

NOTICE

Notice is hereby given that Second Annual General Meeting of the Shareholders of BSE Administration & Supervision Limited will be held on **June 2, 2023** at **02.30 p.m. (IST)**, through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Statement of Profit and Loss for the period ended March 31, 2023 and the Balance Sheet as on that date and the Reports of the Board of Directors and the Auditors thereon.**
2. **To appoint a Director, in place of Shri Shankar Jadhav (DIN: 06924145), Director, who retires by rotation at this Annual General Meeting and being eligible, offers him for re-appointment.**

SPECIAL BUSINESS:

3. **To appoint Shri Naveen Fernandes (DIN: 10086962) as the Independent Director of the company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and, other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as amended from time to time, and pursuant to the recommendation of Board of Directors, Shri Naveen Fernandes (DIN: 10086962) who was appointed by the Board of Directors of the Company as an Additional Director (Non-Executive & Independent) through circular resolution on March 29, 2023 and who holds office pursuant to the provisions of Section 161(1) up to the date of this Annual General Meeting and subject to the approval of the members in the Annual General Meeting, be and is hereby appointed as the Independent Director of the Company to hold office for a term of five consecutive years commencing from March 29, 2023 to March 28, 2028 .”

RESOLVED FURTHER THAT Shri Naveen Fernandes , be and is hereby designated as Public Interest Director in compliance with the SEBI letter No. SEBI/HO/IMD/DF1/OW/P/2021/12137/1 dated June 11, 2021.

“RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to take necessary steps as may be required to give effect to this resolution.

Date: April 25, 2023

Place: Mumbai

Registered office:

25th Floor, P. J. Towers, Dalal Street,
Fort, Mumbai – 400 001.

By the order of the Board of Directors

Nayan Mehta

Director

(DIN: 03320139)

NOTES

1. The AGM will be held through video conferencing in compliance with the General Circular Nos. 10/2022, 20/2020 and 2/2022 issued by the Ministry of Corporate Affairs.
2. Electronic copies of this Notice and financial statements (including Boards report, Auditors report and other Annexures forming part of Boards report) has been sent to all the members whose e-mail IDs are available with the Company/Depository Participant.
3. Members who have still not registered their e-mail ID or willing to update their existing e-mail ID are requested to get the same registered/updated by sending the requisite details (Name, folio number, number of shares etc.) of their shareholding through their Depository Participant.
4. The voting at the meeting will be conducted through show of hands, unless a demand for poll is made by any member in accordance with section 109 of Companies Act, 2013. Once such demand is made then all the members attending the meeting will be required to convey their vote, during the meeting, by sending an email, mentioning their assent/dissent on amisha.mehta@bseindia.com, which is the designated email ids of the Company for this purpose.
5. As the AGM will be held through VC where the physical attendance of the members is dispensed with, the facility of appointment of proxies by members will not be available for the Meeting, hence the Proxy Form and Attendance Slip are not annexed to this notice.
6. Corporate Members intending to authorize their representatives to attend the meeting through VC are requested to send to the Company on their email id amisha.mehta@bseindia.com, a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
7. As the AGM of the Company is held through VC, we therefore request the members to submit questions in advance relating to the business specified in the Notice on the email id: amisha.mehta@bseindia.com.
8. All relevant documents referred in the Notice shall be available for inspection through electronic mode, up to the date of AGM.

9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting through electronic mode.

10. Explanatory statement pursuant to section 102 of Companies Act, 2013 is annexed.

11. Procedure for attending the AGM through Video Conferencing:

- i. Members are requested to download the Cisco Webex Meetings app to attend the AGM through Video Conferencing by clicking on the link mentioned in the email.
- ii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
- iii. Members attending the meeting through Video Conferencing shall be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
- iv. Members who need assistance before or during the meeting, can contact on the following numbers 7977091914.

Date: April 25, 2023

Place: Mumbai

Registered office:

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By the order of the Board of Directors

Nayan Mehta

Director

(DIN: 03320139)

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 2

In terms of Section 152 of the Companies Act, 2013, Shri Shankar Jadhav (DIN: 06924145), Director, retires by rotation at the Meeting and being eligible, offers for his re-appointment.

Details of Director retiring by rotation as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Name of Director	Mr. Shankar Jadhav
Director Identification Number	06924145
Age	56 years
Date of Birth	17/01/1967
Qualification	B. Tech (Elec. Engg.), MBA (Finance & Marketing), Chartered Engineer
Experience	25 years
Terms and Conditions of re-appointment	Liabie to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	March 05, 2021
Shareholding in the Company	1
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2022-23	4
Details of other Directorships as on March 31, 2022	1. Bse Technologies Private Limited 2. Bse Tech Infra Services Private Limited 3. Bse Ebix Insuretech Private Limited 4. Bse CSR Integrated Foundation
Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee	Nil

The Board recommends the Ordinary Resolution as set out at item no. 2 for approval by the Members.

None of the Directors except Shri Shankar Jadhav are interested in the proposed resolution.

Item No. 3

Shri Naveen Fernandes (DIN: 10086962) , was appointed by the Board as an Additional Director (Non-Executive & Independent) with effect from March 29, 2023 in terms of provisions of Section 161 of the Companies Act, 2013, and Articles of Association of the Company.

As per the provisions contained under Section 161 of the Companies Act, 2013, Shri Naveen Fernandes holds office up to the date of the ensuing Annual General Meeting.

Accordingly, Naveen Fernandes has given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and possesses requisite knowledge, experience, and skill for the position of Independent Director as per required criteria under the Act and rules and Regulations made thereunder.

Details of Director retiring by rotation as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Name	Shri Naveen Fernandes
DIN:	10086962
Date of Birth	December 24, 1962
Age	61 years
Terms and Conditions of re-appointment	5 Years
Remuneration proposed to be paid	Eligible for sitting fees as per Section 197(5) of the Companies Act, 2013
Remuneration last drawn	Nil
Date of first appointment on the Board	March 29, 2023
Shareholding in the Company	Nil
Relationship with other Directors / Managerial Personnel	NA
Number of Meetings of the Board attended during the financial year 2022-23	Nil

BSE ADMINISTRATION & SUPERVISION LIMITED
Reg. Office 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400001.
CIN: U67120MH2021PLC356402
Tel. No.: +91 22 2272 1234 / 33
www.bsebasl.com

Details of other Directorships	Nil
Membership/Chairmanship of Committees of other Boards	Nil

Date: April 25, 2023

Place: Mumbai

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Fort, Mumbai – 400 001.

By the order of the Board of Directors

Nayan Mehta
Director
(DIN: 03320139)