**Annexure - 8**

**Confirmation-cum-Undertaking**

 (to be given on a non-judicial stamp paper of Rs.500/- or appropriate value applicable in the state in which the undertaking is executed, whichever is higher)

To,

National Stock Exchange of India Limited

Exchange Plaza

Bandra-Kurla Complex

Bandra (East)

Mumbai-400 051

Dear Sirs,

This is with reference to our proposal to acquire \_\_\_\_\_\_ equity shares of Re.1/- each in National Stock Exchange of India Limited from \_\_\_\_\_. As per Regulation 17 of SCR (SECC) Regulations, 2018, the combined holding of all persons resident outside India in NSEIL’s paid up equity share capital shall not exceed at any time forty-nine percent of its total paid up equity share capital.

In this regard, We, \_\_\_\_\_\_\_\_\_, confirm that the funds required for payment of purchase consideration for acquiring NSEIL equity shares was raised from the capital contributions received from domestic investors of the fund.

We further confirm that the above investors are not investors from any foreign country and are accordingly not falling either under Foreign Direct Investment (FDI) category or Foreign Portfolio Investor (FPI) category and the laws applicable to FDI/FPI investors are not applicable to the domestic investors who contributed capital to \_\_\_\_\_\_\_\_\_\_.

We also undertake to inform NSEIL immediately in writing if and when there is any change occurs in the category of investors [i.e., from domestic investors category to Foreign Direct Investment (FDI) category or Foreign Portfolio Investor (FPI) category]

Place: Signature

Date: Name:

 Designation: