exchange of India Limited  
Exchange Plaza, C-1 Block G,  
Bandra-Kurla Complex, Bandra East,  
Mumbai- 400051  
Lat: 19.056166  
Long: 72.85583