



NOTICE

Notice is hereby given that 23rd Annual General Meeting of the members of National Stock Exchange of India Limited will be held on **Friday, September 18, 2015 at 11.00 a.m. at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051** to transact the following business:

AS ORDINARY BUSINESS:-

1. To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2015.
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 approval of SEBI.
4. To appoint auditors to hold office from the conclusion of 23rd Annual General meeting until the conclusion of the 25th Annual General Meeting of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Khandelwal Jain & Co., [Regn. No. 105049W] Chartered Accountants, the retiring auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold the office from the conclusion of 23rd Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2017 at a remuneration (including reimbursement of traveling and out of pocket expenses) to be decided by the Board of Directors of the Company in consultation with the Auditors."

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

Date: August 25, 2015
Place: Mumbai

Sd./-
J. Ravichandran
Group President (F&L) &
Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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.
2. EXPLANATORY STATEMENT, THOUGH STRICTLY NOT REQUIRED AS PER SECTION 102 OF THE ACT, 2013, IS ANNEXED TO THIS NOTICE.
3. 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.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. The Register of Members and Share Transfer Books will remain closed from Wednesday, September 16, 2015 to Friday, September 18, 2015 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2015.
6. 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 to those members whose names appear as beneficial owner(s) in the records of the depository as on Tuesday, September 15, 2015.
7. Details in respect of the Directors seeking appointment / re-appointment at the AGM are furnished and forms part of the Notice. The Directors have furnished the requisite consents /declarations for their appointment / re-appointment.
8. Shareholders are requested to intimate all changes pertaining to their bank details, email addresses, power of attorney, change of name, change of address, contact details, etc. to their depository participant at the earliest. Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving dividends.



ANNEXURE TO THE NOTICE

Explanatory Statement

[This explanatory statement is provided though strictly not required as per Section 102 of the 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 an Advisory Director at General Atlantic, a global growth equity firm, where he has worked since 2002. Mr. Havaladar established General Atlantic's India office in 2002 and thereafter established the Singapore office in 2011. Mr. Havaladar currently serves as a Director on the boards of IBS Software Services (P) Ltd. and National Stock Exchange of India Limited. Prior to this, Mr. Havaladar started his career with TATA and has held operating management responsibilities at TATA Infotech and HCL Info systems.

He has been an investor in Indian businesses since 1996, as a partner at Draper International and Connect Capital. He is a Charter Member of The Indus Entrepreneurs (TIE).

Mr. Havaladar holds a bachelor's degree in electrical engineering from the University of Bombay and a Masters in management degree from the Sloan Fellow program at the London Business School.

Considering Mr. Havaladar's 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 and completion of other regulatory and procedural formalities relating to his appointment

Except Mr. Abhay Havaladar, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item No.3 relating to his re-appointment.

Item No. 4

Currently, M/s. Khandelwal Jain & Co., Chartered Accountants, are Auditors of the Company and their term shall expire at the forthcoming Annual General Meeting of the Company. As per the provisions of the Companies Act, 2013, no audit firm which has completed two terms of five consecutive years as Auditors shall be eligible for re-appointment as Auditors and every company is required to comply with this requirement within a period of three years from April 1, 2014. The Audit committee, after considering the above requirement, recommended the re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants as Auditors for a period of two years. The Company has received a certificate from the Auditors stating that they are fulfilling the conditions prescribed in the



Companies Act, 2013 and the Rules laid down thereunder and they are eligible to be appointed as Auditors under the Companies Act, 2013.

The Board considered the above recommendation of Audit Committee in its meeting held on May 26, 2015 and recommended the re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, as Auditors of the Company by the members at the forthcoming Annual General Meeting for a period of 2 years. i.e from the conclusion of 23rd Annual General Meeting till the conclusion of 25th Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the passing of the resolution at item No.4 relating to re-appointment of M/s. Khandelwal Jain & Co., Chartered Accountants, as Auditors

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

Date: August 25, 2015
Place: Mumbai

Sd./-
J. Ravichandran
Group President (F&L) &
Company Secretary

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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]

(CIN: U67120MH1992PLC069769)

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

Name of the member (s)	
Registered address:	
E-mail ID:	
Folio /DP ID-Client 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;
2. Name: Address:
E-mail Id:..... Signature:....., or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Friday, September 18, 2015 at 11.00 a.m. at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015, together with the Report of the Auditors thereon.		
2	Declaration of dividend on equity shares for the FY ended March 31, 2015.		
3	Re-appointment of Mr. Abhay Havaldar, who retires by rotation		
4	Re-Appointment of Auditors and fixing their remuneration		

Signed this.....day of..... 2015

Affix a Revenue Stamp of appropriate value

Signature of shareholder:

Signature of Proxy holder (s):

Note:

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

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

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

ATTENDANCE SLIP TWENTY-THIRD ANNUAL GENERAL MEETING FRIDAY, SEPTEMBER 18, 2015 AT 11.00 A.M.

Folio /DP ID-Client 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 23rd Annual General Meeting of the Company to be held on **Friday, September 18, 2015 at 11.00 a.m.** at Exchange Plaza, Plot C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 and at any adjournment thereof.

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

*Member's/Authorised Representative's/
Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

* Please strike off whichever is not applicable

