

PUBLIC ANNOUNCEMENT



(Please scan this QR code to view the Draft Red Herring Prospectus and Draft Abridged Prospectus)



NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Our Company was incorporated as 'National Stock Exchange of India Limited' as a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated November 27, 1992 issued by the Assistant Registrar of Companies, Maharashtra at Bombay and commenced its operations pursuant to a certificate of commencement of business dated March 2, 1993 issued by the Additional Registrar of Companies, Maharashtra at Bombay. For further details, see "History and Certain Corporate Matters" beginning on page 222 of the draft red herring prospectus dated June 17, 2026 (the "DRHP" or the "Draft Red Herring Prospectus").

Registered Office and Corporate Office: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai 400 051, Maharashtra, India; Telephone: +91 22 2659 8100; Website: www.nseindia.com; Contact person: Smt. Prajakta Powle (Company Secretary and Compliance Officer); E-mail: nse_ipo@nse.co.in; Corporate Identity Number: U67120MH1992PLC069769

OUR COMPANY DOES NOT HAVE AN IDENTIFIABLE PROMOTER

NOTICE TO INVESTORS: ADDENDUM TO THE DRAFT RED HERRING PROSPECTUS DATED JUNE 17, 2026 (THE "ADDENDUM")

This is in relation to the draft red herring prospectus dated June 17, 2026 ("DRHP") filed by National Stock Exchange of India Limited ("Company") with the Securities and Exchange Board of India ("SEBI") and BSE Limited in relation to the proposed initial public offering ("Offer") of our Company comprising an offer for sale of equity shares held by certain existing shareholders of our Company.

The potential Bidders should note that pursuant to a letter dated August 10, 2026, State Bank of India ("SBI"), one of the Selling Shareholders, has informed our Company that the Offered Shares of up to 24,750,000 Equity Shares by SBI in the Offer will now be offered together by SBI and SBI Capital Markets Limited, wholly owned subsidiary of SBI, where SBI will offer up to 15,969,410 Equity Shares and SBI Capital Markets Limited will offer up to 8,780,590 Equity Shares as part of the Offer. Pursuant to the above, SBI Capital Markets Limited shall be added as a new selling shareholder in the Offer.

Our Governing Board through its resolution passed in its meeting held on August 10, 2026 has taken note of the letter received from SBI and has taken on record the consent letter dated August 10, 2026 received from SBI Capital Markets Limited in relation to their participation in the Offer for Sale as an additional Selling Shareholder.

On account of the restrictions under Regulation 21A of the SEBI Merchant Bankers Regulations SBI Capital Markets Limited, in its capacity as a book running lead manager to the Offer, will be involved only in the marketing of the Offer.

Accordingly, we propose to make the following modifications to the DRHP:

1. The details of Shareholders participating in the Offer for Sale, including the maximum number of Equity Shares offered by each of the Selling Shareholders, along with the details of the authorisations of each of the Selling Shareholders in relation to their respective portion of the Offered Shares and their weighted average cost of acquisition per Equity Share as disclosed in 'Annexure A' of the Draft Red Herring Prospectus on page 569, is set forth below:

Sr. No	Name of the Selling Shareholders	Maximum number of Equity Shares being offered in the Offer for Sale	Date of corporate approval/ authorisation	Date of consent letter	Weighted Average Cost of Acquisition of Equity Shares (in ₹)*
Corporate Selling Shareholders					
1.	State Bank of India	Up to 15,969,410 Equity Shares of face value of ₹1 each aggregating to ₹[●] million	May 12, 2026	August 10, 2026	0.80
2.	SBI Capital Markets Limited	Up to 8,780,590 Equity Shares of face value of ₹1 each aggregating to ₹[●] million	August 8, 2026	August 10, 2026	0.38

*As certified by Manian & Rao, Chartered Accountants (FRN No. 001983S), by way of their certificate dated August 10, 2026.

2. The details in relation to the secondary transactions by the Selling Shareholders as disclosed in "Annexure B-1" of the Draft Red Herring Prospectus on page 571 shall stand amended to include the following:

Date of acquisition / transfer	Number of equity shares acquired / transferred	Details of the transferor(s)	Details of the transferee(s)	Nature of transaction	Nature of consideration	Face value per equity share (₹)	Acquisition / transfer price per equity share (₹)
Corporate Selling Shareholders							
SBI Capital Markets Limited							
April 23, 2007	(90,000)	SBI Capital Markets Limited	Saturn India Limited	Transfer	Cash	10	2,312.08
April 23, 2007	(22,500)	SBI Capital Markets Limited	Saturn South Asia	Transfer	Cash	10	2,312.08
June 29, 2007	(112,500)	SBI Capital Markets Limited	MS Strategic (Mauritius) Limited	Transfer	Cash	10	2,261.81
April 8, 2008	(85,000)	SBI Capital Markets Limited	Rambhaden Ukabhai Tanti	Transfer	Cash	10	3,350.00
April 8, 2008	(55,000)	SBI Capital Markets Limited	M3 Investment Private Limited	Transfer	Cash	10	3,350.00
April 8, 2008	(85,000)	SBI Capital Markets Limited	Reliance Strategic Investment Limited	Transfer	Cash	10	3,350.00

3. The details in relation to the price at which specified securities were acquired by the Selling Shareholders and Shareholders entitled with the right to nominate directors or other special rights in our Company in the last three years preceding the date of the Draft Red Herring Prospectus disclosure in "Annexure B-2" of the Draft Red Herring Prospectus on page 582 shall stand amended to include the following:

Sr. No.	Name	Date of acquisition	Number equity shares acquired	Nature of transaction	Face value per equity share (in ₹)	Acquisition price per equity share (in ₹)
Corporate Selling Shareholders						
1	SBI Capital Markets Limited	November 4, 2024	85,800,000	Bonus issue in the ratio of 4:1 (i.e., four equity shares for every one equity share held in our Company) as of the record date of November 2, 2024	1	N.A.*

*Pursuant to resolution passed by our Board on November 4, 2024, our Company undertook a bonus issue of Equity Shares in the ratio of 4:1 (i.e., four equity shares for every one equity share held in our Company) as of the record date of November 2, 2024. Acquisition price of Equity Shares acquired pursuant to such bonus issue is N.A.

4. The details in relation to the weighted average cost of acquisition of all Equity Shares transacted by the Selling Shareholders and Shareholders entitled with the right to nominate directors or other special rights in our Company in three years, 18 months and one year immediately preceding the Draft Red Herring Prospectus as disclosed in 'Capital Structure' on page 100 of the DRHP shall stand amended as following:

Period	Weighted Average Cost of Acquisition of Equity Shares (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last one year from the date of the DRHP	1,909.02	[●]	1,350.00 to 2,260.00
Last 18 months from the date of the DRHP	1,747.54	[●]	800.00 to 2,260.00
Last three years from the date of the DRHP	205.86	[●]	Nil* to 5,150.00

As certified by Manian & Rao, Chartered Accountants (FRN No. 001983S), by way of their certificate dated August 10, 2026.

*To be updated on finalisation of the Price Band.

*Pursuant to resolution passed by our Governing Board on November 4, 2024, our Company undertook a bonus issue of Equity Shares in the ratio of 4:1 (i.e., four Equity Shares for every one Equity Share held in our Company) as of the record date of November 2, 2024. Acquisition price of Equity Shares acquired pursuant to such bonus issue is nil.

5. The details in relation to weighted average cost of acquisition of Equity Shares acquired by the Selling Shareholders as disclosed in "Annexure B-3" of the Draft Red Herring Prospectus on page 585 shall stand amended to include the following:

Name	Number of Equity Shares of face value of ₹1 each held	Weighted average cost of acquisition ("WACA") of Equity Shares of face value of ₹1 each* (in ₹ per Equity Share)	WACA of Equity Shares face value of ₹1 each (in ₹ per Equity Share) acquired in last one year*
Corporate Selling Shareholders			
SBI Capital Markets Limited	107,250,000	0.38	N.A.

*As certified by Manian & Rao, Chartered Accountants (FRN No. 001983S), by way of their certificate dated August 10, 2026.

The corresponding updates and amendments will be made to the relevant portions of the Draft Red Herring Prospectus including the cover page and section titled, "Capital Structure" beginning on page 94 of the DRHP, will be updated in the Red Herring Prospectus, Abridged Prospectus and Prospectus, as applicable.

This Addendum must be read together with the DRHP. To the extent of any inconsistency between the information contained in this Addendum and the DRHP, the information contained in this Addendum shall prevail. The information in this Addendum supplements and updates the information in the DRHP, as applicable. However, this Addendum does not purport to, nor does it, reflect all the changes that have occurred from the date of filing of the DRHP and till the date of this Addendum. Accordingly, this Addendum does not include all the changes and/or updates that will be included in the Red Herring Prospectus and/or the Abridged Prospectus and/or the Prospectus as and when filed with the Registrar of Companies, Mumbai – I at Mumbai ("RoC"), the SEBI and the Stock Exchange.

Please note that any information included in the DRHP, will be suitably updated, including information in relation to the Offer Size and to the extent stated/ updated by way of this Addendum, as may be applicable, in the Red Herring Prospectus, the Abridged Prospectus and the Prospectus. Investors should not rely on the DRHP or this Addendum for any investment decision, and should read the Red Herring Prospectus, as and when it is filed with the RoC, SEBI and the Stock Exchange before making an investment decision with respect to the Offer.

This Addendum shall be made available to the public for comments, if any, for a period of at least 21 days, from the date of such filing with SEBI and shall also be available on the website of SEBI at www.sebi.gov.in, the website of Stock Exchange at www.bseindia.com, the website of our Company at www.nseindia.com and the websites of the Book Running Lead Managers, namely Kotak Mahindra Capital Company Limited, JM Financial Limited, Morgan Stanley India Company Private Limited, Citigroup Global Markets India Private Limited, HSBC Securities and Capital Markets (India) Private Limited, J.P. Morgan India Private Limited, SBI Capital Markets Limited, Anand Rathi Advisors Limited, Avendus Capital Private Limited, Axis Capital Limited, DAM Capital Advisors Limited, Equirus Capital Limited (formerly known as Equirus Capital Private Limited), HDFC Bank Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Capital Services Limited (formerly known as IIFL Securities Limited), Motilal Oswal Investment Advisors Limited, Nuvama Wealth Management Limited, Pantomath Capital Advisors Private Limited, and 360 ONE WAM Limited at https://investmentbank.kotak.com, www.jmfi.com, www.morganstanley.com/india, www.online.citibank.co.in/rhm/citigroupglobalscreen1.htm, www.business.hsbc.co.in, https://indiaipo.jpmorgan.com, www.sbicans.com, www.anandrathiib.com, www.avendus.com, www.axiscapital.co.in, www.damcapital.in, www.equirus.com, www.hdfc.bank.in, www.icicisecurities.com, www.iiflcapital.com, www.motilaloswalgroup.com, www.nuvama.com, www.pantomathcapital.com and www.360.one, respectively. Unless stated otherwise, all references to page numbers in this Addendum are to the page numbers of the DRHP.

Capitalised terms used and not defined herein shall have the same meanings ascribed to such term in the DRHP.

BOOK RUNNING LEAD MANAGERS TO THE OFFER ¹				
 Kotak Mahindra Capital Company Limited 27 BKC, 1 st Floor, Plot No. C – 27, "G" Block Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India Telephone: +91 22 4336 0000 E-mail: nse.ipo@kotak.com Investor grievance e-mail: kmccredressal@kotak.com Website: https://investmentbank.kotak.com Contact person: Ganesh Rane SEBI registration no.: INM000008704	 JM Financial Limited 7 th Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi Mumbai 400 025, Maharashtra, India Telephone: +91 22 6630 3030 E-mail: nseipo@jmfi.com Investor grievance e-mail: grievance.ibd@jmfi.com Website: www.jmfi.com Contact person: Prachee Dhuri SEBI registration no.: INM000010361	Morgan Stanley Morgan Stanley India Company Private Limited* Altimus, Level 39 & 40, Pandurang Budhkar Marg, Worli Mumbai 400 018 Maharashtra, India Telephone: +91 22 6118 1000 E-mail: nseipo@morganstanley.com Investor grievance e-mail: investors_india@morganstanley.com Website: www.morganstanley.com/india Contact person: Priyanka Rekhan SEBI registration no.: INM000011203	 Citigroup Global Markets India Private Limited 1202, 12 th Floor, First International Financial Centre (FIFC) G-Block Bandra Kurla Complex, Bandra (East) Mumbai 400 098 Maharashtra, India Telephone: +91 22 6175 9999; E-mail: nseipo@citi.com Investor grievance e-mail: investors.cgmib@citi.com Website: https://www.citigroup.com/global/about-us/global-presence/india Contact person: Naman Kulshreshtha SEBI registration no.: INM000010718	 HSBC Securities and Capital Markets (India) Private Limited 52/60, Mahatma Gandhi Road, Fort, Mumbai 400 001, Maharashtra, India Telephone: +91 22 6864 1289 E-mail: nseipo@hbsc.co.in Investor grievance e-mail: investor grievance@hbsc.co.in Website: www.business.hsbc.co.in Contact person: Harsh Thakkar / Harshit Tayal SEBI registration no.: INM000010353
BOOK RUNNING LEAD MANAGERS TO THE OFFER				
 J.P. Morgan India Private Limited J.P. Morgan Tower, Off C.S.T Road, Kalina Santacruz (East), Mumbai 400 098 Maharashtra, India Telephone: +91 22 6157 3000 E-mail: NSE_IPO@jpmorgan.com Investor grievance e-mail: investorsmb.jmipml@jpmorgan.com Website: www.jpmipml.com Contact person: Vidit Jain / Rishank Chheda SEBI registration no.: INM000002970	 Anand Rathi Advisors Limited 11 th Floor, Times Tower, Kamla City Senapati Bapat Marg, Lower Parel Mumbai 400 013 Maharashtra, India Telephone: +91 22 4047 7000 E-mail: nse.ipo@rathi.com Investor grievance e-mail: grievance.ecm@rathi.com Website: www.anandrathiib.com Contact person: Pranav Nagar / Junaid Raza SEBI registration no.: INM000010478	 Avendus Capital Private Limited Platina Building, 9 th Floor 901, Plot No C-59 Bandra Kurla Complex, Bandra (East) Mumbai 400 051 Maharashtra, India Telephone: +91 22 6648 0050 E-mail: nse.ipo@avendus.com Investor grievance e-mail: investor grievance@avendus.com Website: www.avendus.com Contact person: Sarthak Sawa / Sneha Roy SEBI registration no.: INM000011021	 Axis Capital Limited Axis House, 1 st Floor, Pandurang Budhkar Marg, Worli, Mumbai 400 025 Maharashtra, India Telephone: +91 22 4325 2183 E-mail: nse.ipo@axiscap.in Investor grievance e-mail: complaints@axiscap.in Website: www.axiscapital.co.in Contact person: Simran Gadh / Pratik Pednekar SEBI registration no.: INM000012029	 DAM Capital Advisors Limited Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400 018, Maharashtra, India Telephone: +91 22 4202 2500 E-mail: nse.ipo@damcapital.in Investor grievance e-mail: complaint@damcapital.in Contact person: Apri Chheda/ Puneet Agnihotri Website: www.damcapital.in SEBI registration no.: MB/INM000011336
BOOK RUNNING LEAD MANAGERS TO THE OFFER				
 Equirus Capital Limited (formerly known as Equirus Capital Private Limited) Unit No. 2601B, 26 th Floor, A Wing Marathon Futurex, Mafatal Mills Compound, NM Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India Telephone: +91 22 4332 0736; E-mail: nse.ipo@equirus.com Investor grievance e-mail: investorsgrievance@equirus.com Website: www.equirus.com Contact person: Malay Shah / Mrunal Jadhav SEBI registration no.: INM000011286	 HDFC Bank Limited Investment Banking Group Unit No. 701, 702 and 702-A, 7 th floor, Tower 2 and 3, One International Centre, Senapati Bapat Marg, Prabhadevi, Mumbai 400 013 Maharashtra, India Telephone: +91 22 3395 8233; E-mail: nse.ipo@hdfc.bank.in Investor grievance e-mail: Investor.redressal@hdfcbank.com Website: www.hdfc.bank.in Contact person: Gaurav Khandelwal / Souradeep Ghosh SEBI registration no.: INM000011252	 ICICI Securities Limited* ICICI Venture House Appasaheb Marathe Marg, Prabhadevi Mumbai, 400 025, Maharashtra, India Telephone: +91 22 6807 7100 E-mail: nse.ipo@icicisecurities.com Investor grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact person: Aboli Pitre / Hitesh Malhotra SEBI registration no.: INM000011179	 IDBI Capital Markets & Securities Limited 6 th Floor, IDBI Tower, WTC Complex, Cuffe Parade Mumbai 400 005 Maharashtra, India Telephone: +91 22 4069 1953 E-mail: nse.ipo@idbicapital.com Investor grievance e-mail: redressal@idbicapital.com Website: www.idbicapital.com Contact person: Indrajit Bhagat SEBI registration no.: INM000010866	 IIFL Capital Services Limited (formerly known as IIFL Securities Limited) 24 th Floor, One Lodha Place, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India Telephone: +91 22 4646 4728 E-mail: nse.ipo@iiflcap.com Investor grievance e-mail: ig.ib@iiflcap.com Website: www.iiflcapital.com Contact person: Dhruv Bhavsar / Pawan Kumar Jain SEBI registration no.: INM000010940
BOOK RUNNING LEAD MANAGERS TO THE OFFER				REGISTRAR TO THE OFFER
 Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi Mumbai 400 025, Maharashtra, India Telephone: +91 22 7193 4380 E-mail: nse.ipo@motilaloswal.com Investor grievance e-mail: motiapredressal@motilaloswal.com Website: www.motilaloswal.com Contact person: Kunal Thakkar / Ronak Shah SEBI registration no.: INM000011005	 Nuvama Wealth Management Limited 801 - 804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East Mumbai 400 051 Maharashtra, India Telephone: +91 22 40094400 E-mail: NSE.IPO@nuvama.com Investor grievance e-mail: customerservice.mb@nuvama.com Website: www.nuvama.com Contact person: Lokesh Shah SEBI registration no.: INM000013004	 Pantomath Capital Advisors Private Limited Pantomath Nucleus House, Saki Vihar Road, Andheri East, Mumbai 400 072, Maharashtra, India Telephone: 1800 889 8711 E-mail: nse.ipo@pantomathgroup.com Investor grievance e-mail: investors@pantomathgroup.com Website: www.pantomathcapital.com Contact person: Amit Maheshwari SEBI registration no.: INM000012110	 360 ONE WAM Limited 360 One Centre, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 Maharashtra, India Telephone: +91 22 4031 7000 E-mail: nse.ipo@360.one Investor grievance e-mail: mbinvestorcompliant@360.one Website: www.360.one Contact person: Devesh Patkar / Vanshika Patel SEBI registration no.: INM000012801	 MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai 400 083 Maharashtra, India. Telephone: +91 810 811 4949 E-mail: nse.ipo@in.mpmis.mufg.com Investor grievance e-mail: nse.ipo@in.mpmis.mufg.com Website: www.in.mpmis.mufg.com Contact person: Shanti Gopalkrishnan SEBI registration no.: INR000004058
COMPANY SECRETARY AND COMPLIANCE OFFICER				
Smt. Prajakta Powle Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India. Tel: +91 22 2659 8100; E-mail: nse_ipo@nse.co.in; Website: www.nseindia.com				

¹Morgan Stanley India Company Private Limited and ICICI Securities Limited are associates of MS Strategic (Mauritius) Limited and ICICI Lombard General Insurance Company Limited, Selling Shareholders in the Offer, respectively, in terms of the SEBI Merchant Bankers Regulations. Accordingly, in terms of Regulation 21A of the SEBI Merchant Bankers Regulations and Regulation 23(3) of the SEBI ICDR Regulations, Morgan Stanley India Company Private Limited and ICICI Securities Limited would be involved only in the marketing of the Offer. Morgan Stanley India Company Private Limited and ICICI Securities Limited have signed the due diligence certificate and have been disclosed as BRLMs.

² SBI Capital Markets Limited is participating as a Selling Shareholder in the Offer. On account of the restrictions under Regulation 21A of the SEBI Merchant Bankers Regulations SBI Capital Markets Limited, in its capacity as a book running lead manager to the Offer, will be involved only in the marketing of the Offer.

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For **NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

On behalf of the Board of Directors

Sd/-

Smt. Prajakta Powle

Company Secretary and Compliance Officer

Place : Mumbai

Date : August 10, 2026

NATIONAL STOCK EXCHANGE OF INDIA LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the DRHP dated June 17, 2026 with SEBI and the Stock Exchange on June 17, 2026. The DRHP is available on the website of SEBI at www.sebi.gov.in, on the website of the Stock Exchange, i.e., BSE at www.bseindia.com, on the websites of the BRLMs, i.e., Kotak Mahindra Capital Company Limited at <https://investmentbank.kotak.com>; JM Financial Limited at www.jmfl.com; Morgan Stanley India Company Private Limited at www.morganstanley.com/india; Citigroup Global Markets India Private Limited at <https://www.citigroup.com/global/about-us/global-presence/india>; HSBC Securities and Capital Markets (India) Private Limited at www.business.hsbc.co.in; J.P. Morgan India Private Limited at www.jpmpil.com; SBI Capital Markets Limited at www.sbicans.com; Anand Rathi Advisors Limited at www.anandrathiib.com; Avendus Capital Private Limited at www.avendus.com; Axis Capital Limited at www.axiscapital.co.in; DAM Capital Advisors Limited at www.damcapital.in; Equirus Capital Limited (*formerly known as Equirus Capital Private Limited*) at www.equirus.com; HDFC Bank Limited at www.hdfc.bank.in; ICICI Securities Limited at www.icicisecurities.com; IDBI Capital Markets & Securities Limited at www.idbicapital.com; IIFL Capital Services Limited (*formerly known as IIFL Securities Limited*) at www.iiflcapital.com; Motilal Oswal Investment Advisors Limited at www.motilaloswal.com; Nuvama Wealth Management Limited at www.nuvama.com; Pantomath Capital Advisors Private Limited at www.pantomathcapital.com and 360 ONE WAM Limited at www.360.one and on the website of our Company at www.nseindia.com. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risks, see the section titled “*Risk Factors*” on page 24 of the DRHP. Potential investors should not rely on the DRHP but should instead rely only on the RHP, for any investment decision.

This announcement is not for publication or distribution to persons in the United States of America and is not an offer for sale of the Equity Shares within the United States. This public announcement has been prepared for publication in India only and is not for publication or distribution, directly or indirectly, in or into the United States. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws in the United States. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in “offshore transactions” as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. There will be no public offering of the Equity Shares in the United States.

CONCEPT