

Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1. The Board of Directors of the Company, at its meeting held on March 11, 2024, has, inter alia, considered and approved the reduction in overall transaction charges across cash equity and equity derivatives segments / products by 1% w.e.f. April 1, 2024. The said reduction is estimated to have an overall impact of ~ Rs. 130 crores p.a. on revenue from transaction charges of the Company.
2. In accordance with the recommendations made by Mahalingam Committee (appointed by SEBI), NSE at its Board meeting held on November 05, 2022, decided to exit from its non-core businesses including the technology and education businesses.

Subsequent to the Board approval, the process for divestment was initiated with the bankers preparing a detailed information memorandum and financial model. Post market out-reach, interest was received from more than 60 parties with whom NDAs had been signed. Detailed management meetings were conducted with over 20 parties. 7 interested buyers agreed to participate at the time of non-binding bid stage by submitting bids within the deadline set. Of the 7, while 1 was disqualified on technical grounds, 1 of the interested parties dropped at the initial stage itself. The detailed due diligence was done by 5 of the interested buyers. Post the due diligence the final offers were submitted by 2 interested buyers. The highest bidder was selected for exclusive negotiations.

The divestment process was run independently by Avendus (transaction adviser) who were supported by Deloitte for the Finance & Tax diligence, Deloitte (tax adviser) and Indus Law (Legal adviser).

Pursuant to the above, the Board at its meeting held on March 11, 2024, has also considered and approved the sale of the digital technology business of NSEIT Limited (NSEIT), a wholly owned step-down subsidiary of the Company along with NSEIT's subsidiaries namely, NSEIT US, Aujas Cybersecurity Limited, CXIO Technologies Limited (hereinafter collectively referred to as "Business for Sale" or "Project Nexus") to Investcorp.

The disclosure in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023 bearing reference no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, are as follows:

Sr. No.	Particulars	Description
1.	The amount and percentage of the turnover or revenue or income and net worth contributed by such unit or division of the listed entity during the last financial year	Total operating income from Business for Sale for the FY23 and YTD December 31, 2023 was Rs. 695 Crores and Rs. 639 Crores respectively. Net worth as on March 31, 2023 and December 31, 2023 was Rs 256.91 Crores Rs. 327.60 Crores respectively.

		In % terms, total operating income and net worth was 5.86% and 1.25%, respectively of total operating income and net worth of NSE Consolidated financials for FY23.
2.	Date on which the agreement for sale has been entered into	The agreement is yet to be executed.
3.	The expected date of completion of Sale / disposal	March 31, 2024
4.	Consideration received from such sale/disposal;	The total agreed Value for Business for Sale is Rs. 1,000 crores (to be adjusted for Net Debt and any change in agreed net working capital position at the time of closing)
5.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof	Investcorp is a US based leading global manager of alternative investments with six lines of businesses, namely, private equity, real estate, absolute return investments, infrastructure, credit management, and strategic capital. NSE does not have any identified promoter. Further, Investcorp doesn't belong to any of the group companies.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length".	No
7.	Whether the sale, lease or disposal of the undertaking is outside scheme of arrangement? If yes, details of the same including compliance with Regulation 37A of LODR Regulations.	NA, as it does not fall within the ambit of Regulation 37A.
8.	Additionally, in case of a slump sale, indicative disclosures provided for amalgamation/merger, shall be disclosed by the listed entity with respect to such slump sale.	As the digital technology business of NSEIT Limited is being sold on a slump sale basis, the necessary disclosure as required under the above referred SEBI circular w.r.t. the said business is provided under Annexure A.

Annexure A

Sr. No.	Particulars	Description
1.	Name of the entity(ies) forming part of the slump sale, details in brief such as size, turnover etc.	<p>Digital Technology Business of NSEIT Limited will be sold to Investcorp on a slump sale basis.</p> <p>Revenue for the FY23 and YTD December 31, 2023 was Rs. 242 Crores and Rs. 221 Crores respectively.</p> <p>Net assets as on March 31, 2023 and as on December 31, 2023 was Rs. 74.58 Crores and Rs. 111.90 Crores respectively.</p>
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	No
3.	Area of business of the entity(ies)	Digital Transformation and Technology services
4.	Rationale for slump sale	<p>NSEIT standalone business is involved in two primary businesses, namely:</p> <p>(i) Digital Examination Business; and</p> <p>(ii) Digital Technology Business</p> <p>As part of this transaction (Business for Sale), Investcorp is buying only Digital Technology Business and since it is a business segment and not a separate entity within the NSEIT Standalone entity, this is agreed to be divested through slump sale.</p>
5.	In case of cash consideration- amount or otherwise share exchange ratio	<p>The aggregate consideration towards the sale of Digital Technology Business of NSEIT and sale of subsidiaries of NSEIT mentioned above is Rs. 1000 Crores. (to be adjusted for Net Debt and any change in agreed net working capital position at the time of closing).</p> <p>The Enterprise Value (EV) of all four businesses separately is yet to be finalised and EV for Digital Technology Business under slump sale is expected to be in the range of Rs. 425 crores to Rs. 475 crores.</p>
6.	Brief details of change in shareholding pattern (if any) of listed entity	NA