



## **Proceedings of the 32<sup>nd</sup> Annual General Meeting of the National Stock Exchange of India Limited**

*[Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

### **1. Date, Time and Venue:**

The 32<sup>nd</sup> Annual General Meeting (“**AGM**” / “**Meeting**”) of the National Stock Exchange of India Limited (“**NSE**” / “**Company**”) was held on Tuesday, August 27, 2024. The Meeting commenced at 04.00 P.M. (IST) through video conferencing (VC) facility/other audio-visual means (OAVM), which is deemed to be held at the Conference Room, Ground Floor, Exchange Plaza, Plot C-1, Block ‘G’, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.

### **2. Directors present:**

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

### **Key Managerial Personnel:**

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

### **Auditors:**

- Shri. Amit Borkar, Partner and authorised representative from Messrs Price Waterhouse & Co, Chartered Accountants LLP, Statutory Auditor
- Shri. Vaibhav Dandawate authorized representative from Messrs Makarand M. Joshi & Co., Company Secretaries, erstwhile Secretarial Auditor
- Ms. Ashwini Inamdar authorized representative from Messrs Mehta & Mehta., Company Secretaries, Secretarial Auditor



3. In absence of the regular Chairperson on the Governing Board of the Company, Shri. S. Ravindran, Public Interest Director was elected to chair the proceedings of the Meeting.
4. Shri. S. Ravindran occupied the Chair and welcomed all the Shareholders attending the AGM and upon receipt of confirmation by the Company Secretary, he announced that requisite quorum was present and called the Meeting to the order. He thereafter introduced himself and then requested other Directors to introduce themselves one by one.
5. The Chairperson then announced the names of the Key Managerial Personnel of the Company i.e. Chief Financial Officer and Company Secretary who were attending the AGM. He also informed that the leadership team of the Company was attending the Meeting and introduced them to the Shareholders.
6. The Chairperson also mentioned that the representatives from the Statutory Auditors, erstwhile Secretarial Auditors and current Secretarial Auditors were also attending the Meeting.
7. The Company Secretary thereafter announced certain key points in respect of conducting the Meeting, participation and e-voting.
8. The Company Secretary also informed that the remote e-voting facility was made available to the Shareholders from 9.00 AM (IST) on Saturday, August 24, 2024 till 5.00 PM (IST) on Monday, August 26, 2024 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 an opportunity to cast their votes through e-voting at the Meeting which was made available till 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.
9. The Company Secretary then informed that the Board had appointed Smt. Ashwini Inamdar, failing her, Smt. Alifya Sapatwala, Partners of Messrs Mehta & Mehta, Practicing Company Secretaries, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
10. 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 ended 2023-24, as read. He then mentioned that the statutory registers / records and other applicable documents were available for inspection electronically during the Meeting.
11. The Chairperson stated that the report issued by the Statutory Auditors does not contain any qualifications, observations, adverse remarks or disclaimer and accordingly the said report was not required to be read out at the meeting. He thereafter requested the Company Secretary to read out the observations made by the Secretarial Auditors - Messrs Makarand M. Joshi & Co. in their report for the financial year ended 2023-24.

12. The Company Secretary thereafter read out the observations and informed that explanation to each of the observations has been provided in the Board's Report forming part of the Integrated Annual Report of the Company for the FY 2023-24. She also requested the Shareholders to take note of the appointments of the Directors made on the Board of the Company since April 01, 2023.
13. The Chairperson thereafter moved the resolutions as stated in the notice of AGM:

Sr. No.	Particulars	Type of Resolution
<b>Ordinary Business</b>		
1.	Adoption of the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary Resolution
2.	Declaration of final dividend on equity shares for the financial year ended March 31, 2024, amounting to Rs. 90/- per equity share.	Ordinary Resolution
3.	Re-appointment of Shri. Tablesh Pandey (DIN: 10119561), who retires by rotation and being eligible, seeks reappointment, subject to the approval of SEBI.	Ordinary Resolution

14. The Chairperson then opened the 'Questions & Answers' (Q&As) 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.
15. The Chairperson authorized the Managing Director & CEO or the Company Secretary to declare the results of the remote e-Voting as well as for the e-Voting done at the AGM along with the Scrutinizer's Report. The Chairperson also announced that the results will be announced within 2 working days from the conclusion of this 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 of the Company at the registered office of the Company.
16. The AGM concluded at 04:40 PM (IST) with a vote of thanks to the Chair.

**Notes:**

- *These are not the minutes of the proceedings of the Annual General Meeting of the Company.*
- *The conclusion time of the meeting mentioned above excludes the time of 15 minutes for which the voting was made available to the shareholders after the Meeting.*