



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

(CIN: U67120MH1992PLC069769)

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

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

NOTICE OF THE 32ND ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting (“AGM”) of the Members of National Stock Exchange of India Limited (“NSE”/“Company”) will be held on Tuesday, August 27, 2024, at 04.00 P.M. (IST) through Video Conferencing (VC) /Other Audio-Visual Means (OAVM), to transact the following ordinary businesses:

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, 2024, 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, 2024.
3. To appoint a Director in place of Shri. Tablesh Pandey (DIN: 10119561), who retires by rotation and being eligible, seeks reappointment, subject to approval of the Securities and Exchange Board of India (SEBI).

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

Date: August 01, 2024
Place: Mumbai

Prajakta Powle
Interim Company Secretary
ACS 20135

NOTES

1. The Ministry of Corporate Affairs (“**MCA**”) vide its General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “**MCA Circulars**”) has permitted convening the AGM through Video Conferencing (“**VC**”) / Other Audio Visual means (“**OAVM**”), without the physical presence of the members at a common venue. Further, the Securities and Exchange Board of India (“**SEBI**”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (“**SEBI Circular**”), has granted the relaxation from the applicability of Regulation 36(1)(b) (in respect of sending the physical copies of the Annual Report) and Regulation 44(4) (in respect of sending the proxy forms to the members of the company) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). In accordance with the MCA Circulars, SEBI Circular and the applicable provisions of the Companies Act, 2013 (“**Companies Act**”), and the Listing Regulations:
 - i. The AGM of the members of the Company will be held through VC / OAVM. The registered office of the Company i.e. Exchange Plaza, Plot C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India shall be the deemed venue for the AGM of the Company.
 - ii. The Notice of the AGM along with the Integrated Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company’s Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd. (“**RTA**”) / Depositories
 - iii. As the AGM is being held through VC / OAVM, the facility for appointment of proxies by the Members will not be applicable. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice. Further the requirement of the attaching the route map is also not applicable.
 2. In terms of the provisions of Section 152 of the Companies Act, Shri. Tablesh Pandey (DIN: 10119561), Non-Independent Director of the Company, who is liable to retire by rotation at the Meeting and being eligible, has offered himself for re-appointment. The Board of Directors of the Company has recommended his re-appointment to the shareholders for their approval, subject to the approval of SEBI. Shri. Tablesh Pandey will be considered to be interested in Item no. 3 of the Notice with regard to his re-appointment. Relatives of Shri. Tablesh Pandey may be deemed to be interested in Item No. 3 of the Notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / KMPs of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.

The relevant details in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings in respect of Shri. Tablesh Pandey (DIN: 10119561) is annexed as Annexure -1 hereto.
 3. The Company has engaged the services of National Securities Depository Limited (“**NSDL**”), as the authorised agency for conducting the AGM and providing remote e-voting and e-voting facility for/during the AGM of the Company. The procedure for participating in the meeting through VC / OAVM forms part of this Notice.
 4. This Notice of the AGM is also made available on the website of the Company at <https://www.nseindia.com/investor-relations/shareholders-meetings> and website of NSDL at <https://www.evoting.nsdl.com/>. Any shareholder desirous of receiving the physical copy of the same may send a request to the Company at secretarialdept@nse.co.in.
- ### 5. Instructions for E-Voting and Joining the AGM are as follows:
- i. Pursuant to the provisions of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, the Company has provided the Members the facility to cast their vote electronically (through remote e-voting as well as the e-voting system on the date of the AGM), through the e-voting services provided by NSDL, in respect of all the resolutions set forth in this Notice.
 - ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Tuesday, August 20, 2024 (“**Cut-Off Date**”) only shall be entitled to avail the facility of e-voting and attend the Meeting. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as at close of business hours on the Cut-Off Date. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.
 - iii. 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, may obtain the User ID and Password by sending an e-mail request at evoting@nsdl.com.

Notice (Contd.)

- iv. The remote e-voting period begins on **Saturday, August 24, 2024 at 9:00 A.M. (IST)** and ends on **Monday, August 26, 2024 at 5:00 P.M. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast.
- v. The members can opt for only one mode of voting i.e. remote e-voting or e-voting at the AGM. Members who have cast their votes on the resolution(s) by remote e-voting prior to the AGM may participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- vi. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as on the Cut-Off Date will be entitled to vote, provided the votes are not already cast by remote e-voting.

6. Instructions for Members for Remote E-Voting and Joining the 32nd AGM are as under:

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 Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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">Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com/. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.Shareholders/Members 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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with the Central Depository Services (India) Limited (“CDSL”)	<ol style="list-style-type: none"> 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 at https://web.cdslindia.com/myeasitoken/Home/Login and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 are 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website at https://web.cdslindia.com/myeasitoken/Home/Login. Click on & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a e-Voting link available on https://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 e-Voting 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.com or call at 022 - 4886 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. 1800-21-09911

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?

- 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, 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 e-services after using your login credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Notice (Contd.)

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 Characters 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 Digits 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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your “initial password”?

- 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 digits client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your “User ID” initial password” and your “initial password”.
- 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:

- Click on “**Forgot User Details/Password?**” option available on <https://www.evoting.nsdl.com/>.
- If you are still unable to get the password, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.
- 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?

- 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.
- Select “EVEN” for **National Stock Exchange of India Limited i.e. 129569** 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”.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

7. Instructions for Members for E-Voting on the day of the AGM are as under:

- The facility for e-voting during the AGM will also be made available. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the resolution(s) through

remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- iii. Members who have cast their votes on the resolution(s) by remote e-voting prior to the AGM may participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
- iv. 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.

8. Instructions for Members for participating in the 32nd AGM through VC/OAVM are as under:

- i. Members 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 National Stock Exchange of India Limited. 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: **129569** for National Stock Exchange of India Limited 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.
- ii. The facility of participation at the AGM will be made available for 1,000 members on a first come first served basis. The large shareholders (i.e. 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., are allowed to attend the AGM without the restriction of first come first served basis.
- iii. The facility for joining this AGM shall be kept open at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time. Accordingly, Members can join this AGM minutes 15 minutes before and after the scheduled time by following the procedure mentioned in the Notice.

- iv. Members are encouraged to join the Meeting through Laptops for better experience.
- v. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vi. 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.
- vii. 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. The Company reserves the right to restrict the number of questions and speakers, depending upon the availability of time, for smooth conduct of the AGM.
- viii. To ensure smooth transmission and co-ordination during the Q&A Session, the Company is providing the facility of Speaker Registration. Members, who would like to ask questions during the AGM with regard to the financial statements or any other matter to be placed at the 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 latest by 11:00 A.M. (IST) on Monday, August 26, 2024. Those Members who have registered themselves as a Speaker shall be allowed to put their views during the AGM, depending upon the availability of time.
- ix. Members can, prior to the Meeting, seek technical assistance/address or ask 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.

9. General Guidelines for shareholders:

- i. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the

Notice (Contd.)

relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser 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.

- ii. 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?” option available on <https://www.evoting.nsdl.com/> to reset the password.
- iii. 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 <https://www.evoting.nsdl.com/> or call on: 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President or Ms. Pallavi Mhatre, Senior Manager or Mr. Sanjeev Yadav, Assistant Manager from NSDL at the designated e-mail ID: evoting@nsdl.com.

10. 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:

- i. 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. 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.
 - ii. Alternatively, shareholders / members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
11. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

12. The Board of Directors has appointed Ms. Ashwini Inamdar (FCS 9409 and COP No. 11226), failing her, Ms. Alifya Sapatwala (ACS 24091 and COP No. 24895), Partners of M/s Mehta & Mehta, Practising Company Secretaries, as the Scrutiniser to scrutinise the e-voting process of voting through electronic means in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
13. The Scrutiniser after scrutinising the voting through remote e-Voting and e-Voting at the AGM, shall make a consolidated scrutiniser’s report of the votes cast in favour or against, if any, and submit the same to the Chairperson of the Meeting or any person authorised by him/her. The Voting results shall be declared within two working days from the conclusion of the AGM.
14. The voting results declared along with the Scrutiniser’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 and corporate office of the Company. 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 in favour of the resolutions.
15. Pursuant to Section 112 and Section 113 of the Companies Act, Institutional / Corporate Members intending to authorise their representatives for the purpose of remote e-voting or for participation and voting at the AGM are requested to send a certified copy of the board resolution / Power of Attorney / Authority Letter etc. authorising such representative to the Company by e-mail at secretarialdept@nse.co.in with a copy marked to evoting@nsdl.com.
16. Institutional investors who are Members of the Company are encouraged to attend and vote at the AGM through VC / OAVM.
17. During the AGM, register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act and register of contracts or arrangements in which the directors are interested, maintained under Section 189 the Companies Act shall be available electronically for inspection by the Members.
18. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM i.e. Tuesday, August 27, 2024. Members who wish to inspect such documents are requested to send an e-mail to the Company at secretarialdept@nse.co.in.
19. The Board of Directors has recommended a final dividend at the rate of ₹90/- per fully paid-up equity

share of Re. 1/- each for the financial year ended March 31, 2024, subject to the approval of the Shareholders at the AGM. Tuesday, August 20, 2024, is taken as the Record Date for the purpose of determining names of Members eligible for the payment of final dividend. The final dividend, once declared at the AGM, will be paid electronically on or before thirtieth day from the date of AGM to those members whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Record Date.

20. To avoid delay in receipt of dividend, Members 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 Depository Participants (“**DPs**”) at the earliest.
21. Members may please note that bank particulars registered against their respective demat accounts will be used by the Company for payment of final dividend. Members are requested to update their Electronic Bank Mandate through their DPs in order to receive dividends in a timely manner. The Company or its RTA, 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.
22. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders w.e.f. April 1, 2020 and accordingly, the Company would be required to deduct tax at source (“**TDS**”) 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 correspondence, including Residential status, PAN, Category as per the IT Act with their DPs. The relevant tax exemption documents and other related documents can be uploaded on the website of M/s. Link Intime India Private Limited, RTA, on or before **Tuesday, August 13, 2024**. Detailed process regarding this has been sent to all Members by the Company/RTA vide a separate e-mail dated July 02, 2024. The said communication is also made available on the website of the Company and can be accessed through weblink <https://www.nseindia.com/investor-relations/shareholders-meetings>.
23. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above or may write to the Company’s at its registered office or via email at secretarialdept@nse.co.in. Members 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 Companies Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

24. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialised form are therefore, requested to submit their PAN to their DPs.
25. As per Section 72 of the Companies Act read along with Rule 19 of Companies (Share Capital and Debentures) Rules 2014, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DPs.
26. The Company is pleased to provide the facility of a one-way 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 <http://www.nseindia.com/>.
27. Members may please note that pursuant to Regulation 24(2) read with clause (III) of PART – H of Schedule – II to Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”), shareholders’ approval shall not be necessary for the appointment of public interest directors on the governing board of the recognised stock exchange.

During the financial year 2023-24, there were no appointment on the Board of NSE. However, subsequent to the closure of the financial year, SEBI had approved appointment of Public Interest Directors on the Board of NSE, details of which is annexed as Annexure -2 to this Notice.
28. Members may also note that pursuant to Regulation 24(1) read with clause (IV) of PART - H of Schedule - II to SECC Regulations, appointment of non-independent directors shall first be approved by the governing board of the stock exchange, followed by shareholders’ approval before submitting the same to the SEBI for approval. Further, the tenure of non-independent director shall be governed by the provisions of Companies Act, 2013 save as otherwise specifically provided under SECC Regulations or in accordance with the Securities Contracts (Regulation) Act, 1956 and circulars issued thereunder.

An application was submitted to SEBI, after following due procedure, for re-appointment of Shri. Veneet Nayar (DIN: 02007846) as Non-Independent Director. SEBI vide its letter dated May 09, 2024 approved the same.

ANNEXURE - 1

Information of the Director seeking re-appointment pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice

Item No. 3

Life Insurance Corporation of India (“**LIC**”) had nominated the appointment of Shri. Tablesh Pandey (DIN: 10119561) on the Board of the Company in place of erstwhile Director nominated by LIC i.e. Shri. Bishnu Charan Patnaik (DIN: 08384583). Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors by a resolution passed through circulation on June 20, 2023, had approved the appointment of Shri. Tablesh Pandey as a Non-Independent Director on the Board of the Company. The said appointment was thereafter approved by the Shareholders through a resolution passed through Postal Ballot on July 23, 2023, subject to approval of Securities and Exchange Board of India (“**SEBI**”). Upon receipt of SEBI’s approval on August 31, 2023, Shri. Tablesh Pandey was appointed as Non-Independent Director w.e.f. August 31, 2023.

In terms of Section 152 of the Companies Act 2013 (“**Companies Act**”), Shri. Tablesh Pandey is liable to retire by rotation at this 32nd Annual General Meeting (“**AGM**”) and being eligible has offered himself for re-appointment.

As per the declarations received, Shri. Tablesh Pandey is not liable to any disqualification under the provisions of Section 164 of the Companies Act. Further, Shri. Tablesh Pandey is in compliance with the ‘fit and proper’ criteria prescribed under the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”). Accordingly, the Board recommends the ordinary resolution as set out in Item No. 3 for approval of the Members.

Except, Shri. Tablesh Pandey and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution.

Information relating to the appointment of Shri. Tablesh Pandey pursuant to Regulation 36(3) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act and Secretarial Standards-2 are enlisted below:

Name of Director	Shri. Tablesh Pandey
DIN	10119561
Category	Non-Independent Director / Non-Executive Director
Date of Birth and Age	May 17, 1965 (59 Years)
Qualifications	Bachelor of Technology in Agricultural Engineering and a Qualified Associate Member of Actuarial Society of India
Brief Resume /Expertise/ Experience	<p>Shri. Tablesh Pandey is presently holding the charge of Managing Director of Life Insurance Corporation of India (LIC). He is a Bachelor of Technology in Agricultural Engineering. He is a part of the Actuarial Core Group of Central Office and a qualified Associate Member of Actuarial Society of India.</p> <p>Shri. Tablesh Pandey joined LIC as a Direct Recruit Officer of the 16th Batch in February 1988 and started his career at Varanasi in North Central Zone. He joined LIC Central Office, Mumbai in May 2015 and was posted as Secretary (Actuarial) & then Secretary (P&GS). On promotion to the cadre of Zonal Manager (Ordinary Scale) in April 2018, he was posted as Chief (Actuarial) and then Chief (P&GS). On promotion to the cadre of Zonal Manager (Selection Scale) in April 2021, he was posted as Executive Director (Investment-Mid Office). Before taking charge as the Managing Director of LIC, he was working as Executive Director (ERM/CRO/ACGC) there.</p>
Terms and conditions of appointment or re-appointment	As per the Company’s Policy for Nomination and Appointment of Directors, KMPs and Senior Management.
Remuneration drawn during the FY 2023-24	Shri. Tablesh Pandey, being a Non-Independent Director, had not drawn any remuneration in the financial year 2023-24. However, he was paid the sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.
Remuneration proposed to be paid	Shri. Tablesh Pandey, being a Non-Independent Director, will not draw any remuneration except sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.
Date of first appointment on the Board	August 31, 2023
No. of Equity Shares held in the Company (including as a beneficial owner for non-executive director) as on March 31, 2024	Nil. Basis the nomination received from LIC, Shri. Tablesh Pandey was appointed a Non-Independent Director on the Board of Company. LIC holds 5,30,55,000 equity shares of ₹1/- each in the Company.

Relationship with other Directors, Managers & other Key Managerial Personnel of the company	None
No. of Meetings of the Board attended during the FY 2023-24	Shri. Tablesh Pandey was entitled to attend 4 Board meetings during the FY 2023-24, out of which he attended all the meetings.
Directorship held in other companies in India (excluding foreign companies and Section 8 companies) as on March 31, 2024	<ul style="list-style-type: none"> a. Life Insurance Corporation of India* b. LIC Cards Services Limited c. LIC Mutual Fund Trustee Private Limited
Listed companies from which Director has resigned in the past 3 years (i.e. FY 2021-22, FY 2022-23 and FY 2023-24)	None
Membership/ Chairmanship of Committees of other public companies in India	Life Insurance Corporation of India <ul style="list-style-type: none"> a. Executive Committee – Member b. Investment Committee – Member c. Risk Management Committee – Member d. Election of Shareholders' Directors Committee in PSBs – Member e. IT Strategy Committee - Member

*Life Insurance Corporation of India is not a company registered under the Companies Act.

ANNEXURE - 2

To note the appointments/ re-appointments on the Board since April 01, 2023

Pursuant to Regulation 24(2) read with clause (III) of PART – H of Schedule – II to Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”), the public interest directors on the governing board of the recognised stock exchange shall be appointed by Securities and Exchange Board of India (“**SEBI**”) from the names of public interest directors forwarded to SEBI which are approved by the governing board of the recognised stock exchange. The shareholders’ approval shall not be necessary for the same.

Accordingly, the Board of Directors of the Company, from time to time, had approved and forwarded the names of public interest directors to SEBI for appointment on the Board of NSE.

During the financial year 2023-24, there were no appointment of PIDs on the Board of NSE. Subsequent to the year end, SEBI vide its letters dated April 23, 2024, approved the appointments of Shri. Rajesh Gopinathan (DIN: 06365813) and Justice (Retd.) Smt. Abhilasha Kumari (DIN: 10599710) as Public Interest Directors (PIDs) on the Board of the Company for a period of 3 (Three) years effective from the even date. Further, SEBI vide letter dated May 08, 2024, approved the appointment of Prof. (Dr.) Mamata Biswal (DIN: 07156141) as a PID on the Board of the Company for a period of 3 (Three) years effective from May 09, 2024.

Pursuant to Regulation 24(1) read with clause (IV) of PART - H of Schedule - II to SECC Regulations, appointment of non-independent directors shall first be approved by the governing board of the stock exchange, followed by shareholders’ approval before submitting the same to the SEBI for approval. Further, the tenure of non-independent director shall be governed by the provisions of Companies Act, 2013 (“**Companies Act**”) save as otherwise specifically provided under SECC Regulations or in accordance with the Securities Contracts (Regulation) Act, 1956 and circulars issued thereunder.

An application was submitted to SEBI, after following due procedure, for re-appointment of Shri. Veneet Nayar (DIN: 02007846) as Non-Independent Director. SEBI vide its letter dated May 09, 2024 approved the same.

Accordingly, the members are requested to take note of the appointment / re-appointment of PIDs / NID made on the Board of NSE from April 01, 2023 till the date of this Notice.

The information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Companies Act and Secretarial Standards-2 are enlisted below:

Name of Director	Shri. Rajesh Gopinathan	Justice (Retd.) Smt. Abhilasha Kumari
DIN	06365813	10599710
Category	Public Interest Director	Public Interest Director
Date of Birth and Age	August 13, 1971 (52 Years)	February 23, 1956 (68 Years)
Qualifications	Post Graduate Diploma in Management (MBA), Indian Institute of Management, Ahmedabad; and BE - Electrical and Electronics Engineering, Regional Engineering College, Tiruchirapalli	BA (Hons) - English, LLB
Brief Resume / Expertise/ Experience	Shri. Rajesh Gopinathan, a business leader with over 25 years of experience in the global technology industry, holds a Post Graduate Diploma in Management (MBA) from the Indian Institute of Management, Ahmedabad, and a BE in Electrical and Electronics Engineering from the Regional Engineering College, Tiruchirapalli. Currently, he is working with IIT Bombay, focusing on strengthening the interface between academia, corporates, and the startups to facilitate the programmatic translation of academic research into real-world solutions. He is also engaged with the larger startup ecosystem in the country through various forums like the National Startup Advisory Council, and through advisory relationships with young companies.	Justice (Retd.) Smt. Abhilasha Kumari enrolled as an Advocate on March 26, 1984, and practised in the High Court of Himachal Pradesh across all branches of law. Throughout her career, she held significant roles, including Legal Advisor-cum-Standing Counsel for Himachal Pradesh Krishi Vishwavidyalaya, Himachal Pradesh University, Himachal Pradesh Scheduled Castes and Scheduled Tribes Development Corporation, and Himachal Pradesh State Electricity Board. She also served as Standing Counsel for the Municipal Council, Dalhousie, Shimla Municipal Corporation, Himachal Pradesh Board of School Education, and Himachal Pradesh Technical Education Board. From 1995 to 2002, she was the Central Government Standing Counsel.

	<p>In his previous role, Shri. Gopinathan served as the CEO & MD of one of the world's largest technology services firms, where he was instrumental in driving growth, strategic transformation, and long-term value creation. He is a strong advocate for building diverse and inclusive teams that foster creativity, innovation, and entrepreneurship.</p> <p>Shri. Gopinathan is passionate about driving organisational change through a culture of self-respect, continuous learning, and market focus. He believes that the rapid pace of global change necessitates greater collaboration among all stakeholders to ensure equitable and sustainable progress.</p>	<p>She was appointed as Additional Advocate General for the State of Himachal Pradesh from March 2003 to December 2005. On December 2, 2005, she was elevated as Additional Judge of the Himachal Pradesh High Court and later transferred to the High Court of Gujarat, taking her oath on January 9, 2006. She was confirmed as a permanent Judge on September 25, 2006.</p> <p>A trailblazer, Smt. Kumari became the first lady Chief Justice of the Manipur High Court, taking her oath on February 9, 2018, and retiring on February 22, 2018. Subsequently, she was appointed Chairperson of the Gujarat State Human Rights Commission on May 17, 2018, a position she held until March 26, 2019. On March 27, 2019, she took oath as Judicial Member of the Lokpal of India, serving with distinction until March 26, 2024.</p>
Terms and conditions of appointment or re- appointment	As per the Company's Policy for Nomination and Appointment of Directors, KMPs and Senior Management.	
Remuneration drawn during the FY 2023-24	Not Applicable	
Remuneration proposed to be paid	Shri. Rajesh Gopinathan & Justice (Retd.) Smt. Abhilasha Kumari, both of them being the Public Interest Directors will not draw any remuneration except sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.	
Date of first appointment on the Board	April 23, 2024	April 23, 2024
No. of Equity Shares held in the Company (including as a beneficial owner for non-executive director) as on March 31, 2024	Nil	Nil
Relationship with other Directors, Managers & other Key Managerial Personnel of the company	None	None
No. of Meetings of the Board attended during the FY 2023-24	Not Applicable	
Directorship held in other companies in India (excluding foreign companies and Section 8 companies) as on March 31, 2024	Nil	Nil
Listed companies from which Director has resigned in the past 3 years (i.e. FY 2021-22, FY 2022-23 and FY 2023-24)	Tata Consultancy Services Limited	Nil
Membership/ Chairmanship of Committees of other public companies in India	-	-

ANNEXURE - 2 (Contd.)

Name of Director	Prof (Dr.) Mamata Biswal	Shri. Veneet Nayar
DIN	07156141	02007846
Category	Public Interest Director	Non-Independent Director
Date of Birth and Age	June 13, 1971 (53 Years)	April 09, 1962 (62 Years)
Qualifications	BSc (Hons) LLM in Commercial Law (Corporate and Business Law) PhD in Law (Award in 2006) NET (UGC) Qualified in 1999 ICSSR Senior Research Fellow, 2016-17 (under salary protection scheme)	B. Tech in Mechanical Engineering; and Masters of Business Administration, Xavier School of Management
Brief Resume / Expertise/ Experience	<p>Prof. (Dr.) Mamata Biswal brings 25 years of rich teaching experience to her role as a Professor of Law and ICSSR Senior Research Fellow at Gujarat National Law University, Gujarat. Holding a Ph.D. in Law, she has a B.Sc. (Honours) and an LLM in Commercial Law (Corporate and Business Law). She has cleared the NET (UGC) and has been recognised as an ICSSR Senior Research Fellow. She was a visiting scholar to the University of Illinois, Urbana Champaign, USA. She has been a resource person in various training programme in (State and National level) training of the Grade A officers of IFSCA, CBI Law Officers Capacity Building Program, Probationary Officers (5th Batch) of the Indian Corporate Law Service, Ministry of Corporate Affairs, Capacity Building program of CBI Law officers, GNLU Indian Business & Commercial Laws Academy (GIBCLA), the Insolvency and Bankruptcy Board of India Awareness Programme etc. She has been the course coordinator and resource person for different certificate courses on Corporate Governance, the Companies Act, 2013, Insolvency and Bankruptcy Laws, Financial Market Laws etc.</p> <p>Her prolific contributions to legal academia include numerous published articles, books, and research papers on various legal subjects. Her expertise has been acknowledged globally, as she has been invited as a guest speaker, expert member, and panelist by numerous institutions both within India and internationally. Her extensive academic and research background underscores her significant impact on the field of legal education.</p>	<p>Shri. Veneet Nayar is the founder and Chairman of the Sampark Foundation, an organisation transforming the lives of 10 million children in rural government schools across eight states in India. Previously, he served as Vice Chairman and CEO of HCL Technologies, where he led a groundbreaking transformation that earned HCL recognition as 'the world's most modern management' by Fortune magazine.</p> <p>Author of the acclaimed management book 'Employees First, Customers Second: Turning Conventional Management Upside Down,' Shri. Nayar's innovative approaches have garnered widespread recognition. In 2016, he was named in Forbes' 'Heroes of Philanthropy List' for driving innovation-led, large scale social change and was honoured as a 'Global Thinker' by Foreign Policy magazine for his efforts in enhancing children's education through technology free methods. Shri. Nayar's visionary leadership extends beyond his tenure at HCL Technologies, with both HCL and the Sampark Foundation's management practices being studied as case studies at Harvard Business School. Fortune magazine also selected him for its inaugural global 'Executive Dream Team' in 2012, highlighting his exceptional contributions to the field of management and education.</p>
Terms and conditions of appointment or re-appointment	As per the Company's Policy for Nomination and Appointment of Directors, KMPs and Senior Management.	
Remuneration drawn during the FY 2023-24	Not Applicable	Shri. Veneet Nayar, being a Non-Independent Director, had not drawn any remuneration in the financial year 2023-24. However, he was paid the sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.
Remuneration proposed to be paid	Prof. (Dr.) Mamata Biswal, Public Interest Director, will not draw any remuneration except sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.	Shri. Veneet Nayar, Non-Independent Director, will not draw any remuneration except sitting fees as allowed under the Companies Act and the SECC Regulations for attending Board/Committee meetings.
Date of first appointment on the Board	May 09, 2024	September 20, 2021

Name of Director	Prof (Dr.) Mamata Biswal	Shri. Veneet Nayar
No. of Equity Shares held in the Company (including as a beneficial owner for non-executive director) as on March 31, 2024	Nil	Shri. Veneet Nayar is the settlor of VSAV Family Trust & SVAV Family Trust and Trustee of Anuvin Family Trust which holds 1,56,911 equity shares, 3,00,000 equity shares and 1,01,613 equity shares respectively.
Relationship with other Directors, Managers & other Key Managerial Personnel of the company	None	None
No. of Meetings of the Board attended during the FY 2023-24	Not Applicable	Shri. Veneet Nayar was entitled to attend 3 Board meetings during the FY 2023-24, out of which he attended all the meetings.
Directorship held in other companies in India (excluding foreign companies and Section 8 companies) as on March 31, 2024	<ul style="list-style-type: none"> a. Gujarat Industries Power Company Limited b. GSPC LNG Limited c. GSPC Pipavav Power Company Limited d. Gujarat State Energy Generation Limited e. Gujarat Industrial Investment Corporation Limited 	Sampark Growth Consultancy Private Limited
Listed companies from which Director has resigned in the past 3 years (i.e. FY 2021-22, FY 2022-23 and FY 2023-24)	Gujarat Industries Power Company Limited	Nil
Membership/ Chairmanship of Committees of other public companies in India	<p>Gujarat Industries Power Company Limited</p> <ul style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee – Member <p>GSPC LNG Limited</p> <ul style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee – Member c. Nomination and Remuneration Committee – Member d. HR Committee – Member <p>GSPC Pipavav Power Company Limited</p> <ul style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee – Member c. Nomination and Remuneration Committee – Member <p>Gujarat State Energy Generation Limited</p> <ul style="list-style-type: none"> a. Audit Committee – Member b. Corporate Social Responsibility Committee – Member c. Nomination and Remuneration Committee – Member 	-