



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 26th Annual General Meeting of the Members of National Stock Exchange of India Limited will be held on Friday, August 3, 2018 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, 2018, 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, 2018.
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. 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 resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP, (ICAI Registration No:304026E/E300009), as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of twenty seventh Annual General Meeting for the financial year ending March 31, 2019 at such remuneration as may be mutually agreed between the Board of Directors or the Audit committee of the Company and the Statutory Auditors."

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

Date: May 4, 2018

Place: Mumbai

Registered Office:

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

S Madhavan
Company Secretary

NOTES:

- 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. A proxy form for the Annual General Meeting (AGM) is enclosed herewith.
- Explanatory statement inter alia containing additional information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Section 102 of the Companies Act, 2013, is annexed to this notice.
- 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.
- 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.
- Members / proxies / authorized representative should bring the duly filled attendance slip enclosed herewith to attend the meeting.
- 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.
- Friday, July 27, 2018 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, 2018.
- 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 27 2018.
- 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.
- Shareholders holding shares in electronic form 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 holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- 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.
- 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.
- Members may also note that the Notice of 26th AGM and the Company's Annual Report for 2017-18 will be made available on the Company's website at 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.
- 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).
- 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.
- Route Map showing directions to reach venue of the 26th AGM is provided as a part of this Notice.

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

Pursuant to Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under item no. 3 of the accompanying notice.

Item No. 3

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

Mr. Prakash Parthasarathy is the Managing Partner of Sanctum Management Pte. Sanctum manages and advises families, their philanthropic institutions and global endowments and fiduciary institutions on long term investment initiatives. Prior to Sanctum, Mr. Prakash Parthasarathy was the founding Managing Partner & Chief Investment Officer of PremjiInvest, an investment office serving Azim Premji (Chairman, Wipro) and his Foundations. Mr. Prakash Parthasarathy joined as the founding CIO of PremjiInvest in 2006 and was responsible for the firm's strategy and operations across all asset classes in India, China and the US and led the Investment Committee of the firm.

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. A brief profile of Mr. Prakash Parthasarathy is annexed to this notice.

Except Mr. Prakash Parthasarathy, 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 his re-appointment.

Additional information of Director being re-appointed

Name of Director	Mr. Prakash Parthasarathy
Category	Shareholder Director
Date of Birth/ Age	04/03/1971 47 Years
DIN	02011709
Qualifications	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
Brief Resume /Expertise	Mr. Prakash Parthasarathy is the Managing Partner at of Sanctum Management Pte. Sanctum manages and advises families, their philanthropic institutions and global endowments and fiduciary institutions on long term investment initiatives. Prior to Sanctum, he was the founding Managing Partner & Chief Investment Officer of PremjiInvest, an investment office serving Azim Premji (Chairman, Wipro) and his Foundations
Date of first appointment on the Board	May 30, 2012
Shareholding in the Company	-
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	1. Fab India Overseas Private Limited 2. Napean Singapore 3. Sanctum Management PTE 4. PI International Holdings LLC 5. Manipal Global Education Services Private Limited 6. NSE Foundation
Memberships/Chairmanships of committees of Board of other companies	-
Remuneration drawn, if any.	Sitting fees. As permitted under the Companies Act, 2013.
No. of Board Meetings attended during 2017-18	9 (Nine)

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

Date: May 4, 2018

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 26th Annual General Meeting of the Company, to be held on **Friday, August 3, 2018 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, 2018, 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, 2018		
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.	To ratify the appointment of M/s. Price Waterhouse & Co, Chartered Accountants, LLP, as the Statutory Auditors.		

Signed this.....day of..... 2018

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

ATTENDANCE SLIP TWENTY-SIXTH ANNUAL GENERAL MEETING August 3, 2018 at 11.00 a.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 26th Annual General Meeting of the Company to be held on **August 3, 2018** 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

