

August 31, 2023

To,
The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: BSE

ISIN: INE118H01025

Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Sub: Proceedings of 18th Annual General Meeting of BSE Limited (“the Company”) held on Thursday, August 31, 2023

Dear Madam/Sir,

In terms of Regulation 30 read with Part A of Schedule III of the Listing Regulations, we enclose herewith a summary of the proceedings of the 18th Annual General Meeting of the Company held on Thursday, August 31, 2023, at 3:00 p.m. through video conference.

You are requested to kindly take above information on record.

Thanking you,
Yours faithfully,
For BSE Limited

Vishal Bhat
Company Secretary and Compliance Officer

Encl: a/a

SUMMARY OF THE PROCEEDINGS OF THE 18TH ANNUAL GENERAL MEETING OF BSE LIMITED

The 18th Annual General Meeting (“AGM”) of the Company was held on Thursday, August 31, 2023, at 3:00 p.m. through video conference (“VC”).

The AGM was held in compliance with the General Circular Nos. 10/2022, 20/2020 and 2/2022, issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by the Securities and Exchange Board of India (“SEBI”).

Shri S. S. Mundra, Chairman of the Board of the Company chaired the proceedings of the AGM. He welcomed all the members present and introduced the following Board Members of the Company, who attended the AGM.

Sr. No.	Name of Directors	Category	Chairmanship in Committee
1.	Shri David Wright	Public Interest Director	Chairman of Risk Management Committee
2.	Shri Umakant Jayaram	Public Interest Director	Chairman of Nomination and Remuneration Committee
3.	Justice Shiavax Jal Vazifdar	Public Interest Director	Chairman of Delisting Committee
4.	Dr. Padmini Srinivasan	Public Interest Director	Chairperson of Audit Committee
5.	Shri T. C. Suseel Kumar	Non-Independent Director	Chairman of Stakeholder Relationship / Share Allotment Committee
6.	Shri Sundararaman Ramamurthy	Managing Director & CEO	-

Prof. Subhasis Chaudhuri and Sushri Jayshree Vyas, Public Interest Directors, were not able to attend this AGM as they were representing BSE in a SEBI exercise conducted for Market Infrastructure Institutions.

Members of the Executive Management Committee and the Company Secretary & Compliance Officer of the Company also attended the AGM from the registered office.

The representatives of M/s. S. R. Batliboi & Co. LLP, Statutory Auditors; M/s DM & Associates, Company Secretaries, LLP, Secretarial Auditors; M/s. Rodi Dabir & Company, Internal Auditors and M/s N. L. Bhatia & Associates, Scrutinizers for this AGM were present at the AGM.

A total of 78 members representing 3,98,278 shares attended the AGM. As the requisite quorum was present, the Chairman called the AGM in order and commenced the proceedings of the AGM. Further, the Chairman informed that, as the AGM was held through VC, the facility for appointment of proxy was not applicable.

With the permission of Members, Chairman then informed that the Notice of the AGM along with the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, and the report of Board of Directors thereon, which were already circulated electronically, be taken as read.

The Chairman further informed that the Auditor's Report, forming part of the Annual Report, which was circulated electronically to the Shareholders, did not contain any adverse qualification, observation or comment on financial transactions or matters.

The Chairman then requested Shri Vishal Bhat, Company Secretary & Compliance Officer, to provide general instructions to Shareholders regarding e-voting and other matters.

Shri Vishal Bhat, then informed the members that in compliance with the applicable Acts, Regulations and Circulars, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. Further, he informed that the facility for voting through e-voting system was made available during the AGM for those members who had not cast their vote prior to the AGM. It was also informed that, since the mode of conducting the AGM was electronic, there was no proposing and seconding of the items set out in the Notice of AGM.

Thereafter, the following resolutions as set out in the Notice convening the 18th AGM were read:

Sr. No.	Particulars	Type of Resolution
ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.	Ordinary Resolution
2.	To declare a final dividend of ₹ 12.00 per equity share, for the Financial Year ended March 31, 2023.	Ordinary Resolution
3.	To appoint a Director in place of Shri T. C. Suseel Kumar (DIN:06453310), Shareholder Director (Non-Independent Director), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, subject to approval of the Securities and Exchange Board of India.	Ordinary Resolution
SPECIAL BUSINESS		
4.	To consider and approve buyback of equity shares of the Company	Special Resolution

The Members were informed that only the Shareholders who were not Trading Members of the Exchange or their Associates and Agents could vote for Item No. 3 of the Notice of the AGM, in pursuance of Regulation 2(1)(ka) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

The Company Secretary and Compliance Officer of the Company also informed that the Board of Directors had appointed Shri Bharat Upadhyay (Mem No. FCS 5436/C.P.No.4457), Partner, M/s. N. L. Bhatia and Associates, Practicing Company Secretaries, as the Scrutinizer for the purpose of scrutinizing the voting process (both remote e-voting and e- voting at the AGM) for the resolutions included in the Notice of the AGM.

The Company Secretary & Compliance Officer then informed that the Register of Directors and Key Managerial Personnel (“KMPs”) and their shareholding and Register of Contracts or arrangements in which the Directors were interested pursuant to the provisions of Sections 170 and 189 of the Companies Act, 2013 were available for electronic inspection during the Meeting.

The Chairman informed that the Company had taken all requisite steps to enable members to participate and vote on the items of the businesses considered at the meeting.

The Chairman then addressed the Members and gave an overview of the Company’s performance and its future outlook.

A fair opportunity was given to the Members of the Company who had registered themselves as speakers to express their views / ask questions and the same were adequately answered/ clarified by Shri Sundararaman Ramamurthy, Managing Director & CEO.

The Chairman thanked the Members for their continuous support and for attending and participating at the AGM. The Chairman then authorized Shri Vishal Bhat, Company Secretary and Compliance Officer to declare the voting results along with the Scrutinizer’s Report which shall also be placed on the Company’s website immediately after the results are declared.

Shri Vishal Bhat, then informed that those members who have not cast their votes through remote e-voting and who are participating in AGM have an opportunity to cast their votes through the e-voting system provided by Central Depository Services (India) Limited (“CDSL”) which shall continue to remain open until 15 minutes from the conclusion of the meeting.

The AGM concluded at 16:35 p.m. and thereafter the e-voting facility was kept open for 15 minutes as mentioned above.

After scrutiny of votes, the Scrutinizer submitted his Report. As per the report submitted by the Scrutinizer, considering the consolidated results of the remote e-voting and e-voting during the AGM, all resolutions embodied in the Notice of Annual General Meeting dated July 6, 2023, were passed with requisite majority.

Thanking you,

For **BSE Limited**

Vishal Bhat
Company Secretary & Compliance Officer
Place: Mumbai
Date: August 31, 2023