

April 30, 2024

Announcement

Outcome of the Board Meeting and Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Board Meeting- Audited Financial Results for the quarter and year ended March 31, 2024, recommendation of final dividend, change in auditors and sale of subsidiary.

- The Board of Directors of the Company at their meeting held today, *inter-alia*, considered and approved the following:
 1. The Audited Annual Financial Statements of the Company (both stand-alone and consolidated) for the quarter and year ended March 31, 2024, of the Company subject to adoption by the shareholders at the ensuing Annual General Meeting. The Audited Financial Results of the Company are posted on the Company's website.

At the above meeting, the Board of Directors of the Company have *inter-alia* recommended a final dividend of 2% i.e., Rs. 0.20/- per equity share of Rs. 10/- each, fully paid up, for the financial year ended March 31, 2024.

The final dividend, if approved by the Shareholders in the ensuing Annual General Meeting, will be paid to the Shareholders in around 10 days from the date of Annual General Meeting.

2. Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III Part A Para A, details mentioned in Annexure 1, the Board approved the following:
 - i. Appointment of M/s Mehta & Mehta, Practicing Company Secretaries, as the Secretarial Auditor of the Company for a period of three years, FY' 2024-25 till FY' 2026-27, in place of M/s Makarand M Joshi & Co, Practicing Company Secretaries; and
 - ii. Re-appointment of Deloitte Haskins & Sells LLP as an internal auditor for a period of three years, financial year 24-25 till 26-27.

The Board has also given an in-principle approval for sale of wholly owned subsidiary, NSE IFSC Clearing Corporation Limited to NSE IFSC Limited, Wholly owned subsidiary of National Stock Exchange of India Limited (NSEIL), subject to the approval of Holding Company, NSEIL and regulatory approvals, as required.

The details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No SEBI/HO/CFD/CFD-PoDI/P/CIR/2023/123 dated 13th July, 2023 is attached herewith.

Annexure 1

i. Details Regarding change of Secretarial Auditor

Sr. No.	Particulars	Description	
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment	Ceased due to completion of tenure
		M/s Mehta & Mehta, as Secretarial Auditor	M/s Makarand M Joshi & Co, as Secretarial Auditor
2.	Date of appointment/ re-appointment /cessation (as applicable) & term of appointment/ re-appointment ;	M/s Mehta & Mehta, Practicing Company Secretaries appointed as the Secretarial Auditor of the Company at its Board Meeting of the Company held on Tuesday, April 30, 2024 to conduct the secretarial audit of the Company for the period of three years from, Financial Year 2024-25 till 2026-27 at such remuneration as decided by the Board of Directors in place of M/s Makarand M Joshi & Co, Practicing Company Secretaries.	
3.	Brief profile (in case of appointment);	<ul style="list-style-type: none"> • Mehta & Mehta is one of the leading corporate legal and secretarial services firms in India having more than 25+ years of experience. • One of the prominent and largest legal firms in India having branches spread across the country. • Known for providing effective solutions and trusted advice with the help of a team of corporate legal experts. • Well-known corporate legal advisors and having corporate presence in the industry. 	

Sr. No.	Particulars	Description
		<ul style="list-style-type: none"> Having a team of legal professionals having expertise and specialization in various corporate fields such as Secretarial Compliance, Insolvency & Bankruptcy, CSR, Listing, Business Formation, Corporate Governance.
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

ii. **Details regarding re-appointment of Internal Auditor**

Sr. No.	Particulars	Description
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment
2.	Date of appointment/ re-appointment / cessation (as applicable) & term of appointment/re-appointment;	M/s Deloitte Haskins & Sells LLP is appointed as the Internal Auditor of the Company at the Board Meeting of the Company held on Tuesday, April 30, 2024, to conduct the internal audit of the Company for the period of three years from Financial Year 2024-25 till 2026-27 at such remuneration as decided by the Board of Directors, in place of M/s Deloitte Touche Tohmatsu Limited.
3.	Brief profile (in case of appointment);	<ul style="list-style-type: none"> M/s Deloitte Haskins & Sells LLP (DHS LLP) is a member firm of M/s Deloitte Touche Tohmatsu Limited (DTTL), a UK private company limited by guarantee. DTTL and its member firms (collectively "Deloitte") have a presence in over 150 countries and serve a significant proportion of the world's largest public and private enterprises across

		<p>industries and sectors.</p> <ul style="list-style-type: none"> • As a leading professional services provider, Deloitte is well-positioned with the experience, scale, and multidisciplinary capabilities that are necessary to understand the dynamics and the complexities of your business. • As a member firm of DTTL, DHS LLP leverages global tools, technology, and best practices of the DTTL network.
4.	Disclosure of relationships between directors (in case of appointment of a director).	NA

Statement under Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We hereby state that the rights issue proceeds of the Company were fully utilized during the financial year 2023-24 for the object of the issue and there was no deviation in utilization of funds from those stated in the letter of offer.

Statement of Deviation or Variation in utilization of funds raised						
Name of listed entity		NSE Clearing Limited				
Mode of Fund Raising		Public Issues / Rights Issues / Preferential Issues / QIP / Others				
Date of Raising Funds		March 27, 2024				
Amount Raised		Rs. 14,00,00,00,000/-				
Report filed for Quarter ended		March 31, 2024				
Monitoring Agency		Not applicable				
Monitoring Agency Name		NA				
Is there a Deviation / Variation in use of funds raised		No				
If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders		NA				
If Yes, Date of shareholder Approval						
Explanation for the Deviation / Variation						
Comments of the Audit Committee after review		No Comments				
Comments of the auditors, if any		No Comments				
Objects for which funds have been raised and where there has been a deviation, in the following table		NA				
Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilized	Amount of Deviation/Variation for the quarter according to applicable object	Remarks if any
NA						
Deviation or Variation could mean: (a) Deviation in the objects or purposes for which the funds have been raised (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or (c) Change in terms of a contract referred to in the fund-raising document i.e. prospectus, letter of offer, etc						