

NSE Clearing Limited
25th Annual General Meeting
July 16, 2020

Transcript of the 25th Annual General Meeting of NSE Clearing Limited held on Thursday, July 16, 2020, as per the requirements of the General Circular No. 14/2020, issued by the Ministry of Corporate Affairs dated April 8, 2020.

Directors Present:

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| Mr. Harun R. Khan | : Chairman of the Board, Audit Committee and Stakeholder Relationship Committee (by VC from Bhubaneswar) |
| Mr. Salim Gangadharan | : Public Interest Director (by VC from Trivandrum) |
| Mr. N K Maini | : Chairman of the Nomination & Remuneration Committee (by VC from New Delhi) |
| Mr. C VR Rajendran | : Public Interest Director (by VC from Thrissur) |
| Mr. J Ravichandran | : Shareholder Director (by VC from Mumbai) |
| Mr. Vikram Kothari | : Managing Director (by VC from Mumbai) |

Members Present:

- | | |
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| Mr. S. Madhavan | : Representative of National Stock Exchange of India Limited (by VC from Mumbai) |
| Mr. S. Madhavan | : 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 Mumbai) |
| Mr. Yatrik R Vin | : 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. M Vasudev Rao | : Shares jointly held with National Stock Exchange of India Limited (by VC from Mumbai) |

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Mr. Ravi Varanasi : Shares jointly held with National Stock Exchange of India Limited (by VC from Mumbai)

Auditors Present:

Mr. Lalit Parmar : Representative of M/s. Khandelwal Jain & Co.
(Statutory Auditors) (by VC from Mumbai)

Mr. Avinash Bagul : Partner, M/s. BNP & Associates
(Secretarial Auditors) (by VC from Mumbai)

KMPs Present:

Mr. Amit Amlani : Chief Financial Officer (by VC from Mumbai)

Mr. Chirag S Nagda : Company Secretary (by VC from Mumbai)

1. Date, Time and Venue of the Meeting:

The 25th AGM of the Company was held on Thursday, July 16, 2020 by using 'Microsoft Teams Application'. The Meeting commenced at 03:30 P.M. through video conference from the Conference Room, Ground Floor, 'A' Wing, Exchange Plaza, Plot C-1, Block 'G', Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 and concluded at 4:00 P.M.

2. Transcript of the Meeting:

Mr. Chirag S Nagda, Company Secretary

I welcome everyone to the 25th Annual General Meeting of NSE Clearing Limited. Due to the outbreak of COVID-19 pandemic, the meeting is being conducted through Video Conference. The meeting is being recorded for the purpose of statutory requirements. Before I hand over the proceedings to the Chairman to declare the meeting open, I would like to highlight certain points here. The joining to this meeting opened 15 minutes before the scheduled time of the commencement of the meeting, which is 3:30 pm and it will remain open for another 15 minutes after the end of the meeting. Members are encouraged to join the meeting through their laptops and headphones for a better experience and use internet with a good speed to avoid any disturbance during the meeting. Participants connecting from mobile devices or tablets or through laptops connecting via a mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use a stable wifi or LAN connection to mitigate any kind of aforesaid glitches. I request the Chairman to proceed with the meeting.

Mr. Harun R. Khan, Chairman

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I welcome everyone to the 25th Annual General Meeting, the Silver Jubilee AGM of NSE Clearing Limited. In view of the restrictions due to outbreak of COVID-19 and considering the social distancing norms, the AGM is being conducted through VC / OAVM. The meeting is convened and conducted in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI). The company has received consents from all the shareholders to convene the AGM at short notice. For safety reasons, each of us is in a different location. The proceedings of the AGM are webcast live for the Shareholders which could be viewed live by the Members and the weblink of the same was also hosted on the website of the Company, as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Statutory Registers required to be produced at the commencement of AGM and to be kept open and accessible to the members during the continuance of AGM for inspection as per the provisions of the Companies Act, are available for inspection in electronic mode in terms of the aforesaid circular. Before we start the main proceedings of the meeting, we should complete the roll call. I am Harun R Khan. I am present in the meeting through video conference from my residence in Bhubaneshwar. I have received the notice and all the relevant material for the meeting and no one except myself is present in the room or have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Mr. Navin Kumar Maini, the Chairman of Nomination & Remuneration Committee and myself being the Chairman of Audit Committee and Stakeholders Relationship Committee, are attending the meeting through VC. Now I would request my colleagues Directors, Members, Auditors, CFO and CS on the video conference to introduce themselves. For the smooth conduct of the meeting, all the Members are requested to mute their mikes and Members who have any questions on the resolutions shall unmute themselves

Mr. Salim Gangadharan, Public Interest Director

Good Afternoon Everyone. I am Salim Gangadharan, a Public Interest Director on the Board of NSE Clearing Limited. I am present in the meeting through video conference from my residence in Trivandrum. I have received the notice and all the relevant material for the meeting and no one except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting.

Mr. Navin Kumar Maini, Public Interest Director

Good Afternoon. I Navin Kumar Maini, a Public Interest Director on the Board and Chairman of the Nomination & Remuneration Committee of NCL. I am present in the meeting through video conference from my residence in Defence Colony, New Delhi. I have received the notice and all the relevant material for the meeting and no one except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. C VR Rajendran, Public Interest Director

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Good Afternoon. I am C VR Rajendran, a Public Interest Director on the Board of NSE Clearing Limited. I am present in the meeting through video conference from my office in Thrissur. I have received the notice and all the relevant material for the meeting and no one except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting.

Mr. J. Ravichandran, Shareholder Director

Good Afternoon everyone. I am J. Ravichandran, Shareholder Director on the Board of NSE Clearing Limited. I am present in the meeting through video conference from my residence in Mumbai. I have received the notice and all the relevant material for the meeting and no one except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. Vikram Kothari, Managing Director

Good Afternoon everyone. I, Vikram Kothari, the Managing Director of NSE Clearing Limited. I am present in the meeting through video conference from our Office in Bandra Kurla Complex, Mumbai. I have received the notice and all the relevant material for the meeting and no one except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting.

Mr. S. Madhavan, Representative of NSE and Shareholder holding shares jointly with NSE

Good Afternoon everyone. I am S. Madhavan, representative of the National Stock Exchange of India Limited, NSE and a Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from my residence in Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself is present in the room or have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. Mukesh Agarwal, Shareholder holding shares jointly with NSE

Good Afternoon. I, Mukesh Agarwal, Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself is present in the room or have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. Yatrik Vin, Shareholder holding shares jointly with NSE

Good Afternoon. I, Yatrik Vin, Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself is

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present in the room or have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. Mayur Sindhwad, Shareholder holding shares jointly with NSE

Good Afternoon. I, Mayur Sindhwad, Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. M. Vasudev Rao, Shareholder holding shares jointly with NSE

Good Afternoon. I, M. Vasudev Rao, Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. Ravi Varanasi, Shareholder holding shares jointly with NSE

Good Afternoon. I, Ravi Varanasi, Shareholder holding shares jointly with NSE. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting and I can see and hear clearly the proceedings of the meeting. Thank you.

Mr. Lalit Parmar, Statutory Auditors

Good Afternoon everyone. I am Lalit Parmar, representative of M/s. Khandelwal Jain & Co., the Statutory Auditors of the Company. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. Avinash Bagul, Secretarial Auditors

Good Afternoon. I am Avinash Bagul, partner of M/s. BNP & Associates, we are the Secretarial Auditors of the Company. I am present in the meeting through video conference from Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. Amit Amlani, Chief Financial Officer

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Good Afternoon everyone. I, Amit Amlani, the Chief Financial Officer of the Company. I am present in the meeting through video conference from our office in Mumbai. I have received the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. Chirag S Nagda, Company Secretary

Good Afternoon everyone. I am Chirag, Company Secretary of the Company. I am present in the meeting through video conference from Mumbai. I have sent the notice and all the relevant material for the meeting and no one else except myself have access to the proceedings of the meeting. I can see and hear clearly the proceedings of the meeting.

Mr. Harun R Khan, Chairman

Thank you all. Chirag, if the quorum is present, we can proceed with the main proceedings of the meeting.

Mr. Chirag S Nagda, Company Secretary

Yes Sir, sufficient Members to constitute quorum have logged in and that the Secretarial Auditors and Statutory Auditors had also logged in, we can proceed with the meeting.

Mr. Harun R Khan, Chairman

Ok. Due to pre-occupations, Mrs. Bhagyam Ramani, PID could not attend the meeting. The Notice and all the relevant material for the Meeting were provided to respective persons. Since the meeting is being conducted through Video Conference, attendance slip, proxy form and route map were not annexed to the Notice of AGM. With the consent of the members present, the Notice convening the meeting may be taken as read as the same had already been circulated to the Members.

Mr. S Madhavan, Shareholder

Yes Sir.

Mr. Yatrik Vin, Shareholder

Yes.

Mr. Harun R Khan, Chairman

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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 were put to vote by show of hands. 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 2019-20.

Mr. Amit Amlani, CFO

The Annual Report containing the audit financial statements both standalone as well as consolidated was circulated to the members. The financials are audited by the M/s. Khandelwal Jain & Co. and they have issued a clean report for the FY 2019-20 to the Company. There are no qualifications, observations or adverse remarks or disclaimer in the financial statements and matters which have any material bearing on the functioning of the Company or in the Auditor's Report or Secretarial Audit Report.

Mr. Lalit Parmar, Statutory Auditors representing Khandelwal Jain & Co.

We have audited the Financial Statements of the Company for the FY 2019-20. In our audit reports we have expressed unqualified opinion for the financial year 2019-2020.

Mr. Avinash Bagul, Secretarial Auditors representing BNP & Associates

We have audited the compliance of various laws and SEBI regulations applicable to the Company in the FY 2019-20. In our audit report we have expressed unqualified opinion for the financial year 2019-2020.

Mr. Harun R Khan, Chairman

Since there are no qualifications, observations, etc, the Auditors Report are not required to be read. I would request the members to ask their questions, if any, on the Business of the Company, the Financial Statements and the Auditors Report.

Mr. Mukesh Agarwal, Shareholder

No questions.

Mr. M. Vasudev Rao, Shareholders

No queries. We can proceed.

Mr. Harun R Khan, Chairman

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There are no queries from the Shareholders, so we can now proceed with the ordinary business of the company. The first agenda item relates to the adoption of Financial Statement (both Standalone and Consolidated) along with the Reports of Auditors and Board of Directors.

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

Mr. Yatrik Vin, Shareholder

I propose the said resolution.

Mr. Mukesh Agarwal, Shareholder

I second the same.

Mr. Harun R Khan, Chairman

Thank you Mr. Yatrik and Mr. Agarwal. I now declare that the resolution is passed unanimously. The second agenda item is relating to the declaration of dividend on equity shares for the FY 2019-20. The dividend percentage recommended by the Board is 200% maintaining the pay-out ratio of around 40% (including dividend distribution tax). I would request one of the members to propose the said resolution and another member to second the same.

Mr. Ravi Varanasi, Shareholder

I propose the said resolution.

Mr. S. Madhavan, Shareholder

I second the same.

Mr. Harun R Khan, Chairman

Thank you, Mr. Ravi and Mr. Madhavan. I now declare that the resolution is passed unanimously. The next item is relating to the retirement of Director by rotation and appointment of Mr. K. S. Somasundaram as Shareholder Director. Mr. J. Ravichandran, vide his letter dated June 04, 2020, has informed NCL that he was due for superannuation from NSE in March 2021 and accordingly would not be seeking re-appointment in the AGM of NCL and accordingly, Mr. J. Ravichandran (DIN: 00073736), Shareholder Director, retires by rotation under section 152(6) of the Act and in accordance with the Articles of Association of the Company. The Board of NCL, based on the recommendations of the Nomination and Remuneration Committee, in its meeting held on June 17, 2020 had approved the proposal of NSE for the appointment of Mr. K. S. Somasundaram as the Shareholder Director on the Board of

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NCL subject to approval of Shareholders and SEBI. 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. Mayur Sindhwad, Shareholder

I second the same.

Mr. Harun R Khan, Chairman

Thank you Mr. Vasudev and Mr. Mayur. I now declare that the resolution is passed unanimously. On behalf of the Board, I would like to acknowledge and place on record, the Board's appreciation for the immensely valuable suggestions and insights provided by Mr. J. Ravichandran during the deliberations at the meetings of Board / Committees thereof and wished him best of health and joys of life.

Mr. J. Ravichandran, Shareholder Director

I would also like to thank the Board and the Members for the opportunity to work with the Board and their continued support.

Mr. Harun R Khan, Chairman

Thank you Mr. Ravichandran. Looking forward to other future associations with you.

Mr. J Ravichandran, Shareholder Director

Thank you sir.

Mr. Harun R Khan, Chairman

With that, all the items pertaining to the meeting are completed. I would like to thank the Directors, Members and Auditors for participating in the Meeting and I wish everyone good health and safety in the year ahead.

Mr. Vikram Kothari, Managing Director

Thanks to the Chair for his leadership and continued support to the Company.

Mr. Chirag S Nagda, Company Secretary

Thank you everybody for participating in the meeting.