

NOTICE

Notice is hereby given that Third Annual General Meeting ('AGM') of the Shareholders of BSE Administration & Supervision Limited will be held on **Monday, June 3, 2024 at 12.00 noon (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, 2024 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 Kaushal Mehta (DIN: 10184051), Additional (Non-Executive) Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To approve and regularize the appointment of Shri Subhash Kelkar (DIN: 10188009) as the 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 provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Shri. Subhash Kelkar (DIN:10188009), who was appointed as Additional Director of the Company with effect from July 19, 2023 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT no sitting fees shall be payable to Shri Subhash Kelkar on being appointed as Director, for attending any meeting of the Board or its Committees, if any

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

4. To approve and regularize the appointment of Shri Gopalkrishnan Iyer (DIN: 10236588) as the 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 provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Shri Gopalkrishnan Iyer (DIN: 10236588), who was appointed as Additional Director of the Company with effect from July 19, 2023 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT no sitting fees shall be payable to Shri Gopalkrishnan Iyer on being appointed as Director, for attending any meeting of the Board or its Committees, if any

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

5. To approve and regularize the appointment of Shri Kaushal Mehta (DIN: 10184051) as the 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 provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Shri Kaushal Mehta (DIN: 10184051), who was appointed as Additional Director of the Company with effect from July 19, 2023 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT no sitting fees shall be payable to Shri Kaushal Mehta on being appointed as Director, for attending any meeting of the Board or its Committees, if any

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

6. To approve and regularize the appointment of Shri Vivek Kumar Garg (DIN: 06596973) as the 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 provision of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) thereto or re-enactment thereof for the time being in force, read with Articles of Association of the Company, Shri Vivek Kumar Garg (DIN: 06596973), who was appointed as Additional Director of the Company with effect from November 23, 2023 by the Board of Directors pursuant to section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, but who is eligible for appointment and has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013, be and is hereby appointed as a Non–Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT no sitting fees shall be payable to Shri Vivek Kumar Garg on being appointed as Director, for attending any meeting of the Board or its Committees, if any.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the said resolution.”

For and on behalf of Board
BSE Administration & Supervision Limited

Sd/-

Subhash Kelkar
Director
DIN: 10188009

Date: April 22, 2024

Place: Mumbai

Regd. Office: 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400001.

NOTES

1. The AGM will be held through Video Conferencing (VC) in compliance with applicable provisions of Ministry of Corporate Affairs (MCA) and General Circular No. 09/2023 dated September 25, 2023, General Circular no. 10/2022 dated December 28, 2022 read with circular no.(s) 02/2022, 21/2021 and 20/2020 dated May 5, 2022, December 14, 2021 and May 5, 2020 respectively. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
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 aadishri.s@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 aadishri.s@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: aadishri.s@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 number: 9619745813.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 2:

In terms of provisions of section 152 of Companies Act, 2013, all the non-executive Directors of the Company who are liable to retire by rotation are appointed as Additional Directors whose appointment is subject to shareholders approval at ensuing Annual General Meeting. Also, 3 Directors were appointed on same date viz. July 19, 2023 hence, no one is having longest term on the board of the Company to be eligible for retirement by rotation as per the provisions of Section 152 (6) of Companies Act, 2013.

Therefore, to comply with provisions of Section 152 (6), Shri Kaushal Mehta (DIN: 10184051), Additional Director has agreed to retire by rotation at the Meeting and being eligible he would be offering himself for re-appointment as per his terms of appointment and regularization recommended by the Board to the shareholders as mentioned in Item no. 5 of this notice.

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	Shri Kaushal Mehta
Director Identification Number	10184051
Date of Birth	December 20, 1983
Age	40 years
Qualification	B. Com and Chartered Accountant (CA)
Experience	17.5 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	July 19, 2023
Shareholding in the Company	1 equity share as nominee of BSE Limited
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2023-24	3

Details of other Directorships as on March 31, 2024	1. BSE EBIX Insurance Broking Private Limited 2. BSE E-Agricultural Markets Limited 3. 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 Kaushal Mehta are interested in the proposed resolution.

Item No. 3:

Shri Subhash Kelkar (DIN: 10188009), who was appointed as Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, being eligible for appointment and he has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013 to be appointed as Non-Executive Director of the Company.

The Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director 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	Shri Subhash Kelkar
Director Identification Number	10188009
Date of Birth	January 31, 1968
Age	56 years
Qualification	Bachelor of Engineering, Post-Graduate Diploma in Software Technology
Experience	30 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil

Remuneration proposed to be paid	Nil
Date of first appointment on the Board	July 19, 2023
Shareholding in the Company	Nil
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2023-24	3
Details of other Directorships as on March 31, 2024	1. BSE Technologies Private Limited 2. BSE EBIX Insuretech Private Limited 3. BSE E-Agricultural Markets Limited 4. BSE Tech Infra Services Private Limited 5. Afrinex Limited
Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee)	Nil

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members.

None of the Directors except Shri Subhash Kelkar are interested in the proposed resolution.

Item No. 4:

Shri Gopalkrishnan Iyer (DIN: 10236588), who was appointed as Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, being eligible for appointment and he has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013 to be appointed as Non-Executive Director of the Company.

The Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director 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:

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

Name of Director	Shri Gopalkrishnan Iyer
Director Identification Number	10236588
Date of Birth	September 19, 1966
Age	57 years
Qualification	B. Com, FCA and CFA from ICAI
Experience	34 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	July 19, 2023
Shareholding in the Company	Nil
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2023-24	3
Details of other Directorships as on March 31, 2024	Nil
Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee	Nil

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

None of the Directors except Shri Gopalkrishnan Iyer are interested in the proposed resolution.

Item No. 5:

Shri Kaushal Mehta (DIN: 10184051), who was appointed as Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, being eligible for appointment and he has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013 to be appointed as Non-Executive Director of the Company.

The Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director 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	Shri Kaushal Mehta
Director Identification Number	10184051
Date of Birth	December 20, 1983
Age	40 years
Qualification	B. Com and Chartered Accountant (CA)
Experience	17.5 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	July 19, 2023
Shareholding in the Company	1 equity share as nominee of BSE Limited
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2023-24	3
Details of other Directorships as on March 31, 2024	1. BSE EBIX Insurance Broking Private Limited 2. BSE E-Agricultural Markets Limited 3. 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. 5 for approval by the Members.

None of the Directors except Shri Kaushal Mehta are interested in the proposed resolution.

Item No. 6:

Shri Vivek Kumar Garg (DIN: 06596973), who was appointed as Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting of the Company, being eligible for appointment and he has been recommended by the Board of Directors under section 160(1) of the Companies Act, 2013 to be appointed as Non-Executive Director of the Company.

The Director shall not be entitled to any sitting fees or remuneration for attending any meetings of the Board of Directors or any committees of the Company, if any and shall be liable to retire by rotation in the Annual General Meeting.

Details of Director 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	Shri Vivek Kumar Garg
Director Identification Number	06596973
Date of Birth	December 17, 1970
Age	53 years
Qualification	B.E., MBA-Finance
Experience	30 years
Terms and Conditions of re-appointment	Liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	Nil
Date of first appointment on the Board	November 23, 2023
Shareholding in the Company	Nil
Relationship with other Directors / Managerial Personnel	NA
The number of Meetings of the Board attended during the financial year 2023-24	1
Details of other Directorships as on March 31, 2024	Nil

Membership/Chairmanship of Committees of other Boards (Audit Committee / Stakeholders Committee	Nil
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The Board recommends the Ordinary Resolution as set out at item no. 6 for approval by the Members.

None of the Directors except Shri Vivek Kumar Garg are interested in the proposed resolution.

For and on behalf of Board
BSE Administration & Supervision Limited

Sd/-
Subhash Kelkar
Director
DIN: 10188009

Date: April 22, 2024

Place: Mumbai

Regd. Office: 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400001.