

**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:+91 22 26598100 **Email:** secretarialdept@nse.co.in **Website:** www.nseindia.com

Notice

Notice is hereby given that the 31st Annual General Meeting of the Members of National Stock Exchange of India Limited will be held on Wednesday, August 23, 2023, at 11:00 A.M. (IST) through Physical/Video Conferencing (VC) facility/Other Audio-Visual Means (OAVM), 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, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Veneet Nayar (DIN-02007846), who retires by rotation and, being eligible, seeks reappointment, subject to the approval of SEBI.

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

Rohit Gupte
Company Secretary
(A12422)

Date: May 15, 2023

Place: Mumbai

Registered Office:

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

Notes:

1. The Ministry of Corporate Affairs has vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 and SEBI Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05 –Jan-2023 (hereinafter collectively referred to as “the Circulars”) has issued clarifications/relaxations on holding the Annual General Meeting through Video Conference (VC) or Other Audio Visual Means (OAVM) and other incidental matters in connection with the same. In terms of the said Circulars, the 31st Annual General Meeting (AGM) of the members will be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the AGM through VC/OAVM only. The Notice is also uploaded on NSE’s website www.nseindia.com and that of National Securities Depository Limited (“NSDL”) (agency for providing the Remote e-Voting facility) at www.evoting.nsd.com.
2. The deemed venue for the 31st AGM shall be the registered office of the Company i.e. Exchange Plaza, Plot C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai-400051.
3. The Members can join the 31st AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 31st AGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., who are allowed to attend the 31st AGM without the above restriction of first come first served basis.
4. **INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:**
 - a. **PROCESS AND MANNER FOR VOTING THROUGH ELECTRONIC MEANS:**
 - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,

2014 (as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and SEBI the Company is providing the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.

- ii. Members of the Company holding shares in electronic form as on the cut-off date of August 16, 2023 may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before AGM as well as e-voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e. August 16, 2023, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.
- iii. Members will be provided with the facility for voting through an electronic voting system during the AGM proceedings. Only such members who have not already cast their vote on the resolution(s) by remote e-voting, will be eligible to vote through the e-voting system during the AGM. Members who have cast their vote on the resolution(s) by remote e-voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- iv. The remote e-voting module on the day of the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.

5. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE 31ST AGM ARE AS UNDER:

The remote e-voting period begins on Friday, August 18, 2023 at 9:00 A.M. and ends on Tuesday, August 22, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names

appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 16, 2023, 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, being August 16, 2023.

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"> 1. 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 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. 2. 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.jsp 3. 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. 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 held 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
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. Click on & 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 be 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 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: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members 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 22 55 33

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 Members 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 Members 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. 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, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
1. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
2. Now, you will have to click on “Login” button.
3. 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 company for which you wish 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 scrutinisers@mmjc.in with a copy marked to secretarialdept@nse.co.in & evoting@nsdl.co.in. 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 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Associate Vice President or Ms. Pallavi Mhatre, Manager or Mr. Sanjeev Yadav, Assistant Manager from NSDL at the designated e-mail ID: evoting@nsdl.co.in.

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. 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 shareholder 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 / members may send a request to evoting@nsdl.co.in 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.

6. INSTRUCTIONS FOR MEMBERS 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 Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have

not cast 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. Members 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.

7. INSTRUCTIONS FOR MEMBERS FOR PARTICIPATING IN THE 31st AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members 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 link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN (124759) of Company will be displayed. Please note that the members 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.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that Members connecting from mobile devices or tablets or through laptops etc., 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.
- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number and mobile number, to reach the Company’s e-mail address at secretarialdept@nse.co.in at least 7 days in advance before the start of the meeting. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- f. Members, who would like to ask questions during the 31st AGM with regard to the financial statements or any other matter to be placed at the 31st AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number and mobile number, to reach the Company’s email address secretarialdept@nse.co.in well in advance before the start of the 31st AGM i.e. by, Wednesday, August 23, 2023, at 11:00 A.M. (IST). Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 31st AGM, depending upon the availability of time.
8. The Board of Directors has appointed Mr. Makarand M. Joshi, failing him Mrs. Kumudini Bhalerao, partners of M/s Makarand M. Joshi & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before and during the AGM in a fair and transparent manner.
9. The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock and count the votes cast during the AGM, and votes cast through remote e-voting and make, not later than two working days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
10. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company at www.nseindia.com and on the website of NSDL at www.evoting.nsd.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
11. Members can, prior to the Meeting, seek technical assistance/address queries on the abovementioned numbers of NSDL as mentioned in e-voting process between 11.00 a.m. to 1.30 p.m. from Monday to Friday till the date of the Meeting.
12. Since the AGM is being conducted through VC/OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate members whose authorized representatives are intending to attend the meeting are requested to send to the Company at

secretarialdept@nse.co.in a certified copy of the board resolution authorizing such representative to attend the AGM through VC/OAVM, and cast their votes at the Meeting.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Institutional investors who are members are encouraged to attend and vote at the AGM through VC or OAVM.
15. In respect of item no. 3 of the agenda, additional information is annexed to the notice.
16. During the AGM, Register of Directors, Key Managerial Personnel and their shareholding and Register of Contracts maintained under the Companies Act, 2013 and all other documents referred to in the notice shall be available for inspection in electronic mode. Members who wish to inspect the registers are requested to write to the company by sending an e-mail to secretarialdept@nse.co.in (designated email address).
17. Wednesday, August 16, 2023, 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, 2023.
18. Subject to the provisions of Section 126 of the Companies Act, 2013, the dividend as recommended by the Board at the rate of ₹ 80/- per fully paid-up equity share of ₹ 1/- each, if declared at the AGM, will be paid on or before thirtieth day from the date of AGM to those members whose names appear as beneficial owner(s) in the records of the Depository as on August 16, 2023.
19. 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.
20. Shareholders may please note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. Members are requested to update their Electronic Bank Mandate through your Depository Participant/s in order to receive dividends in a timely manner. 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.

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their depository participants ('DPs'). The relevant tax exemption documents and other related documents can be uploaded on the website of M/s. Link Intime India Private Limited, Registrars and Transfer Agent ('RTA') on or before Wednesday, August 16, 2023. Detailed process regarding this is sent to all shareholders by the Company/RTA vide a separate email.

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).

21. All documents referred to in the accompanying Notice have been sent along with this Notice to the registered email addresses of the persons entitled to attend the Meeting and shall also be available electronically on request by sending an email at the Designated Email Address.
22. 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).
23. Your company is pleased to provide the facility of a live webcast of proceedings of AGM. Members who are entitled to participate in the AGM can view the live proceedings of AGM on the website of the Company at www.nseindia.com.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.
25. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Act, 2013 read with Circulars issued by MCA and SEBI in this regard.

ANNEXURE

ADDITIONAL INFORMATION TO THE NOTICE

Item No. 3

Mr. Veneet Nayar retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Mr. Veneet Nayar, is a Shareholder Director of the Company.

He has completed B. Tech in Mechanical Engineering from the College of Technology of G. B. Pant University of Agriculture and Technology and a Masters in Business Management from the XLRI- Xavier School of Management, Jamshedpur in India. Mr. Veneet Nayar is the Founder Chairman of Sampark Foundation and former Vice Chairman and CEO of HCL Technologies and author of the highly acclaimed management bestseller, “Employees First, Customer Second: Turning Conventional Management Upside Down” (Harvard Business Press, June 2010).

Mr. Veneet Nayar was chosen by Fortune magazine for its first ever global Executive Dream Team, and also found a place on the elite Thinkers 50 List. Mr. Nayar quit HCLT in 2013 to focus on Sampark Foundation, which he co-founded with his wife Anupama Nayar, to catalyse ‘large-scale transformation in primary education through frugal innovation’. Mr. Nayar has served as a Senior Advisor to PWC India, HCL Technologies, ChrysCapital, McKinsey Leadership Institute and many Fortune 1000 companies. He was on the Advisory Board of the Millions Learning project led by the ex-Prime Minister of Australia, Julia Gillard, and has served as Governor of ICT, member of the Global Advisory Board of Women Leaders and Gender Parity Program at the World Economic Forum and, as a mentor to multiple technology start-ups, he continues to follow his passion of turning conventional management wisdom, upside down.

Mr. Veneet Nayar shall be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable to him.

Mr. Veneet Nayar, Shareholder Director is the settlor of VSAV Family Trust & SVAV Family Trust and Trustee of Anuvin Family Trust which holds 1,50,000 equity shares, 2,50,000 equity shares and 51,613 equity shares respectively.

As per the declarations submitted, Mr. Veneet Nayar is not liable to any disqualification under the provisions of Section 164 of the Act. Further, Mr. Veneet Nayar is in compliance with the ‘fit and proper’ criteria prescribed under the SECC Regulations, 2018. Accordingly, the Board recommends the ordinary resolution as set out in Item No. 3 for approval of the Members.

Except, Mr. Veneet Nayar & his relatives, none of the other Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

Additional Information as required under Clause 1.2.5 of (SS-2) and Regulation 36 of SEBI LODR.

Name of Director	Mr. Veneet Nayar
Category	Shareholder Director - Non-Executive Director
Date of Birth/ Age	09/04/1962 (61 Years)
DIN	02007846
Qualifications	B. Tech in Mechanical Engineering and a Masters in Business Management
Brief Resume /Expertise/ Experience	Mr. Veneet Nayar is the Founder Chairman of Sampark Foundation and former Vice Chairman and CEO of HCL Technologies and author of the highly acclaimed management bestseller, “Employees First, Customer Second: Turning Conventional Management Upside Down” (Harvard Business Press, June 2010).

Name of Director	Mr. Veneet Nayar
	<p>Mr. Veneet Nayar was chosen by Fortune magazine for its first ever global Executive Dream Team, and also found a place on the elite Thinkers 50 List. Mr. Nayar quit HCLT in 2013 to focus on Sampark Foundation, which he co-founded with his wife Anupama Nayar, to catalyse 'large-scale transformation in primary education through frugal innovation'.</p> <p>Mr. Nayar has served as a Senior Advisor to PWC India, HCL Technologies, ChrysCapital, McKinsey Leadership Institute and many Fortune 1000 companies. He was on the Advisory Board of the Millions Learning project led by the ex-Prime Minister of Australia, Julia Gillard, and has served as Governor of ICT, member of the Global Advisory Board of Women Leaders and Gender Parity Program at the World Economic Forum and, as a mentor to multiple technology start-ups, he continues to follow his passion of turning conventional management wisdom, upside down.</p>
Terms and conditions of appointment or re-appointment	Mr. Veneet Nayar shall be liable to retire by rotation and the applicable terms and conditions as mentioned under Companies Act, 2013, Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall be applicable to him.
Date of first appointment on the Board	September 20, 2021.
Shareholding in the Company	Mr. Veneet Nayar is the settlor of VSAV Family Trust & SVAV Family Trust and Trustee of Anuvin Family Trust which holds 1,50,000 equity shares, 2,50,000 equity shares and 51,613 equity shares of the Company respectively.
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	<ol style="list-style-type: none"> 1. Sampark Foundation 2. NSE Foundation
Memberships/Chairmanships of committees of Board of other companies	Nil
Remuneration drawn, if any	Sitting fees. As permitted under the Companies Act, 2013.
No. of Board Meetings attended during 2022-23	10

ANNEXURE TO THE NOTICE

To note the appointments in the Board since April 1, 2022.

Pursuant to Regulation 24(2) to Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with PART – H of Schedule – II of these regulations, the Public Interest Directors on the governing board of the recognised stock exchange shall be nominated by SEBI from the names of public interest directors forwarded to the Securities and Exchange Board of India (SEBI) which are approved by the Governing Board of the stock exchange. The shareholders approval for the same shall not be necessary.

In light of the above provisions, the Nomination and Remuneration Committee and Board of Directors from time to time had approved and forwarded the names of Public Interest Directors to Securities and Exchange Board of India (SEBI) for nomination on the Governing Board of NSE. Subsequently, SEBI had approved the nomination of Public Interest Director(s) on the governing Board from time to time.

Accordingly, the members are requested to take note of the appointment of Public Interest Directors made on the Governing Board of NSE since April 01, 2022.

Appointment of Shri S Ravindran (DIN: 09778966), as Public Interest Director of the company.

Shri S Ravindran was appointed as a Public Interest Director of the Company, basis the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and nomination by SEBI which was effective from December 17, 2022 for a period of 3 years.

Mr. S Ravindran has an extensive work experience of 29 years at the Securities and Exchange Board of India (SEBI). He has formerly served as the Executive Director at the SEBI from August 2011 to May 2022. He has also served in various capacities as Chief General Manager, General Manager and Deputy General Manager at SEBI. He was also an advisor to Central Bank of Bahrain on deputation from SEBI.

Shri S Ravindran does not hold by himself or for any other person on beneficial basis, any shares in the Company.

Additional Information as required under Clause 1.2.5 of (SS-2) and Regulation 36 of SEBI LODR.

Name of Director	Shri S Ravindran
Category	Public Interest Director
Date of Birth/ Age	May 10, 1962 (61 Years)
DIN	09778966
Qualifications	B.Com, Chartered Accountant & Cost Accountant
Brief Resume /Expertise/ Experience	Mr S. Ravindran is a Public Interest Director of your Company. He has extensive work experience of over 36 years out of which 29 years was at the Securities and Exchange Board of India (SEBI). He formerly served as the Executive Director at the SEBI from August 2011 to May 2022. He has also served in various capacities as Chief General Manager, General Manager and Deputy General Manager at SEBI. During his stint at SEBI he has handled all major department and initiated / implemented various policy measure for development / regulation of Securities market. He was also an advisor to Central Bank of Bahrain on deputation from SEBI. As an advisor to Central Bank of Bahrain has drafted and implemented Bahrain's Securities Market Regulatory Framework on par with International standards and enabled Bahrain to enter into Multilateral MOU with IOSCO.
Date of first appointment on the Board	December 17, 2022
Shareholding in the Company	-
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	Nil
Memberships/Chairmanships of committees of Board of other companies	Nil
Remuneration drawn, if any	Sitting fees. As permitted under the Companies Act, 2013.
No. of Board Meetings attended during 2022-23	03

Re-appointment of Prof. S Sudarshan (DIN: 08636735), Public Interest Director of the company.

Prof. S Sudarshan was re-appointed as a Public Interest Director of the Company basis the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and nomination by SEBI which was effective from February 17, 2023 for a period of 3 years.

Prof. S Sudarshan has pursued B. Tech (Computer Science) from Indian Institute of Technology Madras, MS (Computer Sciences) from University of Wisconsin-Madison, U.S.A and PhD (Computer Sciences) from University of Wisconsin-Madison, U.S.A.

Prof. S Sudarshan is presently a professor at Indian Institute of Technology, Bombay. He was a Visiting Researcher at Microsoft Research, Redmond WA and was also a Principal Investigator (Member of Technical Staff) in the Database Research group at AT&T Bell Laboratories, Murray Hill, New Jersey.

Prof. S Sudarshan does not hold by himself or for any other person on beneficial basis, any shares in the Company.

Additional Information as required under Clause 1.2.5 of (SS-2) and Regulation 36 of SEBI LODR.

Name of Director	Prof. S Sudarshan
Category	Public Interest Director
Date of Birth/ Age	November 30, 1965 (59 Years)
DIN	08636735
Qualifications	B. Tech (Computer Science), MS (Computer Sciences), PhD (Computer Sciences)
Brief Resume /Expertise/ Experience	Prof. S Sudarshan is presently a professor at Indian Institute of Technology, Bombay. He was a Visiting Researcher at Microsoft Research, Redmond WA and was also a Principal Investigator (Member of Technical Staff) in the Database Research group at AT&T Bell Laboratories, Murray Hill, New Jersey
Date of first appointment on the Board	February 17, 2020
Shareholding in the Company	-
Relationship with other Directors, Managers & KMP	-
List of other Directorships held	Nil
Memberships/Chairmanships of committees of Board of other companies	Nil
Remuneration drawn, if any	Sitting fees. As permitted under the Companies Act, 2013.
No. of Board Meetings attended during 2022-23	10