

NSE Clearing Limited
28th Annual General Meeting
August 17, 2023

Transcript of the 28th Annual General Meeting of NSE Clearing Limited held on Thursday, August 17, 2023, at 11:00 A.M. through Video Conferencing.

Directors Present:

Mr. Abhaya Hota	: Chairman of the Board
Mr. G S Hegde	: Public Interest Director (by VC from Mumbai)
Mr. Jayant Haritsa	: Public Interest Director (by VC from Bengaluru)
Mrs. Priti Salva	: Public Interest Director (by VC from Gandhinagar)
Dr. Golaka Nath	: Public Interest Director (by VC from Bhubaneswar)
Mr. Vikram Kothari	: Managing Director

Members Present:

Ms. Divyanshi Dayanand	: Representative of National Stock Exchange of India Limited (by VC from Mumbai)
Mr. M Vasudev Rao	: Shares jointly held with National Stock Exchange of India Limited (by VC from Srinagar)
Mr. Rohit Gupte	: Shares jointly held with National Stock Exchange of India Limited (by VC from Mumbai)
Mr. Sriram Krishnan	: Shares jointly held with National Stock Exchange of India Limited (by VC from Mumbai)
Mr. Mayur Sindhvad	: Shares jointly held with National Stock Exchange of India Limited (by VC from Mumbai)
Mr. Mukesh Agarwal	: Shares jointly held with National Stock Exchange of India Limited (by VC from Gandhinagar)

Auditors Present:

Mr. Gopal Kumhar	: Representative of M/s. Khandelwal Jain & Co., Chartered Accountant (Statutory Auditors) (by VC from Mumbai)
Mr. Abhishek Gupta	: Representative of M/s. Makarand M Joshi & Co, PCS, (Secretarial Auditors) (by VC from Mumbai)

KMPs Present:

Mr. Amit Amlani	: Chief Financial Officer
Mr. Ravin Tank	: Company Secretary

1. Date, Time and Venue of the Meeting:

The 28th AGM of the Company was held on Thursday, August 17, 2023, by using 'Microsoft Teams Application'. The Meeting commenced at 11:02 A.M. through video conference from the Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 and concluded at 11:18 A.M.

2. Transcript of the Meeting:

Mr. Abhaya Hota, Chairman

On behalf of the Board of Directors, I, Abhaya Hota, Chairman of the Board of NSE Clearing Limited (NCL), welcome everyone to the 28th Annual General Meeting of the Company. I hope all of you and your families are safe and in good health. I would like to express gratitude on behalf of the Management to Mrs. Bhagyam Ramani, for her guidance and expertise during her tenure as PID and Interim Chairperson on the Board of the Company.

My colleagues Ms. Priti Savla, the Chairperson of Audit Committee and, Mr. G S Hegde, the Chairman of Nomination and Remuneration Committee, Mr. Jayant Haritsa, the Chairman of Stakeholders Relationship Committee, Dr. Golaka Nath, the Chairman of Regulatory Oversight Committee, along with my other colleagues are attending the meeting through video conferencing.

In pursuance of the circulars issued by the Ministry of Corporate Affairs and SEBI, the meeting is conducted through Video Conference. Participation of members through video conference is being recorded for the purpose of quorum, as per the circular issued by MCA, and Section 103 of the Companies Act, 2013. The Chairman inquired whether requisite quorum was present. The quorum being present, I call this meeting to order.

I request my colleagues joining the meeting through Video Conferencing or other audio-visual means to introduce themselves.

First, Mrs. Priti Salva, Public Interest Director

Good Morning. I am **Priti Savla** attending this AGM from Gandhinagar. I am by profession Chartered Accountant and I am also the Chairperson of the Audit Committee. Thank you.

Prof. Jayant Haritsa, Public Interest Director

Good Morning. I am **Jayant Haritsa** attending this AGM from Bengaluru. I am a Professor of Computer Science at Indian Institute of Science at Bengaluru. I am also the Chairperson of Stakeholders Relationship Committee and Standing Committee of technology. Thank you.

Mr. G S Hegde, Public Interest Director

Good Morning. I am **G S Hegde** attending this AGM from Mumbai. I retired as a Principal Legal Advisor of the Reserve Bank of India and I am a Chairperson of Nomination and Remuneration Committee and MCSGFC. Thank you.

Dr. Golaka Nath, Public Interest Director

Good Morning. I am **Dr. Golaka Nath** attending this AGM from Bhubaneswar. I have been part of senior management in CCIL and NSE. Further, I hold PHD (Economics) and presently hold the office of Dean and Senior Professor in XLRI, Bhubaneswar. I am also the Chairperson of Regulatory Oversight Committee.

Mr. Yatrik Vin, Shareholder Director was granted leave of absence due to personal reason.

Mr. Vikram Kothari, Managing Director

Good Morning. I am **Vikram Kothari** attending this AGM from our head office at Mumbai. Thank you.

Mr. Abhaya Hota, Chairman

We also have the key executives joining from their respective locations. Mr. Gopal Kumhar representing Statutory auditors, M/s. Khandelwal Jain & Co. and Mr. Abhishek Gupta, representing Secretarial auditors, M/s. Makarand M Joshi & Co., Auditor have also joined this meeting. The Notice of AGM along with the Explanatory Statement and the Annual Report for F.Y. 2022-23 were provided to all those who are required to get them under the Companies Act. Since the meeting is being conducted through Video Conference, attendance slip, proxy form and route map were not annexed to the Notice of AGM. The proceeding of the AGM is available as live web cast as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The statutory registers required to be maintained as per the provisions of the Companies Act, re available for inspection by the members, on requests made by them. Coming to the business of the meeting, with your permission, I shall now take the notice convening the meeting as read.

I now request the CFO, the Statutory Auditors and the Secretarial Auditors, to brief the members on the Audit Report and the Financial Statements of the Company for the Financial Year 2022-23.

Mr. Amit Amlani, CFO

Thank you, sir. The Annual Report containing the audited financial statements both standalone as well as consolidated was circulated to the members. The Financials for this year have been prepared in accordance with IND AS and the amended Schedule III which has enhanced disclosure and reporting norms. The Auditors have submitted their report. They have issued a clean report for the F.Y. 2022-23 to the Company. The Highlight of this year's financials is that we have had significant increase in the clearing and settlement charges due to increase in overall volumes in the Equity Derivative Segment, and we have had 56% increase in our key operating income. The total income has increased by around 39% from Rs. 729 crores to around Rs. 1014 crores and our total profit after tax for the year has increased from Rs. 460 crores to Rs. 545 crores. The net worth of the Company including the contribution to core SGF stands at Rs. 4,800 crores which is a very significant performance for the Company.

Mr. Ravin Tank, CS

There are no qualifications or observations or adverse remarks in the Secretarial Audit Report.

Mr. Abhaya Hota, Chairman

Thank you. Since there are no qualifications, observations, etc, the Auditors Report are taken as read.

Pursuant to the provisions of section 107 of the Companies Act, 2013, at a general meeting a resolution put to vote shall, unless a poll is demanded or the voting is carried out electronically, be decided on show of hands. Since the requirement of electronic voting is not applicable to the Company, the Company is permitted to conduct voting by show of hands at the meeting. Accordingly, all the resolutions shall be put to vote by show of hands.

If there are no queries from the shareholders, we can now proceed with the ordinary business.

Now we proceed with the ordinary business of the company, the first agenda item is to receive, consider and adopt the Audited Financial Statements (including the Consolidated Financial Statements) of the Company for the financial year ended

March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon. The resolution reads as

"RESOLVED THAT the audited financial statements of the Company (Standalone & Consolidated) for the financial year ended March 31, 2023, and the reports of Auditors, Secretarial Auditors and Board of Directors thereon laid before this meeting, be and are hereby considered and adopted."

I would request one of the members to propose the said resolution and another member to second the same.

Mr. Rohit Gupte, Shareholder

I propose the said resolution.

Mr. M Vasudev Rao, Representative of National stock Exchange of India Limited

I second the same.

Mr. Abhaya Hota, Chairman

Thank you, Mr. Rohit and Mr. Vasudev. The resolution is now put to vote by show of hands.

I now declare that the resolution is passed by unanimously.

The second agenda item is relating to the declaration of dividend on equity shares for the F.Y. 2022-23. The dividend percentage recommended by the Board is 50%. The resolution reads as

"RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of Rs. 5/- per equity share of Rs.10/- each be and is hereby declared out of the profits of the Company for the year ended March 31, 2023 in respect of 4,50,00,000 fully paid up equity shares held by those members whose names appear as beneficial owners as on August 11, 2023, in the records of National Securities Depository Limited in respect of the shares held in dematerialized form and be paid in around 10 days from the date of AGM."

I would request one of the members to propose the said resolution and another member to second the same.

Ms. Divyanshi Dayanand, Shareholder

I propose the said resolution.

Mr. Rohit Gupte, Shareholder

I second the same.

Mr. Abhaya Hota, Chairman

Thank you, Ms. Divyanshi and Mr. Rohit. The resolution is now put to vote by show of hands.

I now declare that the resolution is passed by unanimously.

The next item is relating to the re-appointment of Mr. Yatrik Vin as a director under the category of Shareholder Director. He retires by rotation but is eligible for reappointment for which this resolution is to be moved. I would request one of the members to propose the said resolution and another member to second the same.

Mr. M Vasudev Rao, Shareholder

I propose the said resolution.

Mr. Rohit Gupte, Shareholder

I second the same.

Mr. Abhaya Hota, Chairman

Thank you, Mr. Vasudev and Mr. Rohit. I now declare that the resolution is passed by unanimously.

Mr. Abhaya Hota, Chairman

With that, all the items pertaining to the meeting are completed and I therefore declare the proceedings of this AGM of NSE Clearing Limited closed. I would like to thank the Directors, Members and Auditors for participating in the Meeting. I take this opportunity to wish each everyone good health and safety in the year ahead.

Mr. Vikram Kothari, Managing Director

Thanks to the Chair.

Thank you everybody for participating in the meeting.