

## **Proceedings of the 33<sup>rd</sup> Annual General Meeting**

The 33<sup>rd</sup> Annual General Meeting (“**AGM**” / “**Meeting**”) of National Stock Exchange of India Limited (“**NSE**” / “**Company**”) was held on Monday, August 25, 2025. The Meeting commenced at the scheduled time at 04:00 PM (IST) through video conferencing/Other Audio-Visual Means (“**VC/OAVM**”).

### **Directors present:**

- Shri. S. Ravindran, Public Interest Director and Chairperson - Audit Committee, Member Committee, and Regulatory Oversight Committee
- Prof. S. Sudarshan, Public Interest Director and Chairperson - Standing Committee on Technology
- Justice (Retd.) Smt. Abhilasha Kumari, Public Interest Director and Chairperson - Nomination and Remuneration Committee
- Prof. (Dr.) Mamata Biswal, Public Interest Director
- Shri. Rajesh Gopinathan, Public Interest Director and Chairperson - Risk Management Committee and Investment Committee
- Shri. Tablesh Pandey, Non-Independent Director and Chairperson - Stakeholders Relationship Committee
- Shri. Veneet Nayar, Non-Independent Director and Chairperson - Corporate Social Responsibility Committee
- Shri. Ashishkumar Chauhan, Managing Director and CEO

### **Key Managerial Personnel:**

- Shri. Ian Desouza, Chief Financial Officer
- Smt. Prajakta Powle, Company Secretary

### **Auditors:**

- Shri. Amit Borkar, Partner, Shri. Ritesh Dedhia, Partner and authorized representative from M/s Price Waterhouse & Co, Chartered Accountants LLP, Statutory Auditors
- Smt. Ashwini Inamdar, Partner and authorized representative from M/s Mehta & Mehta., Practicing Company Secretaries, Secretarial Auditors

In the absence of a regular Chairperson on the Governing Board of the Company, in terms of the Articles of Association of the Company, Shri. S. Ravindran, Public Interest Director was elected as Chairperson to chair the proceedings of the Meeting.

Shri. S. Ravindran occupied the Chair and welcomed all the Shareholders attending the AGM and upon receipt of confirmation from the Company Secretary, he announced that requisite quorum was present and called the meeting to be in

order. He thereafter introduced himself and then requested other Directors to introduce themselves.

The Chairperson announced that the Key Managerial Personnel of the Company i.e. Chief Financial Officer and Company Secretary were attending the meeting along with the leadership team of the Company and introduced them to the Shareholders.

The Chairperson also mentioned that the representatives from the Statutory Auditors and Secretarial Auditors were also attending the Meeting.

The Company Secretary thereafter announced certain key points in respect of conducting the Meeting, participation at the meeting and e-voting.

The Company Secretary also informed that the remote e-voting facility was made available to the Shareholders from 9.00 AM. (IST) on Friday, August 22, 2025 till 5.00 P.M. (IST) on Sunday, August 24, 2025, to cast their votes on all the resolutions set forth in the AGM Notice. Shareholders, who were participating in the Meeting and had not cast their votes through remote e-voting, were provided with an opportunity to cast their votes through e-voting at the Meeting which was made available during the Meeting and for 15 minutes after the conclusion of the Meeting. The e-voting and video conferencing facility was provided by NSDL. It was also informed that there will be no proposing or seconding of the resolutions as the same were already put to vote.

The Company Secretary then informed that the Board had appointed Shri. Atul Mehta, failing him, Smt. Ashwini Inamdar, Partners of M/s. Mehta & Mehta, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

The Chairperson, with the permission of the Shareholders present, took the Notice convening the AGM along with the Integrated Annual Report of the Company for the financial year 2024-25, as read. He then mentioned that the statutory registers /records and other applicable documents were available for inspection electronically during the Meeting.

The Chairperson stated that the reports issued by the Statutory Auditors and Secretarial Auditors did not contain any qualifications, observations, adverse remarks or disclaimer and accordingly the said reports were not required to be read out at the meeting.

The Chairperson thereafter moved the resolutions as stated in the notice of the AGM:

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Auditors thereon.	Ordinary Resolution
3.	Declaration of final dividend of ₹35/- per equity share (including a one-time special dividend of ₹11.46/- per equity share) for the financial year ended March 31, 2025.	Ordinary Resolution
4.	Re-appointment of Shri. Veneet Nayar (DIN: 02007846), who retires by rotation and being eligible, seeks reappointment, subject to the approval of SEBI.	Ordinary Resolution
<b>Special Business</b>		
5.	Appointment of M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration No. MU000019250) as the Secretarial Auditors of the Company.	Ordinary Resolution
6.	Approve the alteration to the Memorandum of Association of the Company.	Special Resolution
7.	Approve the alteration to the Articles of Association of the Company.	Special Resolution

*Note: Pursuant to Regulation 2(ka) of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, Trading Members or their associates and agents as on the cut-off date were not eligible to vote on Item No. 4 and accordingly were restrained from voting on the said resolution.*

The Chairperson then opened the 'Questions & Answers' session for the Shareholders who had registered themselves as 'speaker' to ask questions or express their views. The questions raised by the Shareholders were duly answered

by the Managing Director & CEO.

The Chairperson authorized Company Secretary to declare the results of remote e-Voting and e-Voting at the AGM along with the Scrutinizer's Report. The Chairperson also declared that the results will be announced within 2 working days from the conclusion of the Meeting and shall be disseminated on the website of the Company as well as on the e-Voting website of NSDL along with the Scrutinizer's Report. The same will also be put up on the notice board at the Registered Office of the Company.

The AGM concluded at 04:33 P.M. (IST) with a vote of thanks to the Chair.