



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

CIN: U67120MH1992PLC069769

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

Tel: +91 22 2659 8100 | **Fax:** +91 22 2659 8120 | **Website:** www.nseindia.com | **Email:** secretarialdept@nse.co.in

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty-Third ('33rd') Annual General Meeting ('AGM')** of the Shareholders of National Stock Exchange of India Limited ('NSE' / 'Company' / 'Exchange') will be held on **Monday, August 25, 2025, at 04.00 P.M. (IST)** through Video Conferencing/Other Audio-Visual Means ('VC/OAVM'), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Report of the Auditors thereon.
3. To declare final dividend of ₹35/- per equity share of the face value of ₹1/- each, (including a one-time special dividend of ₹11.46/- per equity share) for the financial year ended March 31, 2025.
4. To appoint a Director, in place of Shri Veneet Nayar (DIN: 02007846), Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment, subject to approval of the Securities and Exchange Board of India ('SEBI').

SPECIAL BUSINESS:

5. **To appoint M/s. Mehta & Mehta, Practicing Company Secretaries, (Firm Registration No. MU000019250) as the Secretarial Auditors of the Company.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other provisions as may be applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and as per the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Shareholders be and is hereby accorded for

appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, (Firm Registration No. MU000019250), as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from April 1, 2025 upto March 31, 2030, to conduct the Secretarial Audit of the Company and to furnish the Secretarial Audit Report(s) in accordance with the applicable laws and regulatory requirements at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and for matters connected therewith or incidental thereto."

6. **To approve the alteration to the Memorandum of Association of the Company.**

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 ('Act') and the rules made thereunder and any other applicable provisions of the Act, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the listing requirements of the stock exchange(s) and in accordance with the enabling provisions of the existing constitutional documents of the Company and in order to align the existing Memorandum of Association with the provisions of the Act, approval of the Shareholders be and is hereby accorded to the alterations proposed to the Clauses A, B, 15, 22, 43, 44 and 46(a) (including omission of Clause 45) of the existing Memorandum of Association of the Company and that the altered Memorandum of Association of the Company, be and is hereby adopted, subject to the approval of the Securities and Exchange Board of India ('SEBI').

RESOLVED FURTHER THAT the altered Memorandum of Association of the Company shall take effect only upon receipt of approval from SEBI and following the due process required under Regulation 42 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with other applicable provisions in this behalf.

RESOLVED FURTHER THAT the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company or any other person as may be authorised by any of them, be and are hereby severally authorized to file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, to submit such other documents and information as may be required by any regulator and/or statutory authority(ies), to file necessary forms with the Registrar of the Companies/ Ministry of Corporate Affairs, as the case may be, to comply with all other requirements under the applicable laws in this regard and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to proposed alterations to the Memorandum of Association of the Company and adoption of altered Memorandum of Association of the Company.”

7. To approve the alteration to the Articles of Association of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013 (**‘Act’**) and the rules made thereunder and any other applicable provisions of the Act, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the listing requirements of the stock exchange(s) and in accordance with the enabling provisions of the existing constitutional documents of the Company and in order to align the existing Articles of Association with the provisions of the Act, approval of the Shareholders be and is hereby accorded to the alterations proposed to the existing Articles of Association of the Company and that the altered Articles of Association of the Company, be and is hereby adopted, subject to the approval of the Securities and Exchange Board of India (**‘SEBI’**).

RESOLVED FURTHER THAT the altered Articles of Association of the Company shall take effect only upon receipt of approval from SEBI and following the due process required under Regulation 42 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with other applicable provisions in this behalf.

RESOLVED FURTHER THAT the Managing Director & CEO or the Chief Financial Officer or the Company Secretary of the Company or any other person as may be authorised by any of them, be and are hereby severally authorized to file the necessary application with the regulatory authorities, to settle all questions, difficulties or doubts that may arise, to submit such other documents and information as may be required by any regulator and/or statutory authority(ies), to file necessary forms with the Registrar of the Companies/Ministry of Corporate Affairs, as the case may be, to comply with all other requirements under the applicable laws in this regard and to do all such acts, deeds, matters and things (including taking steps to remove any difficulties that may arise during the implementation thereof) relating to proposed alterations to the Articles of Association of the Company and adoption of altered Articles of Association of the Company.”

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

Prajakta Powle
Company Secretary
ACS 20135

Date: July 29, 2025

Place: Mumbai

Registered Office:

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
CIN: U67120MH1992PLC069769
Website: www.nseindia.com
E-mail: secretarialdept@nse.co.in
Ph: +91 22 2659 8100
Fax: +91 22 2659 8120

NOTES:

1. The Ministry of Corporate Affairs (**‘MCA’**) vide its General Circular No. 09/2024 dated September 19, 2024, read with circulars issued earlier on the subject (**‘MCA Circulars’**) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024, read with the circulars issued earlier on the subject (**‘SEBI Circulars’**), has permitted the holding of the AGM through VC/OAVM without the physical presence of Shareholders at a common venue and relaxation in respect of sending physical copies of annual report to Shareholders till September 30, 2025. Accordingly, the 33rd AGM of the Company is being held through VC/OAVM on Monday, August 25, 2025 at 4.00 P.M. (IST).
2. In terms of Section 152 of the Act, Shri Veneet Nayar (DIN:02007846), retires by rotation at this AGM and being eligible, offers himself for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended his re-appointment. Requisite declarations have been received from Shri Veneet Nayar in this regard. Shri Veneet Nayar and his relatives are deemed to be interested in Item no. 4 of this Notice. None of the other Directors or Key Managerial / Management Personnel and / or their relatives are, in

anyway, concerned or interested financially or otherwise, in Item no. 4 of this Notice.

In accordance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard – 2 on General Meetings ('SS-2'), issued by the Institute of Company Secretaries of India, the statement providing the requisite details in respect of re-appointment of Shri Veneet Nayar as stated under Item No. 4 of the Notice is annexed as **Annexure A**.

Pursuant to Regulation 2(ka) of Securities Contracts (Regulation) (Stock Exchange and Clearing Corporations) Regulations, 2018 ('SECC Regulations'), Trading Members or their associates and agents as on cut-off date shall not be eligible to vote on Item No. 4 of this Notice.

3. The Explanatory Statement setting out material facts pursuant to provisions of Section 102(1) of the Companies Act, 2013 ('Act') in respect of the Special Business set out at Item Nos. 5 to 7 of the Notice are annexed hereto.
4. Institutional Investors / Corporate shareholders are encouraged to attend and vote at the AGM through VC/OAVM. Institutional Investors / Corporate shareholders intending to authorise their representatives to attend and vote at the 33rd AGM are requested to send scanned copy (PDF/JPEG format) of the certified copy of the Board Resolution/Power of Attorney/Authority Letter by email at secretarialdept@nse.co.in/info@mehta-mehta.com authorising their representatives to attend and vote at the 33rd AGM through VC/OAVM on their behalf and to vote through remote e-Voting, pursuant to Sections 112 and 113 of the Act.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available electronically for inspection by the Shareholders during the AGM. All the documents referred to in the Notice and Explanatory Statement, will be available through electronic mode for inspection by the Shareholders from the date of circulation of this notice upto the date of AGM, Shareholders seeking to inspect such documents can send an email to secretarialdept@nse.co.in
6. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circulars in relation to e-Voting facility provided by entities, the Exchange will provide facility of remote e-Voting to its Shareholders in respect of the business to be transacted at the AGM. The Exchange has engaged National Securities Depository Limited ('NSDL') for facilitating participation through VC/OAVM and providing facility of remote e-Voting and e-Voting facility at the AGM, as the authorized agency. The procedure for participating in the meeting through VC/OAVM is annexed to this Notice as **Annexure-B**.

(Note: The Shareholders can join the AGM through VC/OAVM mode 15 minutes before commencement of the Meeting and at any time during the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Shareholders on first-come-first-served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Institutional Investors, Directors (including Chairpersons of the Audit/Stakeholders' Relationship Committees, Auditors, etc.), Key Managerial Personnel, who shall be allowed to attend the AGM without restriction of first come first served basis.)
7. Since the AGM is being held through VC/OAVM, physical attendance of Shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM. The proxy form as well as the attendance slips are therefore not annexed to this Notice.
8. Since the AGM will be held through VC/OAVM, the Route Map and Landmark for the AGM venue does not apply and hence the same is not annexed to this Notice. The proceedings of the AGM of the Exchange will be deemed to be conducted at the Registered Office of the Company situated at Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
9. Only registered Shareholders of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the Shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company as on **Monday, August 18, 2025** ('cut-off date'), will be entitled to vote at the AGM.
10. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
11. The remote e-Voting period will commence on **Friday, August 22, 2025** at 09:00 A.M. (IST) and will end on **Sunday, August 24, 2025** at 5:00 P.M. (IST). During this remote e-Voting period the Shareholders of the Company as on the cut-off date, may cast their votes by remote e-Voting. The remote e-Voting module shall be forthwith blocked by NSDL for voting thereafter. Once the vote on a resolution is casted by the Shareholders, the Shareholders shall not be allowed to change it subsequently or vote again.
12. In line with MCA Circulars and SEBI Circulars, the Notice calling the AGM along with the Integrated Annual Report for the financial year 2024-25, is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Depository Participants / Company's Registrar & Transfer Agents, M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited), (RTA). The Notice calling the AGM and the Integrated Annual Report for financial year 2024-25 may be accessed from the Exchange's website at <https://www.nseindia.com/static/investor-relations/shareholders-meetings> and also on the website of NSDL www.evoting.nsdl.com.
13. **Dividend and Record Date:** The Board of Directors has recommended a final dividend at the rate of ₹35/-

(including a special dividend of ₹11.46/-) per equity share of the face value of ₹1/- each fully paid up for the financial year ended March 31, 2025, subject to the approval of the Shareholders at the AGM. The final dividend for financial year 2024-25, once declared at the AGM, will be paid electronically through various online transfer modes on or before thirtieth day from the date of AGM to those Shareholders whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Record Date. Shareholders may please note that **Wednesday, August 13, 2025**, is taken as the Record Date for the purpose of determining names of Shareholders eligible for the payment of final dividend.

14. To avoid delay in receipt of dividend, Shareholders are requested to intimate/update all changes pertaining to their bank details, email address, power of attorney, change of name, change of address, contact details, etc. to their respective Depository Participants at the earliest.
15. Shareholders may please note that bank particulars registered against their respective demat accounts will be used by the Company for payment of final dividend. Shareholders are requested to update their Electronic Bank Mandate through their respective Depository Participants in order to receive dividends in a timely manner. The Company / RTA, cannot act on any request received directly from the Shareholders for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Shareholders.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020. Accordingly, the Company would be required to deduct tax at source ('TDS') from dividend paid to the Shareholders at the prescribed rates under the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with the said TDS requirements, Shareholders are requested to complete and/or update their correspondence, including Residential status, PAN, Category as per the IT Act with their Depository Participants. The relevant tax exemption documents and other related documents can be uploaded on the website of the RTA of the Company, on or before **Wednesday, August 13, 2025**. Detailed process regarding this shall be sent to all Shareholders by the Company/RTA vide a separate e-mail. The said communication is also made available on the website of the Company and can be accessed through weblink <https://www.nseindia.com/static/investor-relations/shareholders-meetings>.

Shareholders are requested to claim dividends that remain unclaimed. They may write to Company's RTA at rnt.helpdesk@in.mpms.mufg.com to the Company at its registered office or via email at secretarialdept@nse.co.in.

Shareholders are requested to note that dividends that are not claimed within seven years from the date of transfer

to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund ('IEPF'). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'). The shares once transferred to IEPF Account including dividends and other benefits accruing thereon can be claimed from IEPF Authority after following the procedure prescribed under the IEPF Rules.

16. The SEBI has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Shareholders holding shares in dematerialized form are therefore, requested to submit their PAN to their Depository Participants.
17. As per Section 72 of the Act read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, the facility for submitting nomination is available for Shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same with their respective Depository Participants.
18. The Board of Directors has appointed Shri Atul Mehta (FCS 5782 and COP No. 2486), failing him, Smt Ashwini Inamdar (FCS 9409 and COP No. 11226), Partners of M/s. Mehta & Mehta, Practicing Company Secretaries, as the Scrutinizer for scrutinizing the remote e-voting process and e-Voting at the AGM in a fair and transparent manner.
19. The Scrutinizer shall after the conclusion of Voting at the AGM, unblock the votes cast through e-Voting (i.e., votes cast during the AGM and votes cast through Remote e-Voting) and will submit a consolidated Scrutinizer's Report to the Chairperson of the AGM or any other person who shall be authorized by him, who shall countersign the same. The results will be announced not later than 2 working days from the conclusion of the AGM.
20. The voting results declared along with the Scrutinizer's Report shall be made available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings> and on the website of NSDL at <https://www.evoting.nsdl.com/> and shall also be displayed on the notice board at the registered office of the Exchange. The resolutions set out in this Notice, shall be deemed to be passed on the date of AGM, subject to receipt of the requisite number of votes cast in favour of the resolutions.
21. A person who is not a Shareholder as on the cut-off date should treat this notice solely for information purpose.
22. To enable ease of participation of the Shareholders, below are the key details regarding the AGM for your reference:

Particulars	Details
Record date for dividend	Wednesday, August 13, 2025
Cut-off date for e-Voting	Monday, August 18, 2025
For updating E-mail ID & Bank details before the Cut-off date for e-Voting	Refer note nos. 14 and 15
Time period for remote e-Voting	Commences on Friday, August 22, 2025 at 09:00 A.M. (IST) and Ends on Sunday, August 24, 2025 at 05:00 P.M. (IST)
Speaker Registration	Please refer point no. 6 of instructions for Shareholders for attending the 33 rd AGM through VC/OAVM
TDS on Dividend & Link for downloading formats for submission	A detailed communication in this regard is made available on the website of the Company and can be accessed through weblink https://www.nseindia.com/static/investor-relations/shareholders-meetings

23. To prevent fraudulent transactions, Shareholders/legal heirs, as the case may be are advised to exercise due diligence and notify the Company of any change in address or demise of any Shareholder as soon as possible. Shareholders are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository participants and holdings should be verified from time to time.

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

Prajakta Powle
Company Secretary
ACS 20135

Date: July 29, 2025

Place: Mumbai

Registered Office:

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

CIN: U67120MH1992PLC069769

Website: www.nseindia.com

E-mail: secretarialdept@nse.co.in

Ph: +91 22 2659 8100

Fax: +91 22 2659 8120

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item no. 5:

To appoint M/s. Mehta & Mehta, Practicing Company Secretaries, (Firm Registration No. MU000019250) as the Secretarial Auditors of the Company.

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a listed entity is required to undertake Secretarial Audit by a peer reviewed Company Secretary or firms with majority of peer-reviewed partners, holding valid certificate of peer review issued by the Institute of Company Secretaries of India ('ICSI') and to appoint a Secretarial Audit firm for a period of five consecutive years, subject to approval of the Shareholders at the Annual General Meeting.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on May 06, 2025, approved the appointment of M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration No. MU000019250), peer reviewed firm, as the Secretarial Auditors of the Company for a period of five (5) consecutive financial years commencing from April 1, 2025 to March 31, 2030, subject to Shareholders approval, after taking into account the eligibility of the firm, qualification and experience of the Partners, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

M/s. Mehta & Mehta., has been the Secretarial Auditors of the Company from financial year 2024-25 and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial Audits of the Company till date.

The Company has received the draft scope of Secretarial Audit, consent cum engagement letter from M/s. Mehta & Mehta, confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

M/s. Mehta & Mehta has affirmed its compliance with Regulation 24A(1A) and 24A(1B) of the Listing Regulations, in providing secretarial audit services to the Company. Further, M/s. Mehta & Mehta have confirmed that they hold a valid peer review certificate (peer review number 3686/2023) issued by the ICSI, fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s. Mehta & Mehta, a leading firm of Practicing Company Secretaries with over 25 years of experience in delivering comprehensive professional services. The firm promoted by Shri Atul Mehta and Smt Dipti Mehta, strives for quality and excellence in legal and secretarial consultancy which covers

varied areas of the corporate field and diverse avenues of corporate laws & other related areas. The firm offers bouquet of services including Secretarial, Management, Mentoring, Strategizing, Finance, Legal, Compliance, HR, Marketing, Operations, Sustainability etc.

Upon recommendation of the Audit Committee, the Board of Directors approved the remuneration of ₹3,25,000/- (Rupees Three Lakh Twenty-Five Thousand only) plus applicable taxes and out of pocket expenses pertaining to Annual Secretarial Audit and providing MGT-8 Certificate for the financial year 2025-26, and for the next four years at such fee as may be determined by the Board on recommendation of the Audit Committee in consultation with M/s. Mehta & Mehta.

Accordingly, the Board recommends the Ordinary Resolution to the Shareholders in relation to appointment of M/s. Mehta & Mehta, Practicing Company Secretaries, as Secretarial Auditors of the Company for their approval, as set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial / Management Personnel and their relatives are, in anyway, concerned or interested financially or otherwise, in the said resolution.

Item No. 6:

To approve the alteration to the Memorandum of Association of the Company.

The existing Memorandum of Association ('Existing MOA') was formulated in accordance with the provisions of the erstwhile Companies Act, 1956. There is a need to amend the Existing MOA to align it with the provisions of Schedule I Table A of the Companies Act, 2013 ('Act').

Pursuant to the provisions of Section 13 of the Act, a company can alter its MOA with the approval of Shareholders by way of a Special Resolution.

In view of the above, the Board of Directors of the Company at its meeting held on July 29, 2025, approved and recommended the adoption of altered Memorandum of Association ('Altered MOA'), subject to approval of the Shareholders by way of a Special Resolution and approval of the Securities and Exchange Board of India.

A copy of the Existing MOA and the proposed Altered MOA is available for inspection by the Shareholders at the Registered Office of the Company during the office hours on all working days between 11:00 A.M. to 01:00 P.M. till the date of AGM. The aforesaid documents will also be available for inspection at the AGM in electronic mode. Further, the same have been uploaded on the website of the Company and can be accessed at <https://www.nseindia.com/static/investor-relations/shareholders-meetings>

Accordingly, the Board recommends the Special Resolution to the Shareholders in relation to the adoption of the altered MOA, as set out at Item No. 6 of this Notice.

None of the Directors or Key Managerial / Management Personnel and/or their relatives are, in any way, concerned or interested financially or otherwise, in the said resolution.

Item No. 7:

To approve the alteration to the Articles of Association of the Company.

The existing Articles of Association ('Existing AOA') was formulated in accordance with the provisions of the erstwhile Companies Act, 1956. Considering the various amendments made to the applicable laws, regulations, rules, guidelines from time to time, there is a need to amend the Existing AOA in order to align it with the prevailing provisions of Schedule I Table F of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('SECC Regulations') and other applicable laws, regulations, rules, guidelines each as amended from time to time.

Pursuant to the provisions of Section 14 of the Act, a company can alter its AOA with the approval of Shareholders by way of a Special Resolution.

In view of the above, the Board of Directors of the Company at its meeting held on July 29, 2025, approved and recommended the adoption of altered Articles of Association ('Altered AOA'), subject to approval of the Shareholders by way of a Special Resolution and approval of the Securities and Exchange Board of India.

A copy of the Existing AOA and the proposed Altered AOA is available for inspection by the Shareholders at the

Registered Office of the Company during the office hours on all working days between 11:00 A.M. to 01:00 P.M. till the date of AGM. The aforesaid documents will also be available for inspection at the AGM in electronic mode. Further, the same have been uploaded on the website of the Company and can be accessed at <https://www.nseindia.com/static/investor-relations/shareholders-meetings>.

Accordingly, the Board recommends the Special Resolution to the Shareholders in relation to the adoption of the altered AOA, as set out at Item No. 7 of this Notice.

None of the Directors or Key Managerial / Management Personnel and/or their relatives are, in any way, concerned or interested financially or otherwise, in the said resolution.

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

Prajakta Powle
Company Secretary
ACS 20135

Date: July 29, 2025
Place: Mumbai

Registered Office:

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
CIN: U67120MH1992PLC069769
Website: www.nseindia.com
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Annexure A**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 33RD AGM IN TERMS OF CLAUSE 1.2.5 OF SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND IN PURSUANCE OF REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Particulars	Details
Name of Director	Shri Veneet Nayar
DIN	02007846
Category / Designation	Non-Independent Director
Date of Birth	April 09, 1962
Age	63 Years
Qualifications	Bachelor of Technology in Mechanical Engineering and Master in Business Management
Brief Resume, Experience and Expertise	<p>He is the Founder and Chairman of Sampark Foundation, a social innovation organisation that is transforming learning outcomes for over 20 million children in government schools across eight Indian states. He is the former Vice Chairman and CEO of HCL Technologies, where he led a globally recognized transformation that repositioned HCL as a pioneering force in modern management.</p> <p>He holds an MBA from XLRI, and is the author of the acclaimed book Employees First, Customers Second, and has received several global accolades including being featured in Forbes' 'Heroes of Philanthropy' (2016), Foreign Policy's 'Global Thinkers' list, and Fortune's inaugural 'Executive Dream Team' (2012). His work at both HCL and Sampark Foundation has been the subject of case studies at Harvard Business School.</p>
Remuneration drawn during the financial year 2024-25	Shri Veneet Nayar, being a Non-Independent Director, had not drawn any remuneration in the financial year 2024-25, except sitting fees of ₹ 16,25,000/- for attending Board/Committee meetings.
Remuneration proposed to be paid	Shri Veneet Nayar, being a Non-Independent Director, will not draw any remuneration except sitting fees as permitted under the Companies Act and the SECC Regulations for attending Board/Committee meetings.
Terms and conditions of appointment or re-appointment	Shri Veneet Nayar shall be liable to retire by rotation and the applicable provisions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable for his re-appointment.
Date of first Appointment on the Board	September 20, 2021
Number of Equity Shares held in the Company (including as a beneficial owner for non-executive director) as on March 31, 2025	He does not hold any shares in the Company in his own name. However, he is the settlor/family trustee of VSAV Family Trust, SVAV Family Trust and Anuvn Family Trust which holds 14,10,880 equity shares, 15,00,000 equity shares and 5,08,065 equity shares of the Company respectively.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None
Number of Meetings of the Board attended during the year	During the Financial Year 2024-25, he was entitled to attend 9 Board Meetings of which he attended 8 Board Meetings.
Other Directorships, Membership/ Chairmanship of Committees of other Boards	1.Sampark Foundation (Section 8 Company), Shareholder and Director 2.NSE Foundation (Section 8 Company), Director 3.Raymond Lifestyle Limited, Director
Listed Companies from which the Director has resigned in past three years	None

Annexure B

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING THIRTY-THIRD ANNUAL GENERAL MEETING ARE AS UNDER:

The remote e-Voting period begins on **Friday, August 22, 2025 at 09:00 A.M. (IST)** and ends on **Sunday August 24, 2025 at 05:00 P.M. (IST)**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Shareholders, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. **Monday, August 18, 2025** may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name (National Stock Exchange of India Limited) or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the ‘Beneficial Owner’ icon under ‘Login’ which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on ‘Access to e-Voting’ under e-Voting services and you will be able to see e-Voting page. Click on Company name, National Stock Exchange of India Limited or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select ‘Register Online for IDeAS Portal’ or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name, National Stock Exchange of India Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name, National Stock Exchange of India Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Shareholders who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Shareholders who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of National Stock Exchange of India Limited i.e. **134838** to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to secretarialdept@nse.co.in and evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager or Mr. Sanjeev Yadav, Assistant Manager at evoting@nsdl.com

Process for those Shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarialdept@nse.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, Shareholders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE THIRTY-THIRD AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against the Company name, National Stock Exchange of India Limited. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM

will be available in Shareholder/Member login where the EVEN: **134838** of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretarialdept@nse.co.in. The same will be replied to by the Company suitably.
6. Instructions for Shareholders to Speak at the 33rd AGM through NSDL e-Voting system:
 - a) Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, e-mail id, mobile number at secretarialdept@nse.co.in on or before **Monday, August 18, 2025**.
 - b) Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 - c) Shareholders who would like to ask questions, shall send the same in advance mentioning their name, demat account number, e-mail, mobile number at secretarialdept@nse.co.in. The same shall be replied to by the Company suitably.
 - d) Shareholders will get confirmation on first come first served basis depending upon the provision made by the Company.
 - e) Shareholders will receive 'speaking serial number' once they mark attendance for the meeting. Shareholders are requested to speak only when Moderator of the meeting will announce the name and serial number for speaking.
 - f) Please remember 'speaking serial number' and start your conversation with panelist by switching on audio of your device.
 - g) Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.

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