

Annual Report 2014 - 2015



Strength does not come from physical capacity.
It comes from an indomitable will.

- Mahatma Gandhi



TRADE AT SPEEDS OF 200 MICROSECONDS ONLY ON BSE, INDIA'S FASTEST EXCHANGE.

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BOARD OF DIRECTORS



Mr. S. Ramadorai
Chairman



Mr. Ashishkumar Chauhan
Managing Director & CEO



Mr. Sudhakar Rao



Dr. Sanjiv Misra



Mr. S.H. Kapadia



Mr. Dharendra Swarup



Dr. K. Kasturirangan



Mr. Thomas Bendixen

BOARD OF DIRECTORS
Chairman (Public Interested Director)
Mr. S. Ramadorai
Managing Director & CEO
Mr. Ashishkumar Chauhan
Public Interested Directors
Dr. Sanjiv Misra
Mr. Sudhakar Rao
Mr. S. H. Kapadia
Mr. Dharendra Swarup (Appointed as Public Interest Director w.e.f. 3 rd Nov, 2014)
Dr. K. Kasturirangan (Appointed as Public Interest Director w.e.f. 23 rd Jan, 2015)
Shareholder Director
Mr. Thomas Bendixen (Appointed as Shareholder Director w.e.f. 25 th Sep, 2014)
Company Secretary
Ms. Neena Jindal

EXECUTIVE MANAGEMENT COMMITTEE
Mr. Ashishkumar Chauhan MD & CEO
Mr. V. Balasubramaniam Chief Business Officer
Mr. Nehal Vora Chief Regulatory Officer
Mr. Nayan Mehta Chief Financial Officer
Mr. Kersi Tavadia Chief Information Officer
Mr. Neeraj Kulshrestha Chief of Business Operations (Appointed w.e.f. 5 th May, 2015)

STATUTORY AUDITORS
Deloitte Haskins & Sells LLP Chartered Accountants

REGISTRAR & TRANSFER AGENT
Karvy Computershare Private Limited Karvy Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 E-Mail: einward.ris@karvy.com Tel. No.: 91-040-6716 1500

REGISTERED OFFICE
Floor, 25, P. J. Towers, Dalal Street, Mumbai 400 001

TENTH ANNUAL GENERAL MEETING
Day : Friday
Date : 25 th September, 2015
Time : 11.00 a.m.
Venue : Sir Dinshaw Petit International Convention Hall, 1 st Floor, P. J. Towers, Dalal Street, Mumbai - 400 001

Directors' Report

The Directors take great pleasure in presenting the Tenth Annual Report of BSE Limited along with the audited financial statements for the year ended 31st March, 2015.

1. The Economic Environment

1.1 Global Outlook

The world economy is still struggling to gain momentum as many high-income countries continue to grapple with the legacies of the global financial crisis. The recovery in high-income economies has been uneven, as some (the United States and the United Kingdom) have exceeded pre-crisis output peaks, but others (the Euro Area) are still below earlier peaks. Middle-income economies have also been less dynamic than in the past for cyclical reasons, but also due to a structural slowdown. Low-income countries continue to grow at a robust pace, despite a challenging global environment. The key features of the lackluster global recovery have been accommodative monetary policies, falling commodity prices, and weak trade. These are expected to persist, although financial conditions are projected to tighten gradually. Risks to this fragile recovery are significant and tilted to the downside. The key policy challenge for developing countries is to adjust monetary and fiscal policies to changing cyclical conditions while addressing headwinds to long-term growth by implementing structural reforms.

Global growth in 2014 was lower than initially expected, continuing a pattern of disappointing outturns over the past several years. Growth picked up only marginally in 2014, to 2.6 %, from 2.5 % in 2013. Beneath these headline numbers, increasingly divergent trends are at work in major economies. While activity in the United States and the United Kingdom has gathered momentum as labor markets heal and monetary policy remains extremely accommodative, the recovery has been sputtering in the Euro Area and Japan as legacies of the financial crisis linger, intertwined with structural bottlenecks. China, meanwhile, is undergoing a carefully managed slowdown. Disappointing growth in other developing countries in 2014 reflected weak external

demand, but also domestic policy tightening, political uncertainties and supply-side constraints.

Several major forces are driving the global outlook: soft commodity prices; persistently low interest rates but increasingly divergent monetary policies across major economies; and weak world trade. In particular, the sharp decline in oil prices since mid-2014 will support global activity and help offset some of the headwinds to growth in oil-importing developing economies. However, it will dampen growth prospects for oil-exporting countries, with significant regional repercussions. As per Global Economic Prospects Report (January 2015) by the World Bank, global growth is expected to rise moderately, to 3 % in 2015, and average about 3.3 % through 2017. High-income countries are likely to see growth of 2.2 % in 2015-17, up from 1.8 % in 2014, on the back of gradually recovering labor markets, ebbing fiscal consolidation, and still low financing costs. In developing countries, as the domestic headwinds that held back growth in 2014 ease and the recovery in high-income countries slowly strengthens, growth is projected to gradually accelerate, rising from 4.4 % in 2014 to 4.8 % in 2015 and 5.4 % by 2017.



Mr. S. Ramadorai, Chairman, BSE and Rt. Hon. Dr. Vince Cable MP, Secretary of State for Business, Innovation and Skills and President of the Board of Trade, UK ringing the bell during the Seminar CORPORATE SOCIAL RESPONSIBILITY: EMPOWERING POOR WIDOWS IN INDIA on 15th November, 2014.

As per The Conference Board Global Economic Outlook 2015, US GDP is expected to grow at 2.9 %, Mexico GDP is expected to growth at 3.5 % and Brazil GDP is likely to grow at 0.5 %. The Euro Area GDP is likely to grow at 1.4 %. In Asia, Japan GDP is likely to grow at 0.6 %, Russian GDP is likely to contract by 3.5 %. The United States is expected to continue to register stronger growth than its peers, but the expansionary phase may show signs of maturing, causing a moderation in profitability and a variety of cost pressures. European economies have more scope to recover, and the recently announced Quantitative Easing program may help improve business and consumer confidence, and the weakened euro could help offset negative effects from slower exports to emerging markets. However, Europe's dysfunctional policy environment to accelerate growth through investment and reforms could make the recovery seem moderate compared to the United States. China is likely to continue its "soft fall" growth trajectory, as the already limited government stimuli will have a reduced effect despite recent monetary easing, and expose the weakening of China's creditworthiness more clearly. Other major emerging markets are likely to continue to grow, but their pace will vary depending on the net impact of declining oil prices and exchange rate depreciations, as well as progress of their own reform agendas. New geographies for growth, such as Africa and parts of Asia, offer opportunities to build sustainable growth models but they also bring challenges on economic, legal, and institutional fronts.

Lower oil prices are likely to contribute to diverging prospects for oil-exporting and oil-importing countries, particularly in 2015. Risks to this slow-moving global recovery are significant and tilted to the downside. Financial market volatility, compounded by the risk of a sudden deterioration in liquidity conditions, could sharply raise developing countries' borrowing costs,



Shri Ashishkumar Chauhan, MD & CEO, BSE interacting with Shri Devendra Fadnavis, Hon'ble Chief Minister of Maharashtra at 'MONEYBEE INDIA ZOOMS SENSEX BOOMS' an Investor Education Initiative programme held on 18th January, 2015 at Nagpur.

an unwelcome development after several years of heavy capital market issuance in developing countries. Intensifying geopolitical tensions, bouts of volatility in commodity markets or financial stress in a major emerging market could lead to a reassessment of risk assets. If the Euro Area or Japan slips into a prolonged period of stagnation or deflation, global trade could weaken even further. Although it is a low-probability event given China's substantial policy buffers, a sharper decline in its growth could trigger a disorderly unwinding of financial vulnerabilities and would have considerable implications for the global economy.

The forces driving the global outlook and the associated risks pose significant policy challenges. In high income countries, the still-fragile recovery calls for continued accommodative monetary policy and a flexible approach to fiscal policy, which supports growth but is also accompanied by concrete medium-term consolidation plans and structural reforms. In developing countries, global financial tightening could reduce capital flows and trigger further currency depreciations. Though depreciation may strengthen exports and help current account adjustments, they could weaken balance sheets and dampen the disinflationary effects of soft commodity prices. Some developing countries' central banks may thus have to weigh monetary policy measures to support growth against those needed to stabilize inflation and currencies or bolster financial system stability. Fiscal stimulus can also be considered in the event of a sharp cyclical downturn. In practice, however, the use of fiscal policy as a countercyclical policy tool may be constrained by a lack of fiscal space that limits the ability to use fiscal stimulus and its effectiveness. Both high-income and developing countries need to undertake comprehensive structural reforms, including improvements in institutions and public infrastructure, in order to promote growth and job creation.



(L to R) Shri Arnab Goswami, Editor In Chief, Times Now; Shri S. Ramadorai, Chairman, BSE and Shri Ashishkumar Chauhan, MD & CEO, BSE on the dais during the Talk by Arnab Goswami on 'How can the media contribute to the growth of Mumbai' on 17th July 2014.



Shri Kalraj Mishra, Hon'ble Union Cabinet Minister for MSME presenting the award for Best SME exchange to Shri Ajay Thakur, Head, BSE SME on 11th July 2014.

1.2 Indian Outlook

Growth picked up in 2014, inflation markedly declined, and the external position was comfortable, helped by positive policies and lower global oil prices. The outlook for India is for economic strengthening through higher infrastructure spending, increased fiscal devolution to states and continued reform to financial and monetary policy. The government underscored its intention to move steadily to tackle politically difficult structural issues that have stalled investment and limited economic performance in recent years.

The Project Monitoring Group set up by the cabinet in mid-2013 to facilitate clearances for large infrastructure projects has cleared projects worth \$105 billion, equal to 4.8% of GDP. This has helped to revive some stalled projects. According to the data from the Centre for Monitoring Indian Economy, announcements of new projects in the year ending in December 2014 reached their highest level since 2011.

The HSBC India manufacturing purchasing managers' index rose in December 2014 to its highest in over 2 years before slipping a bit in subsequent months. Despite some weakening in the most recent quarter ending December 2014, the central bank's business expectation index continues to be at its highest in the past 2 years, indicating improved sentiment on production and exports. After growing by 4.5% in FY2013-14, industrial growth accelerated to 5.9% in FY2014-15, helped by a 6.8% expansion in manufacturing. The production of capital goods expanded after 3 years in the red. However, consumer durables continued to decline. Improved coal production helped double the growth of electricity generation over the previous year's rate. A pickup in growth in the advanced economies would provide a boost to tradable services like finance, software design, and business services. The HSBC India services index revealed expansion for the ninth consecutive month

in January 2015, helped by sustained growth in new business.

As per the RBI's estimates, GDP growth is expected to accelerate to 7.8% in FY2015-16 as compared to 7.5% in FY2014-15 on improved performance in both industry and services as policy addresses structural bottlenecks and external demand improves. Growth is expected to edge up further to 8.1% in FY2016-17, helped by a supportive monetary policy, as inflation continues to trend lower and by a pickup in capital expenditure.

Consumer inflation is expected to decline to 5% in FY2016-17 restrained by muted hikes in rural wages and minimum support prices and by the government's offloading of excess stocks. With control on gas and diesel prices lifted, domestic fuel inflation will be largely determined by global oil price movements. The Indian crude oil basket price is expected to be about \$61.5 per barrel in the FY2015-16. With consumer inflation likely to remain within the central bank's target band, and with a move toward fiscal consolidation outlined in the budget, policy rates are likely to be cut a bit more in FY2015-16. However, aggressive interest rate cuts are unlikely with a new monetary policy framework focused more on inflation and an uptick in the growth rate closing the output gap. The framework should improve coordination between monetary and fiscal policy. The government set a fiscal deficit of 3.9% of GDP for FY2015-16 and 3.5% of GDP for FY2016-17 pushing back the medium-term fiscal deficit target of 3.0% by a year to FY2017-18. The adjustment allows additional spending that will fund larger infrastructure investment. At the same time, the limited decline in the revenue deficit from 2.9% in FY2014-15 to 2.8% in FY2015-16 continues to be a matter of concern. Tax revenue is projected to grow at 15.8%, helped by hikes in rates for customs duty and excise and service taxes. The expenditure mix is expected to improve significantly, with capital expenditure growing by a robust 25.5%, well above 3.2% growth for current



Shri Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Shri Bal Krishna Man Singh, Board Director, Nepal Rastrea Bank.

expenditure. Government investment in infrastructure for energy, transport, and industry is projected to rise by 25% and renew the investment cycle. The share of subsidies as a percentage of GDP is expected to fall from 2.1% in FY2014-15 to 1.7% in FY2015-16 largely aided by lower fuel subsidies allowed by lower global oil prices and from leakage plugged through cash transfers.

In FY2016-17, the current account deficit will expand to 1.5% compared to 1.3% in the FY2015-16 as recovering oil prices would raise oil imports costs. Rising industry and investment will raise demand for imports other than commodities, bringing overall import growth to 5%. Further growth recovery in the advanced economies would boost exports, and petroleum exports would benefit from higher oil prices. Overall, export growth is likely to inch up to 7%. Improved growth prospects and a stable currency is likely to continue to attract portfolio capital inflows. However, with more than 80% of the cap on foreign investment in the bond market already achieved, additional inflows to the bond market is likely to be limited. Investors' optimism about India's growth prospects is readily seen in the increase in portfolio investment, which helped to lift stock prices on the S&P BSE SENSEX by about 29% in FY2014-15. Net foreign direct investment inflows are likely to increase on better growth prospects, liberalized ceilings in several sectors, and the government's focus on improving the ease of doing business and other enabling policies under the "Make in India" program. The proportion of the current account deficit that is funded by stable foreign direct investment inflows is thus expected to increase, mitigating the vulnerability associated with volatile capital inflows.

2. The Capital Markets

2.1 Overview

The S&P BSE SENSEX ended FY 2014-15 at 27957.49 as compared to FY 20014 at 22,386.27, an increase of 24.89% on a y-o-y basis.



Shri Ashishkumar Chauhan, MD & CEO, BSE Institute Ltd addressing the gathering during the SCMHRD Annual Finance Conclave on 1st February, 2015.



Shri Ambarish Datta, MD & CEO, BSE Institute Ltd moderating the panel discussion during a Seminar on Careers in Financial Market on 7th January, 2015.

BSE is currently considered to be the largest Currency Options exchange in the world, 3rd largest Currency Futures exchange in the world, 5th largest Index Option exchange in the world, 9th largest exchange in the world by number of trades and 10th in the world by Market Capitalization (Source: WFE).

2.2 Primary Market

BSE is the largest exchange in number of listed Companies. During FY 2014-15, 6 companies came to the market through the IPO process in the Main Board. The amount raised through Main Board IPOs in FY 2014-15 was ₹ 1,374.62 crores as against ₹ 1,189.37 crores in FY 2013-14, an increase of 15.58%. Further, there were no Follow-on Public Offers ("FPO") in FY 2014-15 whereas there were 2 FPOs in FY 2013-14. In addition to the 6 IPOs on the Main Board, another 35 companies raised ₹ 2,33.31 crores through the SME IPO process in FY 2014-15. The total amount mobilized through Privately Placed Debt Securities at BSE in FY 2014-15 was ₹ 2,46,221 crores as against ₹ 1,35,341 crores in FY-13-14, an increase of nearly 82%.

Though Main Board primary market for equity issuances witnessed very less activity, there were many public issuances of debt securities. During FY 2014-15, there were 25 public issues of bonds mobilizing ₹ 10,716 crores as against ₹ 42,700 crores from public issues of bonds in the FY 2013-14. Further out of these 25 public issues, 19 issues were exclusively listed on BSE (76%). The BSE platform was used to collect ₹ 13,170 crores and the average bids garnered through BSE's iBBS platform for these debt public issuances was 95%.

The total number of companies listed on BSE as on 31st March, 2015 was 5624 as compared to 5336 on 31st March, 2014. BSE remains the largest exchange in the world in terms of number of listed companies.



Shri Amitabh Bachchan ringing the Opening Bell during the launch of the first look poster of the Television series "YUDH" on 17th June, 2014 in the presence of Shri Ashishkumar Chauhan, MD & CEO, BSE and Shri NP Singh, CEO, Multi Screen Media Pvt. Ltd. (Sony Entertainment).

During FY 2014-15 there were 24 Offer for Sale ("OFS") issues, of which BSE was appointed as the Designated Stock Exchange in 21 issues (88%). Out of the 21 OFS issues, 17 issues were conducted exclusively on the BSE platform. In FY 2014-15, the total amount raised through OFS issues was ₹ 26,862 crores.

2.3 Secondary Market

While equity turnover grew slowly but steadily in 2014-15, other areas of trading reflected significant improvement during the year. The average daily value of equity turnover on BSE in FY 2014-15 was ₹3,518 crore, an increase of about 69.3% y-o-y from ₹2,078 crore in FY 2013-14.

Equity derivatives trading, however, reached an average daily volume of 20,80,160 contracts per day in FY 2014-15— breaking through a significant threshold. It has attracted increased attention from international participants. This represented an 80.97% increase y-o-y from the average of 11,79,463 contracts per day traded in FY 2013-14, the first full year for BSE's re-launch of derivatives trading.

In the mutual fund space, the Mutual Fund industry pumped in highest investment in Debt and Equity leading to growth in the assets under management ("AUM") for 2014-15. AUM at the end of March 2015 stood at ₹11,88,690 crores, an increase of 31.33 % over the previous year (₹9,05,120 in FY 2013-14). Encouragingly, the BSE's Mutual Fund platform "BSE StAR MF" continued to gain acceptance with turnover reaching ₹ 10,462 Crores in FY 2014-15, an increase of 86.94% from FY 2013-14 turnover of ₹ 5,596 Crores.

With new features and continuous innovation to meet customer needs, the model of investment and redemption of mutual fund units through an exchange-

provided infrastructure is gaining acceptance from the market.

2.4 Secondary Market Policy Developments

➤ Securities and Exchange Board of India (SEBI)

1. SARAL AOF

BSE has announced the launch of SARAL Account Opening Form (SARAL AOF) to facilitate an easy and simplified account opening process in securities market.

This new initiative is in line with SEBI's initiative (vide SEBI Circular CIR/MIRSD/1/2015 dated 04th March, 2015) for ease of individual investors entering Equity Cash market. SEBI has initiated SARAL Account Opening Form (SARAL AOF) in a circular dated 4th March, 2015, wherein an individual resident investor can open this account through SARAL Account Opening Form. This form can be filled by any resident individual investor who wishes to be a part of the equity market. The form has been made available on BSE website for easy access of investors.

This service will allow investors to participate in the Equity Cash segment with filling of the SARAL AOF and submitting one proof of address (correspondence or permanent). Investors whose current residence is different from the proof of address submitted, need only give a self-declaration on which all correspondence will be made by the intermediary with the investor.

The investors who open account through SARAL AOF will also have the option to obtain other facilities, such as internet trading, margin trading, derivatives trading and use of Power of Attorney, whenever they require, on furnishing of additional information as per prescribed regulations/circulars.



Mr. Ashishkumar Chauhan, MD & CEO, BSE flagging off the Walk for Widows from Mumbai to Bangalore by Mr. Chris Parsons on 9th January, 2015 at BSE.

2. Prevention of Self trades

Exchange has introduced functionality viz. Self-trade prevention check (STPC) for preventing self trade by a trading member for same client code with effect from 2nd February, 2015, for Equity Derivatives segment, Currency Derivatives Segment and from 16th March, 2015 for Equity Segment.

This functionality works by rejecting matching between a buy and a sell order entered in the same order book by a member for the same client code originating from same or different trading terminals of the member.

3. Risk Based Supervision

In order to help better regulate the marketplace and strengthen its supervision system, SEBI/ BSE has initiated a process of formalizing its risk based approach towards supervision of market intermediaries, including stock brokers, in alignment with the global best practices. Under the new model, various market entities would be divided into four groups — very low risk, low risk, medium risk and high risk — and the quantum of supervision and number of inspections would vary as per the risk level of each intermediary. The risk based supervisory model is expected to facilitate a more focused regulatory supervision.

The new model would follow four distinct steps — assessing the risk posed by a market entity, assigning 'risk and impact rating' to it, determine the supervisory risk rating score and then adopt a suitable supervisory approach.

In the light of above, SEBI has formulated a Risk Assessment template in consultation with Stock Exchanges. BSE has already provided the data and risk rating for FY 2013-14. BSE has also developed the integrated system to collate the data from



Shri Mihir Bhatt, Chief of Bureau, Mumbai, Zee Business welcoming Shri Ashishkumar Chauhan, MD & CEO, BSE at the event 'Sensex ka Sultan'.

various source systems of BSE and provided access to SEBI to view the final rating and detailed data. The data also includes certain data/details to be provided by members to the Exchange. BSE has already collected the data from members for the half year ended 30th September, 2014.

4. Simplification of registration requirements for Stock Brokers :-

SEBI amended the SEBI (Stock Brokers and Sub-brokers) Regulations, 1992 vide gazette notification dated 8th October, 2014 referred with SEBI circular dated 13th October, 2014 simplifying the registration requirements for members in the new stock exchange — clearing corporation regime.

The salient features of the new guidelines are as follows:-

- a. A SEBI registered member operating on one or more stock exchange(s)/ clearing corporation(s) can seek membership of a stock exchange/ clearing corporation of which he is not a member by making an application to such stock exchange/ clearing corporation, without the requirement to seek fresh SEBI registration with respect to such stock exchange/ clearing corporation.
- b. Fees shall be applicable for all the stock brokers, self-clearing members and clearing members as per Schedule V of the Broker Regulations. As per current practice, the entity shall continue to be liable to pay fees for each additional segment approved by the stock exchange or clearing corporation, as per the Schedule to the Brokers Regulations. For stock brokers coming under Schedule III, fees shall continue to be applicable as per that Schedule till such time as the Schedule V becomes applicable to them.



U. S. Congresswoman Tulsi Gabbard and Mr. Sudhakar Rao, Director, BSE ringing the Opening Bell in the presence of Mr. Ashishkumar Chauhan, MD & CEO, BSE on 24th December, 2014.



Shri Ashishkumar Chauhan, MD & CEO, BSE at the 65th Republic Day Celebrations.

The stock exchange or clearing corporation shall grant membership to the stock broker, self-clearing member or clearing member, as the case may be, after exercising due diligence and on being satisfied about the compliance of all relevant eligibility requirements, and shall also ensure:

- i) The applicant, its directors, proprietor, partners and associates satisfy the Fit and Proper Criteria as defined in the SEBI (Intermediaries) Regulations, 2008 and whether any past actions taken / initiated against them by SEBI/ stock exchange(s) or other regulators.
- ii) The stock exchange or clearing corporation shall satisfy itself that the applicant has taken corrective steps to rectify the deficiencies or irregularities observed in the past. They may also seek details whether the Board of the applicant is satisfied about the steps taken. They may also carry out inspection, wherever considered appropriate
- iii) Recover all pending fees / dues payable to SEBI and/ or stock exchange

5. Investor Grievance Redressal Mechanism

SEBI vide Circular CIR/ MRD/ DP/ 28/ 2014 dated 29th September, 2014 has enhanced the time limit for claims that are eligible for payment from IPF, subject to certain conditions. Prior to the aforesaid circular, investors were required to file their claims within the "specified period" notified by the exchanges in the public notice issued post declaration of member as defaulter and the said "specified period" was for a minimum of 90 days. Vide the aforesaid circular, claims that are filed within a period of 3 years from the expiry of the "specified period" shall be eligible for payment from IPF, subject to certain conditions.

6. Policy Measures taken by SEBI during the course of the FY 2014-15 are listed below:

- SEBI allowed FPIs to invest on repatriation basis, in non-convertible/redeemable preference shares or debentures issued by an Indian company and listed on recognized stock exchanges in India.
- SEBI enhanced the investment limit in government securities available to all FPIs by USD 5 billion by correspondingly reducing the amount available to long term FPIs from USD 10 billion to USD 5 billion within the overall limit of USD 30 billion.
- SEBI decided that investment of coupons in Government securities will be enabled even when the existing limits for FPIs are fully utilized. Accordingly, FPIs are now permitted to invest in Government securities, the proceeds of the coupons received on their investments in Government securities. Such investments shall be kept outside the applicable limit (currently USD 30 billion) for investments by FPIs in Government securities.

➤ Reserve Bank of India

a. Bi-Monthly Monetary Policy

During the course of the Year 2014-15 in order to expand the corporate bond markets and Government bond Market and to bring long term liquidity RBI through its Bi-monthly monetary policy announced various measures throughout the year. The important measures are listed below:

Measures Announced in First Bi-Monthly Policy statement:

- In order to expand the market for corporate



Mr. Ashishkumar Chauhan, MD & CEO, BSE and Mr. Kersi Tavadi, CIO, BSE welcoming the Ambassador of Uruguay, Hon'ble Carlos E. Orlando Bonet during his visit to BSE on 22nd October, 2014.

bonds, banks will be allowed to offer partial credit enhancements to corporates.

- FPIs will be allowed to hedge their coupon receipts falling due during next 12 months.
- To encourage longer-term flows and reduce volatility, FPI investments in GSecs will be permitted only in dated securities of maturity one year and above, and existing investment in T-bills will be allowed to taper off on maturity/sale. Any investment limits vacated at the shorter end will be available at longer maturities, so overall FPI limits will not be diminished.

b. Measures Announced in Fourth Bi-monthly Policy Statement

In order to further develop the government securities market and enhance liquidity, it was decided to

- Bring down the ceiling on SLR securities under the Held to Maturity (HTM) category from 24 % of NDTL to 22 % in a graduated manner i.e. 23.5 % with effect from the fortnight beginning 10th January, 2015, 23.0 % with effect from the fortnight beginning 4th April, 2015, 22.5 % with effect from the fortnight beginning 11th July, 2015 and 22.0 % with effect from the fortnight beginning 19th September, 2015.
- Liberalize guidelines on short sale in Government securities as under:
 - Limit on short sale for liquid securities will be increased to 0.75 % of outstanding stock or ₹ 600 crore, whichever is lower (from 0.50 % of outstanding stock); short sale limit for illiquid securities is being



Shri Ashishkumar Chauhan, MD & CEO, BSE speaking as a part of the Panel of India- US Dialogue on 25th January, 2015.



Shri Ashishkumar Chauhan, MD & CEO, BSE lighting the lamp along with Sri Sri Ravi Shankar during the 20th Founders Day Celebration of IFIM B-School, Bangalore on 20th February, 2015.

retained at 0.25 % of the outstanding stock of securities; and

- Banks and primary dealers (PDs) may be permitted to take short positions in government securities in the over-the-counter (OTC) market (within the total short sale limit), subject to appropriate audit/ internal controls.

- Permit reverse repo of Government securities subject to appropriate control measures and development of IT infrastructure.
- Provide extended reporting timings on trade date and an option for T+2 settlements for secondary market OTC trades in government securities for such investors

c. Measures Announced in Sixth Bi-monthly Policy Statement:

The investment limit in Government securities by foreign portfolio investors (FPIs), registered with the Securities and Exchange Board of India (SEBI) is currently capped at USD 30 billion of which USD 5 billion is reserved for long term investors. The limit on investment in Government securities is now fully utilized. As a measure to incentivize long term investors, it has been decided in consultation with Government to enable reinvestment of coupons in Government securities even when the existing limits are fully utilized.

3. State of Company's Affairs

The financial performance of the Exchange for the year ended March 31, 2015 is summarized below (all figures are in ₹ Lakhs):



Mrs. and Mr. S. Ramadorai, Chairman, BSE performing the Lakshmi Puja at BSE during Mahurat Trading on 23rd October, 2014.

(₹ In Lakh)

Particulars	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Total Revenue	43,918	33,283	62,475	52,982
Total Expenses	27,441	19,260	35,308	27,510
Profit before exceptional items & tax	16,477	14,023	27,167	25,472
Exceptional items	4,920	6,129	5,075	6,129
Profit before extraordinary items & tax	11,557	7,894	22,092	19,343
Extraordinary items	-	-	-	(85)
Profit before tax	11,557	7,894	22,092	19,428
Provision for tax	1,413	417	4,378	3,427
Minority Interest & Share of Profit/Loss of Associates	-	-	2,161	2,482
Profit for the year	10,144	7,477	15,553	13,519
Balance brought forward from previous year	32,494	30,221	60,007	52,912
Rebate of Dividend Distribution Tax	628	493	-	-
Prior period Depreciation as per Schedule II	(327)	-	(329)	-
Amount available for appropriation	42,939	38,191	75,231	66,431
Appropriations				

Particulars	Standalone		Consolidated	
	2014-15	2013-14	2014-15	2013-14
Proposed Dividend	5,459	4,230	5,459	4,230
Tax on Dividend	1,111	719	1,111	719
General Reserve	-	748	7	1,088
Settlement Guarantee Fund	5,188	-	12,772	387
Balance carried to Balance Sheet	31,181	32,494	55,882	60,007

3.1 Company Performance

3.1.1 Consolidated Results

During the FY 2014-15, the Exchange recorded a Total Income of ₹ 62,475 Lakhs reflecting an increase of 17.92% year-on-year. The total expenses for the year were ₹ 35,308 Lakhs. Profit before Tax and Exceptional Items increased to ₹ 27,167 Lakhs as against ₹ 25,472 Lakhs in the previous year and profit for the year increased to ₹ 15,553 Lakhs from ₹ 13,519 Lakhs showing increase of 15.05% year-on-year, after considering exceptional items of ₹ 5,075 Lakhs (Previous year ₹ 6,129 Lakhs).

3.1.2 Standalone Results

On account of robust market condition and increased trading volume on the Exchange during the financial year 2014-15, the Total Revenue has increased to ₹ 43,918 Lakhs from ₹ 33,283 Lakhs. The Total Expenses for the financial year was ₹ 27,441 Lakhs reflecting an increase of 42.48% year-on-year. Profit before Tax and Exceptional Items increased to ₹ 16,477 Lakhs as against ₹ 14,023 Lakhs in the previous year and profit for the year after tax increased to ₹ 10,144 Lakhs from ₹ 7,477 Lakhs showing increase of 35.67% year-on-year, after considering exceptional items of ₹ 4,920 Lakhs (Previous year ₹ 6,129 Lakhs).



Bollywood actress Kajal Aggarwal ringing the opening bell for Mahurat Trading on 23rd October, 2014.

3.1.3 Financial Situation as on 31st March, 2015

The Net Worth of the Exchange on a consolidated basis grew to ₹ 2,57,215 Lakhs reflecting an increase of 8 % over ₹ 2,37,640 Lakhs as on 31st March, 2014. The level of deposits from deposits based trading members decreased to ₹ 9,057 Lakhs from ₹ 9,544 Lakhs in the previous year. Investments were also made in bonds & debentures of Corporates and Units of dividend/growth oriented Debt Schemes of Mutual Funds. A substantial amount continues to be invested in fixed deposits with Scheduled Banks.

3.2 Appropriations

3.2.1 Dividend

Your Directors have recommended a Dividend on equity shares at the rate of ₹ 5/- per equity share of the face value of ₹ 1/- each fully paid up for the financial year ended March 31, 2015 subject to the approval of the shareholders at the Tenth Annual General Meeting.

Under Clause 5.3 of the BSE (Corporatisation and Demutualisation) Scheme, 2005 (the Scheme), the allotment of equity shares to 14 Trading Members of the erstwhile BSE has been kept in abeyance for various reasons as on 31st March, 2015. Meanwhile, all corporate benefits including dividend as may be declared by the Exchange from time to time are being provided for and would be payable on the allotment of these shares.

3.2.2 Transfer to Reserves

The Exchange does not propose to transfer any amount to the General Reserve out of amount available for appropriations.

In accordance with The Securities Contracts (Regulations) (SECC) Regulations, 2012 (The Regulations) issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every year to a fund of the recognized clearing



Mr. Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Mr. Thomas Vajda, US Consul General in Mumbai during his visit to BSE on 28th October, 2014.



(L-R) Mr. Aneish Kumar, Country Executive, BNY Mellon, India; Mr. Viraj Kulkarni, Founder, Pivot Management Consulting; Professor Ajay Shah, Member, Sahoo Committee; Mr. Ashishkumar Chauhan, MD and CEO, BSE ; Mr. M. S. Sahoo, Chairman, Sahoo Committee; Mr. Christopher Kearns, CEO, BNY Mellon Depository Receipts; Mr. Neil Atkinson, Head of Asia Pacific Depository Receipts, BNY Mellon during BNY - BSE "Depository Receipts: The Changing Paradigm" on 8th September, 2014.

corporation(s) which clear(s) and settle(s) trades executed on that stock exchange to guarantee the settlement of trades. Further, as per Circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014 issued by SEBI regarding a Core Settlement Guarantee Fund, every stock exchange shall contribute at least 25% of the Minimum Required Corpus (can be adjusted against transfer of profit by Stock Exchange as per Regulation 33 of SECC Regulations) to a Core Settlement Guarantee Fund established and maintained by its clearing corporation. Pending receipt of clarifications regarding the Regulation and the implementation of the circulars mentioned, the Company made an appropriation of ₹ 2,620 lakh being 25% of the profit after tax for Financial Years 2012-13 and 2013-14, out of the opening balance of the Surplus in the Statement of Profit and Loss as on 1st April, 2014 and ₹ 2,536 lakh being 25% of the profit after tax for the year. Further, appropriation of ₹ 32 lakh representing income earned from Settlement Guarantee Fund pertaining to United Stock Exchange of India Ltd. on its merger with BSE Ltd.

4. The details of adequacy of internal financial controls with reference to the financial statements.

The Exchange has maintained adequate internal financial controls over financial reporting. These includes policies and procedures – (a) p e r t a i n i n g to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Exchange, (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Exchange are being made only in accordance with authorization of management and



Mr. Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Hon'ble Sam Schreiner, Ambassador of Luxembourg on 23rd April 2015.

directors of the company, and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material impact on the financial statements. Such internal financial controls over financial reporting were operating effectively as of 31st March, 2015, based on the criteria established in Internal Control – Integrated Framework issued by the Committee of sponsoring Organizations of the Treadway Commission in 1992 (COSO Framework, 1992).

5. Particulars of Loans, Guarantees or Investments by the Company under Section 186 of the Companies Act, 2013

A detailed disclosure of the particulars relating to Loans and Investments by the Company as per Section 186 of the Companies Act, 2013 read with The Companies (Meetings of the Board and its Powers) Rules, 2014 is given in the notes to the Financial Statements.

6. Particulars of Contracts or Arrangements with Related Parties referred to in sub-section (1) of Section 188 Section 186 of the Companies Act, 2013

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. A detailed disclosure of these transactions with the Related Parties is annexed with this Report in Form AOC-2 in "ANNEXURE I".

7. Material Changes and Commitments Affecting the Financial Position of The Company

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of

the Company to which the financial statements relate and the date of the report.

8. Change in the Nature of Business

Your Company has not undergone any changes in the nature of the business during the Financial Year.

9. Deposits

The Company has not accepted any public deposits during the financial year ended on 31st March, 2015 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

Details of Deposits not in compliance with the requirements of the Companies Act, 2013

Since the Company has not accepted any deposits during the financial year ended on 31st March, 2015, there has been no non-compliance with the requirements of the Act.

10. The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

11. Report on performance of subsidiaries, associate companies and joint ventures

The Company has the following ten (10) subsidiary companies (direct and indirect), two (2) joint ventures and one (1) associate company as on March 31, 2015 as follows:

Subsidiaries:

1. Central Depository Services (India) Limited (CDSL)
2. Indian Clearing Corporation Limited (ICCL)



Shri V. Balasubramaniam, Chief Business Officer, BSE signing the MoU during the MoU signing between BSE and Yes Bank on 22nd October, 2014.

3. BSE Institute Limited (BIL)
4. Marketplace Technologies Private Limited (MTPL)
5. BFSI Sector Skill Council of India (BFSI)
6. Marketplace Tech Infra Services Private Limited
7. CDSL Ventures Limited
8. CDSL Insurance Repository Limited
9. BSE Investments Ltd.
10. BSE Skills Limited

Joint Ventures:

11. Asia Index Private Limited
12. BOI Shareholding Limited

Associates:

13. Institutional Investor Advisory Services India Limited

There has been no material change in the nature of the business of the subsidiaries.

Pursuant to Rule 5 (1) of the Companies (Accounts) Rules 2014 the performance and financial position of the subsidiaries, associates and joint ventures companies in Form AOC-1 is attached to the financial statements of the Company.

The financial statements of the Subsidiary companies are kept for inspection by the shareholders at the Registered Office of the company. The Company shall provide free of cost, the copy of the financial statements of its subsidiary companies to the shareholders upon their request. The statements are also available on the website of the company www.bseindia.com

12. Name of companies which have become or ceased to be its subsidiaries, joint ventures or associate companies during the year



(Left) Mr. Stuart Sender and Mr. Mahesh Bhatt pose with the BSE BULL during the Interactive session on 'How Cinema Influences Culture and Marketing' on 6th August, 2014.



Shri Ashishkumar Chauhan , MD & CEO, BSE with Shri Amit Shah, President, BJP and other dignitaries at the CNBC Awaaz Good Governance Summit on 21st January, 2015 .

The Exchange has not acquired or incorporated any subsidiary, Joint Ventures or Associates during the year ended March 31, 2015. Further none of the subsidiaries has ceased to be a subsidiary during the year ended March 31, 2015

13. Significant Developments

13.1 BSE ranks among the Top 5 Markets Globally in Index Options in 2014

BSE's efforts to revive trading in derivative instruments continued throughout the last fiscal year as a number of new LEIPS incentive programs were implemented. BSE achieved a significant milestone in 2014 when it traded a total of 515 million index option contracts and was named one of the top 5 exchanges globally in index options (Jan 14 to Dec 14).

13.2 BSE ranks largest exchange globally in Currency Options in 2014

BSE Currency segment was launched on Nov 28, 2013. BSE offers Currency Futures trading in US Dollar-Indian Rupee (USD-INR), Euro- Indian Rupee (EUR-INR), British Pound-Indian Rupee (GBP-INR) and Japanese Yen- Indian Rupee (JPY-INR) and US Dollar-Indian Rupee (USD-INR) in Options.

The total contracts traded in Currency Options for FY 2014-2015 was at 96.74 million making BSE one of the largest exchange globally in Currency Options.

BSE achieved a significant milestone in FY 2014-2015, with trading of total of 212.43 million contracts. It was one of the top 5 exchanges globally in Currency Futures.

13.3 BSE leads in Mutual Fund segment

BSE leads in Mutual Fund trades on Exchange platform with a Market-Share of **75.2%** this year.

- 40 AMCs with over 5000 schemes, accounting for 99% of MF Industry AUM are available on BSE StAR MF Platform For FY 2014-2015.



Shri Nayan Mehta, CFO, BSE presenting a memento to Shri Tarun Ramadorai at Retail Investor Learning in the Indian Stock Market on 13th March, 2015.

- Around 15.9 Lac orders have been traded in FY 2014-2015.
- Over 1,60,000 SIPs / X-SIPs registered on BSE StAR MF Platform till date.

13.4 BSE leads in SME Exchange

BSE maintained the lead with largest number of companies listed on its SME platform. As on 31st March, 2015 total 89 companies were listed on BSE SME Platform.

14. Amalgamation of United Stock Exchange of India Limited (USE) with BSE Limited

The Board of Directors of the Exchange at its meeting held on 14th May, 2014, gave their consent in respect of the scheme of amalgamation of USE with the Company under Section 391 to Section 394 and other applicable provisions of the Companies Act, 1956 (or pursuant to the applicable under the Companies Act, 2013 upon enforcement of such provision), with effect from 1st April, 2014, subject to receipt of all requisite statutory and regulatory approvals.

The Hon'ble High Court of Bombay has passed the order dated 24th April, 2015 approving the merger of USE with BSE and the authenticated copy of the Court order has been filed with Registrar of Companies on 14th May, 2015 to give effect to the merger. Since the appointed date under the scheme of amalgamation of USE with BSE is 1st April, 2014 the effect of the merger of USE with BSE has been given in the financials statement for the year ended 31st March, 2015.

15. Record Turnover at BSE

BSE Market capitalization hit One Trillion USD (₹100 Lakh Crore) on 28th November 2014.

BSE registered a total of 46.5 crore orders on 15th September 2014, The orders include 37.13 crore equity orders, 8.97 crore equity derivatives orders and 37.44 lakh currency and interest rate orders.

BSE pipped NSE with record Turnover in Derivatives of ₹ 3.36 lakh crore on 24th June 2014.

BSE logged the highest Turnover in Currency Derivatives on 9th January 2015 with a Turnover of ₹13,257 Crores with a market share of 48.89%.

16. S&P DOW Jones opens 2nd largest operation centre in JV with Asia Index Private Limited

This Centre will cater to the growing index-investing needs of the market and provide back-office support for global operations

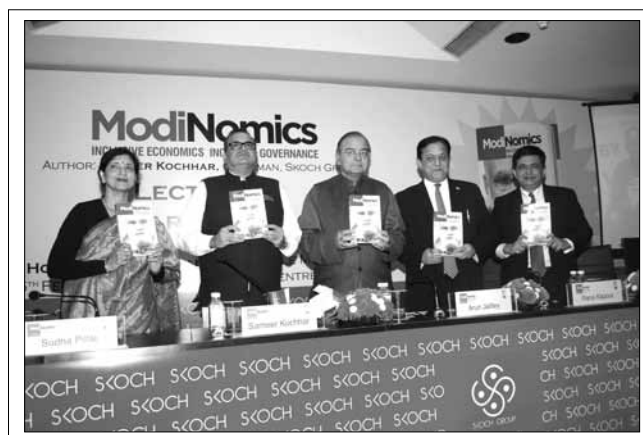
17. BSE gets SEBI NOC to invest in Commodity Exchange

SEBI had permitted BSE's foray into commodity trading through its own exchange. However, the Finance Minister (FM) in his budget speech announced the merger of Forward Markets Commission (FMC) into SEBI which is currently in process. In the light of this, BSE has sought approval from SEBI for commencing Commodities Derivatives as a separate segment within BSE and awaiting revert from SEBI on this.

This will be a significant opportunity for BSE and also enable us to become an Universal Exchange offering all the major asset classes viz. Equity & Equity Derivatives, Fixed Income & Derivatives, Currency Derivatives and Commodity Derivatives..

18. BSE signed a memorandum of understanding (MoU) with GIFT SEZ Ltd

BSE became the first stock exchange in the World to sign a memorandum of understanding (MoU) with GIFT SEZ Ltd, a wholly-owned subsidiary of GIFT at the Vibrant Gujarat Global Summit in January 2015. BSE intends to develop an international exchange providing electronic platform for facilitating trading, clearing and settlement of securities, commodities, interest rates, currencies, other classes of assets and derivatives by



Shri Ashishkumar Chauhan, MD & CEO, BSE with Shri Arun Jaitley, Hon'ble Minister of Finance, Corporate Affairs, Information and Broadcasting, Govt. of India and other dignitaries at the launch of the book 'Modinomics' on 15th February, 2014.

International investors in GIFT SEZ-IFSC in GIFT City subject to necessary approvals and operating guidelines for International Financial Centre.

GIFT SEZ has been notified as an International Financial Services Centre by Government of India as India's first International Financial Centre.

In the absence of an IFSC in India, India has lost roughly 50 per cent market share in the two most important India-related products: with Rupee and Index being mostly traded on foreign platforms instead of onshore trading in such products. For instance, the trading volume of the rupee and India-based indices is estimated at over \$100 billion a day.

"BSE's International Exchange at GIFT City is a major step in making India's first IFSC into a Global Financial Hub. Our aim is to make GIFT at or above par with globally benchmarked financial centres such as Shinjuku-Tokyo, Lujiazui-Shanghai, La Defense-Paris and London Dockyards," said Ramakant Jha, MD & Group CEO of GIFT.

RBI, SEBI and IRDA have already announced the guidelines for GIFT IFSC. SEBI has also permitted setting up of stock exchanges, clearing corporations and depository in the GIFT IFSC.

BSE proposes to setup the International Exchange in the GIFT IFSC by following the guidelines announced by BSE after taking into account the detailed guidelines for company formation and tax related clarity which are yet to be announced by the Government. Duetsche Boerse

has indicated that it will partner BSE in this initiative.

19. BSE and Bank of New York (BNY) Mellon sign agreement enabling foreign investors to provide AAA rates sovereign bonds traded outside India as collateral for trades done on domestic exchange

BSE has signed a Memorandum of Understanding



Rt. Hon'ble, The Lord Mayor, Alderman Alan Yarrow interacting with Mr. Ashishkumar Chauhan, MD & CEO, BSE during his visit to BSE on 10th December, 2014.



Office Inauguration of Asia Index Pvt. Limited.

(MoU) with Bank of New York Mellon, a New York based Banking Corporation. This MoU was signed in New York on 26th day of September 2014.

The MOU allows for acceptance of "AAA" rated foreign sovereign bonds, as approved by the regulators RBI and SEBI, as collateral for trades done on BSE. This enablement is expected to significantly increase the ease for foreign investors operating in Indian market and is expected to reduce their costs of collateral and trading in Indian markets over a period of time.

With the signing of this MOU, BSE and BNY Mellon aim to enhance the trading experience for the foreign institutional and retail investors and bring Indian practices in line with the best in the world.

20. Deutsche Börse and BSE extend cooperation

Deutsche Börse, Eurex and BSE have further extended their strategic cooperation offering connectivity services of Deutsche Börse to certain overseas market participants. As of 15th June, 2015, participants of BSE are able to use Deutsche Börse's resilient and low latency N7 network services to connect to BSE back-ends in India via the respective Deutsche Börse Access Points (data centers) in the two major financial centers; Hong Kong and Singapore. This direct service offering by Deutsche Börse to market participants will allow them to connect their trade-execution systems to BSE's fully regulated offering covering equities, derivatives and currency markets. Currently, the two Access Points are mainly used by Eurex members.

This latest cooperation is strongly improving connectivity of BSE's customers operating out of Hong Kong and Singapore. They benefit from an experienced provider in network operations and specialised in financial technology services.

On 7th April, 2014, BSE Launched Equity cash Segment for trading on our BOLT Plus Platform. The BSE trading system (Bolt Plus) is based on T7, the global



Mr. Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Mr. David Thomson, Chairman, Thomson Reuters during the Closing Bell ceremony on 15th April, 2015.

trading architecture of Deutsche Bourse AG. One of the key features of the system is its response time of approximately 200 micro seconds, making it the fastest trading platform in the country. BSE's new technology, which is open source and low cost, currently offers an order execution speed of 200 microseconds and can handle 5 lakh orders per second.

21. BSE, CII and IICA launch "Sammaan", a CSR Initiative

BSE, has come together with the Confederation of Indian Industry (CII) and Indian Institute of Corporate Affairs (IICA) to launch an initiative called 'Sammaan', which will be a platform for Corporate Social Responsibility. The new platform will be formally launched in order to enable corporates to access Implementing Agencies (IAs) whose credentials have been verified and Implementing Agencies to generate funds and enhance their transparency and visibility. Under the new Companies Act, certain classes of profitable companies are required to devote at least two per cent of their three-year annual average net profits towards CSR activity.

BSE, CII and IICA have collaborated to form the CSR Platform to enable companies to undertake effective CSR. As per recent analysis done by BSE, there are 1294 companies listed on the BSE that are required to spend on CSR by the law. There are an estimated 20 lakh IAs registered in India. Corporates, especially the small and medium ones, will need assistance to identify an NGO that they can partner with for their CSR compliance.

Sammaan aims to provide this assistance in the role of trusted intermediary between corporate and IAs. It will provide access to credible IAs from across India, working in all the sectors mentioned in Schedule VII, Section 135 of Companies Act 2013. IAs listed on Sammaan will provide clear and defined programs, objectives, expected outcomes and budgets. Sammaan will provide corporates with Program dashboard to monitor funding and progress of the CSR programs initiated by them.

IAs will have the opportunity of listing their organization on Sammaan and gain visibility on one of the largest listing of corporate donors. A Letter of Fulfilment provided by BSE to the corporate donors will increase the credibility of the IAs and their programs. Programme reports may be submitted on the Sammaan platform in a standardised format for ease of management of multiple programs and donors. The Sammaan dashboard will also be available to Implementation Agencies (IAs) for tracking of funding received for programmes and updating corporates on the progress of their CSR programs.

22. BSE exceeds 1 billion derivatives contracts on its new Deutsche Börse T7 powered trading platform

More than 1 billion contracts have been traded on BSE's new trading technology BOLT Plus which is based on the Deutsche Börse's T7 trading architecture.

The success underlines BSE's leading edge in terms of speed, transparency and reliability. The cumulative volume of BSE's derivatives markets surpassed the level of 1 billion traded contracts since launch of the new trading platform BOLT Plus.

The new partnership in the technology sphere has allowed BSE to quickly achieve the highest global standards for speed, reliability and order-handling capacity. It has brought to BSE state-of-the art levels of capacity and latency, already in place at the International Securities Exchange (ISE) and at Eurex Exchange. By aligning BSE, Eurex Exchange and ISE markets on a common trading infrastructure, IT costs for shared customers has been significantly reduced.

BSE launched its Currency Derivatives Segment on the new platform on 29th November, 2013. BSE migrated its Equity Derivatives Segment to the new platform of BOLT Plus on 8th February, 2014, and the much anticipated



(L-R) Shri. Prashant Jain, Shri Ashishkumar Chauhan, Dr. Gita Piramal, Professor Colin Mayer, Shri Sandeep Parekh at the lighting of the lamp ceremony during the Talk by Professor Colin Mayer, Said Business School, and University of Oxford on "The Future of Capitalism and Shareholder Value" on 10th December, 2014.

Equity Segment on 7th April, 2014.

With its near 200 microseconds latency and a throughput capacity of 500,000 orders per second, the new platform is faster than any other exchange in India by at least 10 times; the throughput capacity is also higher by similar numbers. This is the largest ever technology transformation in India ever attempted in the exchange space, where more than 900 broker members with more than 100,000 branches have experienced the new BOLT Plus trading system of BSE. By extension, millions of users have been able to experience the new trading system and its improved efficiency in orders being executed.

Since inception of BOLT Plus, average daily volume and subsequently the market share of BSE have significantly improved. In the first four months of 2015, the combined average daily volume in equity derivatives and currency derivatives exceeded 3.28 million contracts.

With 84.59 million contracts traded in the first four months of 2015, BSE ranks 1st in the world in terms of number of contracts traded in currency options, as per the latest WFE rankings.

Currently, BSE has 1392 members, while many more domestic and international participants are preparing to connect with BSE. Since April 2015, (potential) participants of BSE can use Deutsche Börse's resilient and low latency N7 network services to connect to BSE's back-end in India via the respective Deutsche Börse Access Points (data centers) in the two major financial centers; Hong Kong and Singapore.

23. ICCL established a dedicated Core SGF and Default Waterfall in line with international best practices

The provisions of SEBI circular dated 27th August, 2014 with respect to the Core Settlement Guarantee Fund (SGF), Default Waterfall & Stress Test have been implemented by ICCL w.e.f. 1st December, 2014.



Shri Ashishkumar Chauhan, MD and CEO, BSE interacting with Shri U. K. Sinha, Chairman, SEBI at the inaugural session of Investment Outlook 2015 on 28th April, 2015.



Mr. Ashishkumar Chauhan, MD & CEO, BSE along with Mr. Strobe Talbott, President, Brookings and Dr. Subir Gokarn during the visit of a delegation from Brookings Institution on 5th November, 2014.

- **Limited Liability:** Liability for non-defaulting members is subject to a maximum cap of ₹ 10 lakh.
- **Exposure towards ICCL:** ICCL has decided to currently keep the Clearing Members' Contribution to the Default Fund as "Nil".
- **Recover & Resolution:** ₹100 crore is kept separately for covering operational cost for 1 year, legal cost, regulatory cost and other liabilities

The following details have also been made available on the ICCL website:

- i. Policy on composition and contributions to be made to the Core SGF;
- ii. Investment policy for Core SGF;
- iii. Default waterfall for each segment along with the quantum of resources available in each layer of default waterfall;

24. Business and Operations Review

24.1 Trading Business

24.1.1 Equities Segment

The average daily value of BSE equity turnover for FY 2014-15 was ₹3,518 crore vis-à-vis ₹2,078 crore in FY 2013-14, an increase of 69.3%.

24.1.2 Derivatives Segment

Equity derivatives trading, reached an average daily volume of over 20.80 lakh contracts per day in FY 2014-15, up about 76.43% from 11.79 lakh contracts per day in FY 2013-14 making BSE one of the largest derivatives exchange in the World. As per WFE statistics, BSE ranked the 5th most liquid index options market in the world, as on March 2015.



(L-R) Shri C Vasudevan, Sr. GM, BSE Investor Protection Fund; Shri Ashishkumar Chauhan, MD & CEO, BSE; Shri M Damodaran, Chairman, Excellence Enablers Private Limited and Ex-Chairman, SEBI; Shri Nehal Vora, Chief Regulatory Officer during the Session 'Corporate Governance and Companies Act 2013' on 5th September, 2014.

24.1.3 Currency Derivatives Segment

BSE launched Currency Derivatives trading on 28th November, 2013.

Currency Derivatives Trading reached an average daily turnover of over ₹ 8,019 crore in FY 2014-15 vis-à-vis ₹ 3,016 crore in FY 2013-14. The average Open Interest (no. of contracts) was over 5.27 lakh contracts per day in FY 2014-15 vis-à-vis 32,209 contracts per day in FY 2013-14 (since launch on 28th November, 2013). Average contracts traded per day in FY 2014-15 was 12.99 lakh as compared to 4.83 lakh contracts per day in FY 2013-14. BSE is the largest exchange in the world in terms of number of Currency Options contracts traded and 3rd largest in the world in terms of number of currency futures contracts traded (Source: WFE).

24.1.4 Debt Segment

The Fixed Income Segment at BSE provides an array of products and services to market participants. In this space, the Exchange also offers. Reporting of Secondary Market Trades in Government Securities, Treasury Bills, Corporate Bonds, Certificate of Deposit (CDs) and Commercial Paper (CPs) on the Wholesale Debt Market segment platform called Indian Corporate Debt Markets (ICDM).

The Exchange witnessed reporting of OTC trades in Corporate Bonds on ICDM worth ₹ 2,03,387 crore in FY 2014-15 as against ₹ 1,02,467.62 crore in the previous year, marking an increase of 98.49%.

In case of SLR securities i.e. Government Securities and Treasury Bills, trades worth ₹ 2,21,233.28 crore were reported on ICDM in the current year as against ₹ 48,953 crore in FY 2013-14. The same is mainly attributed to increased Brokers participation on BSE's Debt platforms.

Trading in Non-Convertible Debentures (NCDs) and Bonds on 'F' group on BOLT saw increased activity of ₹3,756.82 crore in FY2014-15 as against ₹ 2,103.32 crore in the previous year. BSE has retained a market share of over 64% in the retail trading of Corporate Bonds in FY 2014-15.

No significant activities were observed in Trading in Government Securities on the Retail Debt Market (RDM) 'G' group across the entire market.

In accordance with RBI and SEBI guidelines, the Exchange has developed a platform called 'E-settle' to facilitate clearing and settlement of secondary market trades in corporate bonds, commercial papers and certificate of deposits on Delivery Vs Payment 1 (DVP1) basis through Indian Clearing Corporation Limited (ICCL).

The settlement volume for corporate bonds witnessed business of ₹ 44,432.72 crores in FY 2014-15 as against ₹ 60,521.21 crores in the previous year.

The Exchange launched BSE's New Debt Segment ("BSE-NDS") on 20th March, 2014 in accordance with SEBI guidelines for new dedicated debt segment on stock exchanges issued in January 2013 and September 2013. The Exchange has 135 Trading Members and Institutional Members registered on BSE NDS.

24.1.5 Interest Rate Derivatives Segment

BSE launched Interest Rate Derivatives by enabling Interest Rate Futures (IRFs) contracts on 10 Year GOI Bonds on 28th January, 2014. Interest Rate Derivatives offers trading in following two products:

- 91-Day T-Bill Futures
- 10-year G-sec Futures.

The Interest Rate Derivatives Segment already has more than 299 registered members. The segment has witnessed a turnover of ₹ 41,913 crore till 31st March,



Mr. Ashishkumar Chauhan, MD & CEO, BSE and Mr. Strobe Talbott, President, Brookings posing with the BSE bull during the visit of a delegation from Brookings Institution on 5th November, 2014.

2015. During this period open interest has also gone up gradually to more than 85,000 contracts. As more and more institutional members are getting registered, the Exchange is optimistic about increased activity in this product.

24.1.6 ebidXchange – Auction of FII limits for debt

A custom designed platform called 'ebidXchange' for allocation of FII limits for investment in government securities and corporate bonds was launched by the Exchange in May 2009.

Vide circular CIR/IMD/FIIC/6/2013 dated April 01, 2013 and Vide circular CIR/IMD/FIIC/15/2013 dated September 13, 2013, SEBI had permitted FIIs/QFIs to invest in Corporate Debt and Government debt respectively without purchasing debt limits till the overall investment reaches 90% after which the auction mechanism would be initiated for allocation of the remaining limits. Depositories are required to inform the stock exchanges regarding the unutilized debt limits for conduct of auction. Upon receipt of information from the depositories, Stock Exchanges shall conduct an auction for the allocation of unutilized debt limits on the second working day.

The ebidXchange platform pioneered the auction of multiple products - Infrastructure Bonds, Corporate Bonds and Government Securities. During FY 2014-15, the Exchange conducted 7 auction sessions, all of which were conducted seamlessly and received positive response from market participants. The total cumulative amount bid for these 7 auctions was ₹ 33,892 crores.

24.2 Membership

During FY 2014-15, 69 new Deposit Based Membership ("DBM") applications were received at BSE. Since the launch of the new Deposit Based Membership scheme in April 2010, BSE has received a total of 743 DBM applications.



(L-R) Mr. Stefan Haves; Mr. V. Balasubramaniam, Chief Business Officer, BSE; Mr. R Balki during the Interactive session by Mr. Stefan Haves on "Engaging with the Audience – Lessons from the World of Theatre" on 19th September, 2014.



Shri Rajeev Kumar Agarwal, WTM, SEBI lighting the lamp during Seminar on Taxation Issues affecting Stock Broking Industry on 5th February, 2015.

24.3 Corporate Services

The Corporate Services segment of the BSE registered healthy revenue growth in FY 2014-15. Annual Listing Fees (Equity, Debt and Mutual Funds) increased by 102% to ₹ 65.25 crores compared to ₹ 32.36 crores in FY 2013-14. This increase in Annual Listing Fees is mainly attributed to increase in the Fee Schedule.

Overall Listing Processing Fees, reflecting activity in new listings and new issuance were ₹ 27.78 crores in FY 2014-15 compared to ₹ 14.55 crores in FY 2013-14 up 90% from the previous year on account of Direct Listings, new SME listings, QIP Issues, Public Issues of Debt Instruments & Mutual Funds Listings.

The Exchange also provides other services to Corporates such as book building software, buy-back facilities, reverse book building software, etc. Fees earned from such services were ₹ 5.53 crores in FY 2014-15 as compared to ₹ 7.44 crores in FY 2013-14. The marginal drop in Book Building fees is attributed to the lackluster primary market issuances.

BSE has launched its Online Portal on February 8, 2013 - Listing Centre for submission of various compliance filings by listed companies. Portal was made fully operational during the year. This portal is designed to make corporate filings easy, convenient and environment friendly for listed companies. It is a web based facility accessible from anywhere. All Listed Companies can file their compliance filings as well as further listing filings like listing for ESOPs, Bonus Issue, Preferential Issues etc. with BSE through the Listing Centre and with Digital Signature. This service is provided free of charge to BSE Listed Companies.

24.4 Data Information Products

BSE and Deutsche Bourse have entered into a partnership in October 2013 under which Deutsche Bourse would act as the licensor of BSE market data and information



Shri Ashishkumar Chauhan , MD & CEO, BSE welcoming Lord Meghnad Desai during the Talk on Union Budget 2014 - 15 on 14th July, 2014.

to all international clients. Under the new co-operation, Deutsche Bourse is responsible for sales and marketing of all BSE market data products to customers outside India, while BSE continues to serve its domestic clients. Deutsche Bourse also shares the joint responsibility along with BSE for product development and innovation, which includes extending its existing infrastructure and creation of new, market data solutions and infrastructure to support BSE's product offerings.

The business for sales and marketing of BSE market data products to International customers by Deutsche Bourse commenced from April 2014. The total revenue from the sale of market data and information products was ₹ 22.10 crores in FY 2014-2015 up 8% from ₹ 20.41 crores in the previous year. The increase in revenue was mainly due to increase in subscription for BSE Datafeed products and services by new customers and change in Datafeed pricing policy w.e.f. April 2014.

24.5 Index

Asia Index Private Limited (AIPL), a joint venture between S&P Dow Jones Indices LLC and BSE Ltd. launched 3 new indices in FY 2014-15:

- The S&P BSE SENSEX Futures Index, a first of its kind in the Indian market, will help investors track the returns generated from investment in the near-month (one month) futures contract on S&P BSE SENSEX traded on BSE.
- The S&P BSE CPSE Index is designed to serve as a comprehensive benchmark to help the investors to track the performance of public sector companies listed at BSE. CPSE refers to Central Public Sector Enterprises and does not include the public sector banks
- The S&P BSE India Infrastructure Index measures the performance of the leading 30 companies (determined by market capitalization) from five distinct infrastructure sectors - energy,

transportation, non-banking financial institutions (NBFI), telecommunications, and utilities, drawn from the S&P BSE 500® Index.

24.6 BSE StAR MF Platform

In the mutual fund space, the Mutual Fund industry pumped in highest investment in Debt and Equity leading to growth in the assets under management ("AUM") for FY 2014-15. AUM at the end of March 2015 stood at ₹ 11,88,690 crores, an increase of 31.33 % over the previous year (₹ 9,05,120 in FY 2013-14). BSE StAR MF is a web-based transaction processing system that can be accessed "anytime" and "anywhere", and enabled for Intra AMC switches, DPC, NRI transactions, Minor Transactions and unique X-SIP. The BSE StAR MF platform has emerged as the largest online platform in mutual funds with:

- Number of Orders: Market share of 85%
- Traded Value: Market share of 85.2% (March 2015)
- 40 AMCs with over 5000 schemes, accounting for 99% of the MF Industry AUM are available on BSE StAR MF Platform.
- The BSE StAR MF Platform continued to gain acceptance with turnover reaching ₹ 10,462 crores in FY 2014-15, up 86.97% from the FY 2013-14 turnover (₹ 5,596 Crores) and number of orders has reached 15,91,586 in FY 2014-15, up by 272% from FY 2013-14, 58,4453 orders along with over 1,60,000 SIPs / X-SIPs registered on BSE StAR MF Platform, triggering every month.
- And most encouragingly, the BSE's Mutual Fund platform "BSE StAR MF" continued to gain acceptance with turnover reaching ₹ 10,462 Crores in FY 2014-15, an increase of 86.94% from FY 2013-14 turnover of ₹ 5,596 Crores.



Shri Prashant Sharan, WTM, SEBI along with Shri Ashishkumar Chauhan, MD & CEO, BSE and other dignitaries at the launch of a 3 Day Workshop on "Promoting Gender Balance in Business Leadership" on 15th January, 2015.

Innovations and unique Features for on BSE StAR MF Platform are:

- **OverNite Funds Management:** The liquid-overnight investments are synchronised with the exchange settlement and thus, creating a call money market equivalent product for liquid mutual funds on the platform to pool brokers own as well as their clients' money.
- **X-SIP Facility: Single mandate** can be used for investing in SIPs across all Schemes across all AMCs registered with StAR MF. The SIP administration and the cost of administration is borne by BSE and money is debited to client bank account directly instead of debiting Member Pool account.
- **DPC Facility:** Direct Pay-out of Units to Client accounts option to member broker

24.7 SME Platform

The framework for SME Platforms to serve small and medium-size enterprises on stock exchanges was established by SEBI vide a circular on 18th May, 2010. The BSE SME platform received the final approval of SEBI on 27th September, 2011. Since inception, the BSE SME platform has been a market leader. On 31st March, 2015 BSE SME had 89 companies on the platform, with 93% market share.

A key distinguishing factor for the BSE SME platform is that it is integrated with the main exchange of the BSE. It leverages the existing infrastructure of BSE's trading systems and network. There is also a provision for migration from the SME platform to the Main board and vice versa. Listed SMEs are part of the existing BSE trading system and are traded in 'M' and 'MT' groups.

The listing process and cost of compliance on the SME platform is simplified to facilitate the raising of equity capital by SMEs:



Shri Ashishkumar Chauhan, MD & CEO, BSE addressing the delegation from Babson College on 16th February, 2015.



Mr. Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Dr. Rebecca Reichmann Tavares, Country Representative, UN Women Multi Country Office for India, Bhutan, Maldives and Sri Lanka during the BSE - UN Women 'Ring the Bell for Gender Equality' event on 9th March 2015.

- Financial results are submitted on a half yearly basis instead of on a quarterly basis;
- An abridged version of the annual report, with P&L and balance sheet details, is allowed to be distributed to shareholders instead of the full annual report; and
- A soft copy of the annual report and website publishing can be utilized.

24.8 Migration to Main Board

BSE issued circular on 26th November, 2012 stating that companies have to be mandatorily listed and traded on the SME Platform for a minimum period of two years for them to migrate on to the Main Board as per the guidelines specified by SEBI vide their circular dated 18th May, 2010 and as per the procedures laid down under ICDR guidelines Chapter XB. During FY 2014-15, 3 BSE SME Companies have migrated to BSE Main Board.

24.9 SME ITP

On 11th February, 2014, BSE launched Institutional Trading Platform (ITP) in the BSE SME segment. Shri Rajeev Kumar Agarwal, Whole Time Member, SEBI inaugurated the platform. The new platform facilitates start-up companies and SMEs to list without an IPO.

The launch of BSE SME ITP is consequent to SEBI's provision in ICDR guidelines allowing SMEs to list on the exchange without undergoing the extensive Initial Public Offer (IPO) process. As per the regulatory norms, BSE's SME Institutional Trading Platform offers relaxed compliance and cost effective listing to SMEs.

As on 31st March, 2015 BSE SME ITP had 18 companies on the platform, with 69% market share.

24.10 Marketing and Communications

During the year, BSE continued with the task of educating investors and supporting key products. The new investor



Shri Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Shri Ajay Shah, Professor, National Institute of Public Finance and Policy during the Roundtable on Budget 2015-16: The Next Wave of Financial Sector Reforms on 7th April 2015.

education campaign won the top honor in the best international film category in the FICCI-FRAMES Best Animated Films Awards 2015. BSE also participated in several exhibitions and conferences reaching out to investors and business partners.

BSE got significant mentions in all leading national and international media channels throughout the year.

BSE hosted more than 150 events ranging from international delegations to education programs to roundtables on important national and international topics.

BSE also witnessed many high-profile visits and delegations from the government, industry and other sectors from India and abroad. The dignitaries include the Hon'ble Minister of Finance Shri Arun Jaitley, Govt. of India, the Minister of State for Finance Shri. Jayant Sinha, Govt. of India, US Congresswoman Ms. Tulsi Gabbard, Her Excellency The Hon'ble Christy Clark, Premier of the Province of British Columbia, H.E. Dr. Sai Mauk Kham, Vice President of Myanmar, Rt. Hon'ble, The Lord Mayor Alderman Alan Yarrow, the Minister of Citizenship Hon'ble Chris Alexander and Immigration and the Bollywood Legend Mr. Amitabh Bachchan.

25. Regulation

The BSE Regulatory Group comprises Membership Compliance, Listing Compliance DOSS (Surveillance, Inspection and Investigation) and Investor Services.

Surveillance & Investigation:

E-Boss, the member level surveillance system provided to the trading members of the Exchange, enables the members to monitor their clients positions and manage risk at a nascent stage.

During FY 2014-15 there were 119664 Surveillance Alerts generated. Out of these 1325 alerts were taken up for Snap Investigations. Further, 125 cases were taken up

for preliminary / detailed investigations, of which 88 preliminary/ investigation reports have been forwarded to SEBI. Based on the findings, 846 observations letters were issued to various members/clients and 2 entities were debarred for a period of 1 year.

Surprise Inspection at the Registered Office of the Companies:

During FY 2014-15, a surprise inspection was carried out at the registered offices of 134 companies. Further, based on the parameters provided by SEBI during the Surveillance meeting, Exchange has suspended trading in the securities of 38 companies which have violated more than one parameters provided by SEBI.

Reporting of pledge data by NBFCs:

Based on the RBI circular, Exchange has provided platform to NBFCs for reporting of pledge data to the Exchange. Information about the security wise pledge data collected from these NBFCs is also disseminated on BSE's website on a real time basis for the benefit of investors.

Reporting by Trading member about their holding in listed companies:

Based on the SEBI's directives, Exchange has provided facility to the trading members to report details of a holding of 1% or more of the share capital of a company, in the BSE Electronic Filing System (BEFS). Information collected from the trading members is also disseminated on the BSE's website for the benefit of investors.

Inspections of Members

492 inspections of members were conducted during financial year 2014-15, which include 419 routine inspections and 73 special inspections.

25.1 Investor Services

BSE redresses investor complaints against Trading



Shri Ashishkumar Chauhan, MD & CEO, BSE addressing the Expert Committee on Indian Railways on 10th March, 2015.

Members and listed companies by taking prompt actions upon receiving the complaints. Investor complaints against trading members are received through the SEBI Complaints Redress ("SCORES") system of SEBI, a web based system where investors can lodge their complaints online. BSE in turn communicates the complaints to the members electronically through the BSE Electronic Filing System (BEFS), thereby reducing the communication time resulting in expeditious resolution of investor complaints. All actions taken in the process of redressal are then updated on this system. The complaints against trading members were earlier redressed through mediation and counselling by Investor Grievances Redressal Committees (IGRC).

SEBI vide circular no. CIR/MRD/ICC/30/2013 dated 26th September, 2013 empowered the IGRC member to decide the claim value of the investor on the basis of the complaint and the Exchange has been directed to block the amount so decided, from the deposits of the trading member. It was further directed that during the pendency of the cases in arbitration as well as judicial proceedings, as a matter of interim reliefs, the Exchange shall release payments to the investors from its Investors Protection Fund (IPF) as per the different stages involved in the proceedings.

IGRC of BSE has in the FY 2014-15 decided the claim values of 220 investors against the trading members amounting to ₹4,16,98,618/-. Further, in the case of 9 investors, payment amounting to ₹5,38,797/- was released from the IPF while for 44 investors, payment amounting to ₹1,22,17,976/-, was released from the deposits of the trading members.

BSE at present provides IGRC as well as arbitration services at its Regional Investor Service Centers located at Mumbai, Chennai, Delhi, Kolkata, Ahmedabad,



Shri Ashishkumar Chauhan, MD & CEO, BSE in conversation with Shri Amitabh Bachchan at the Opening Bell Ceremony at BSE during the launch of first look poster of the Television series "YUDH" on 17th June, 2014.

Hyderabad, Kanpur, Indore, Jaipur, Pune, Bangalore, Patna, Vadodara and Lucknow.

BSE is the only Exchange in the country, where 15 Registrars and Transfer Agents (RTAs) regularly visit its Investor Service Centre at Mumbai, for redressal of investor complaints against Companies listed on BSE.

25.2 Investor Protection Fund

BSE, through its Investor Protection Fund (IPF), regularly conducts Investor Awareness Programmes (IAPs) throughout the country. IPF has conducted a total of 2308 Investor Awareness Programmes (IAPs) during 2014-15. During the year, IPF conducted 31 Regional Investor Seminars exclusively with SEBI across different parts of the country.

It sponsored 150 workshops arranged for investors by the Institute of Company Secretaries of India (ICSI), in addition to sponsorship of investor awareness programs with the Investors' Associations recognized by the Securities and Exchange Board of India (SEBI), the local chamber of commerce, etc.

BSE IPF also periodically brings out advertisements on Do's and Don'ts for investors to educate and enable them to safeguard their interests.

IPF has started publishing Research Reports on thinly traded companies to fill the information gap for the benefit of investors in those companies. As on 31st March, 2015 there were 1472 free Company Research Reports available on the BSE website for investors. Search filters available on the BSE website give easy access to initial research reports as well as quarterly reports.

During the year, several educational and other capital market awareness events were sponsored by BSE IPF to raise awareness about corporate best-practice. BSE IPF has also supported global conferences and seminars that enhance understanding of Indian markets both in India and abroad.



(L to R) Shri Vikas Y. Khare, Vice President, ICSI; Shri Ashishkumar Chauhan, MD & CEO, BSE; Shri U K Sinha, Chairman, SEBI; Shri R. Sridharan, President, ICSI; Shri Atul Mehta, Programme Director and Chairman, Financial Services Committee; Shri M. S. Sahoo Secretary, ICSI and Former WTM, SEBI at the inaugural session of ICSI CAPITAL MARKETS PROGRAMME on CAPITAL MARKET-THE GROWTH ENGINE on 4th August, 2014.



Shri U K Sinha, Chairman, SEBI and Shri Ashishkumar Chauhan, MD & CEO, BSE lighting the lamp at the dialogue on SME FUNDING: ROLE OF CAPITAL MARKETS on 1st April, 2015.

In order to create Capital Market Awareness with Post Graduate college students, IPF Secretariat has conducted more than 200 programs with Universities and Educational Institutions across India.

As part of financial inclusion and to educate investors at national level across India especially to tier 2, tier 3 & tier 4 cities, BSE IPF has used services of national level TV channels including leading Business channels and Doordarshan for spreading financial literacy programs related to capital market education, financial planning etc. BSE IPF has understanding with following TV channels in order to spread capital market awareness among masses:

1. Bloomberg TV
2. CNBC TV18 and CNBC Awaaz
3. ZEE Business
4. Doordarshan (DD) – Prasar Bharati

26. Risk Management

BSE Limited identifies a risk based internal audit scope and assesses the inherent risk in the processes and activities of the department within the company and ensures that appropriate risk management limits, control mechanisms and mitigation strategies are in place. The Internal Auditors, via, their internal audit reports, make observations relating to the deficiencies/non-compliance of various audit areas and give suggestions/recommendations and control directives like periodic reconciliation, proper authorizations/approvals, processing controls, segregations of duties, maker – checker approach, etc., so as to mitigate the deficiencies and make the process, procedure, systems and functions more robust, accountable, reliable and compliant. The observations made by the internal auditors and the compliances thereof are placed before the Audit Committee.

BSE has further implemented pre-audit of all the major payments made to vendors based on a set criteria. It strives to put in checks and controls like internal approvals, budgetary controls, documentary controls, compliance to statutory requirement, etc.

27. Human Resources

Organizations that invest in human capital invest in the future. Today at BSE we realize this truth and are increasing our focus on having the right investments in human capital to take BSE and all its employees to the next level of competence and expertise. BSE has always believed that motivated employees are the core source of competitive advantage. For this reason we continue to invest in training and development programs along with various other HR initiatives.

BSE has aligned the compensation packages of Management and successfully revamped many outdated HR policies to make benefits and compensation more transparent and employee-friendly.

Also, the organizational structure of BSE has undergone significant restructuring to enhance accountability and efficiency with a view to aligning performance management and reward strategies.

As of 31st March, 2015 BSE had 338 officers and 125 staff level employees.

Material Developments in Human Resources / Industrial Relations Front, including number of people employed

We have been hiring talent – experienced as well as fresh graduates from leading Business Schools in the recent years. Our focus is on matching skills and expertise to the relevant roles to enhance employee satisfaction.

The Employee Relations scenario was also satisfactory during the year. We have an internal union representing clerical and sub-staff.



Shri Ashishkumar Chauhan, MD & CEO, BSE along with Shri Jaspal Bindra, Group Executive Director to the Board and Chief Executive Officer, Asia, Standard Chartered during FICCI-USIBC-BSE Roundtable on 3rd December, 2014.

28. Issue and Allotment of Equity Shares during the Financial Year

Pursuant to the BSE (Corporatisation and Demutualisation) Scheme, 2005, the Exchange is required to allot 10,000 equity shares against each of the membership rights held by Trading Members of erstwhile BSE. However, allotment of such equity shares have been kept in abeyance, on account of suspension on the said membership rights. Accordingly, at the beginning of the financial year, the allotment of 10,000 equity shares of ₹ 1 each against 15 membership rights held by 15 Trading Members of erstwhile BSE (out of 73,50,000 equity shares against 735 membership rights of erstwhile BSE) was kept in abeyance for specific reasons, viz., Trading Member being a notified person, attachment of membership right by the Income Tax Department, legal dispute for the ownership of the membership rights etc.

During the financial year, 10,000 equity shares of ₹ 1 each against 1 membership right held by 1 Trading Member of erstwhile BSE was allotted pursuant to the Scheme, upon revocation of suspension on such membership rights. The said Trading Member was also given the Corporate Benefits, i.e., prior year dividends and 1,20,000 bonus shares emanating from the allotment of 10,000 equity shares.

The allotment of equity shares pursuant to the Scheme against 14 membership rights held by 14 Trading Members of erstwhile BSE continue to remain in abeyance as at the end of the financial year.

29. Listing of the Exchange's Shares

Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 allows, subject to certain regulatory conditions, an Exchange to list its equity on other exchanges. The Exchange plans on taking the necessary steps to become a w.e.f.ly traded company through the listing of its shares upon receipt of the necessary regulatory approvals.



Smt. Poonam Mahajan, MP, Lok Sabha lighting the lamp during the BSE - CIO Klub IT Awards on 25th April, 2015.



Shri Ashishkumar Chauhan, MD & CEO, BSE interacting with General (Dr.) V.K.Singh (Retd.), Minister of Development of North Eastern Region and Minister of State for External Affairs, Govt. of India.

30. Awards and Recognition

The year 2014-15 was a very eventful year. BSE and its group companies have received many awards & recognitions.

BSE

1. ICON in Financial Services Award in the CIO Power List 2015.
2. SKOCH Renaissance Award 2014 for Contribution to Economy
3. SKOCH Renaissance Award 2014 for Corporate Social Responsibility
4. SKOCH Platinum Award 2014 for Financial Inclusion and Deepening
5. Net magic Innovative Champion Award 2014 for IT Consolidation growth & Scalability
6. Big Data Innovation Award at the India Innovative Awards- 2014
7. ET Now – CISCO Technology Awards 2014
8. Unicom –India Top 50 companies with best software 2014
9. Asia's Best Employer Brand and CHRO of the year award at Asia's Best Employer Brand Awards 2014, Singapore
10. Lokmat HR Leadership Award at Mumbai in June-2014
11. 50 most talented global HR leaders in Asia at the World HRD congress at Mumbai in February-2014
12. Best Animation Film-International Category at FIICI-Frames BAF Awards.
13. "Best HR and Talent Practice Award" at the IWP awards - 2014.



Shri Ashishkumar Chauhan, MD & CEO, BSE presenting a memento to Shri Ashish Nanda, Director of the Indian Institute of Management, Ahmedabad.

Major International as well as Indian award to Mr. Ashishkumar Chauhan, MD & CEO

1. Indian Business Leader of the Year, PwC, Horasis Interlaken/Switzerland 2015
2. RH Patil Award for Excellence in Financial Services, June 2015
3. Distinguished Alumnus Award, Indian Institute of Technology, Bombay, 2014
4. Best CEO in the Financial Markets in the Asia Pacific by the Asian Banker, 2014

BSE Institute Limited

1. Global Best Award 2014 in the category "Partnerships that Demonstrate Youth Employability Skills in the Asia Region" conferred by the "International Partnership Network" and "Conference Board Canada".
2. SKOCH order of Merit for our Vocational skill Development Programs in the category "India's Best Projects"

CDSL

1. EMC Transformers award for best use of IT to transform business for implementation of DRM tool from Sanovi.
2. IDC Insights award for innovation in implementation of WebCDAS application.
3. NetApp Innovation Award in the Enterprise Mobility category.
4. Infosec Maestro Awards for implementation of WAF and DOS / DDOS.

31. Directors and Key Managerial Personnel(KMP)

Managing Director

Mr. Ashishkumar Chauhan, is the Managing Director and Chief Executive Officer of the Exchange.

Public Interest Directors (Independent Directors)

Mr. Dharendra Swarup and Dr. K. Kasturirangan have been appointed as Public Interest Directors with effect from 3rd November, 2014 and 23rd January, 2015 respectively.

Mr. S Ramadorai, Dr. Sanjiv Misra, Mr. Sudhakar Rao and Mr. S.H. Kapadia continue to remain the Public Interest Directors of BSE.

Shareholder Directors

Mr. Thomas Bendixen was appointed as Shareholder Director on 25th September, 2014 and is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Andreas Preuss, retired by rotation at the Ninth Annual General Meeting held on 1st August, 2014 and was not eligible for re-appointment.

Mr. Thomas Bendixen resigned as Alternate Director to Mr. Andreas Preuss with effect from 20th June, 2014.

Mr. Keki Mistry ceased to be Shareholder Director with effect from 14th August, 2014.

Key Managerial Personnel

Mr. Ashishkumar Chauhan, Managing Director & CEO, Mr. Nayan Mehta, Chief Financial Officer and Ms. Neena Jindal, Company Secretary are the Key Managerial Personnel of the Company pursuant to the Companies Act, 2013.

Mr. Ashishkumar Chauhan, Managing Director & CEO, Mr. Nayan Mehta, Chief Financial Officer, Mr. Nehal Vora, Chief Regulatory Officer, Mr. V. Balasubramaniam, Chief Business Officer and Mr. Kersi Tavadia, Chief Information Officer and Mr. Neeraj Kulshrestha, Chief of Business Operations are the Key Management Personnel of BSE pursuant to the Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2012.



Shri Kersi Tavadia, CIO, BSE welcoming Shri Arun Jaitley, Hon'ble Minister of Finance, Corporate Affairs, Information and Broadcasting, Govt. of India to the National Seminar on Indian Financial Code recommended by FSLRC on 29th November, 2014.

32. Declarations by Independent Directors:

All Public Interest Directors / Independent Directors have given declarations that they meet the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013.

33. Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance and the Directors individually. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board.

34. Policy on Directors' appointment and remuneration

The Board has on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The remuneration policy is stated in the Corporate Governance report.

35. Number of Board Meetings:

During the year, five Board Meetings were convened and held on 14th May, 2014, 1st August, 2014, 20th October, 2014, 20th November, 2014 and 12th February, 2015.

36. Directors' Responsibility Statement

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 with respect to the Directors' Responsibility Statement, it is hereby confirmed:-

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so



(L to R) Shri S. V. Murali Dhar Rao, Executive Director, SEBI; Shri Rajeev Kumar Agarwal, WTM, SEBI; Shri Ashishkumar Chauhan, MD & CEO, BSE; Shri N. Raman, Executive Director SIDBI and Shri CS Thannvi, General Manager, SIDBI on the dais during the seminar on SME FUNDING: ROLE OF CAPITAL MARKETS on 6th February, 2015.

as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

37. Audit Committee:-

The Board has a well-defined Audit Committee the details of which have been given in the Corporate Governance Report.

38. Auditors

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, Deloitte Haskins and Sells LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company from the Conclusion of the Ninth Annual General meeting (AGM) of the Company held on 1st August, 2014 till the conclusion of the Twelfth AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

39. Auditors' Report

The Auditors' Report dated 18th May, 2015 on the financial statements of the Exchange for the financial year ended 31st March, 2015 does not have reservation, qualification or adverse remarks.



Shri Ashishkumar Chauhan, MD & CEO, BSE at the World Investment Forum 2014.



The Premier, Province of British Columbia, Hon'ble Christy Clark lighting the lamp during the bell ringing ceremony on 16th October, 2014.

40. Vigil Mechanism:-

The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of establishment of such mechanism is disclosed by the company on its website.

41. Particulars relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has always believed in providing a safe and harassment free workplace for every individual working in BSE's premises through various policies and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. An Internal Complaints Committee (ICC) has been set up from the senior management with women employees constituting majority which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

During the year ended 31st March, 2015, no complaints have been received pertaining to sexual harassment.

42. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo

(I) Conservation of Energy

- (i) The steps taken or impact on conservation of energy;

BSE uses electricity to run its electronics and the offices. During the year we have regularly replaced the induction ballasts with electronic ballasts and also replaced the fluorescent lights with LED lights

where feasible. We conserve energy by putting off lights & other equipment when they are not required. Wherever possible, we have coated the glass windows to reduce the heat entering the building which reduces the air-conditioning load. BSE continuously strives to optimize its energy usage and efficiency.

- (ii) The steps taken by the company for utilising alternate sources of energy;

Since our building has a large surface covered by glass windows we also use the ambient light for lighting purposes as much as possible. This reduces the electricity consumption due to lesser need of lighting during the day.

- (iii) The capital investment on energy conservation equipment

Nil

(II) Technology absorption

Trading Technology upgrade

- On 7th April, 2014, the Exchange completed its final leap by successfully migrating its Equity segment trading platform to new BOLT Plus system. The process of trading platform technology upgrade was inked in March 2013, as a strategic alliance with Deutsche Bourse AG. As a part of this alliance, T7 new generation trading system was made available to BSE to adopt it and customize it as per Indian market requirements. Starting November, 2013, BSE was ready to absorb new Trading system & deployed it successfully for trading in Currency segment in that month. Thereafter, within a period of 6 months, BSE successfully deployed & implemented new trading platform in a phased manner across Equity Derivatives & Equity segment respectively.



Shri Jayant Sinha, Hon'ble Minister of State, Finance, Govt. of India along with Shri V. Balasubramaniam, Chief Business Officer, BSE and other dignitaries during the conclave on Urban Co-operative Banking held at BSE.

- **Enhanced Trading mechanism**

With introduction of BOLT Plus, it has opened the arena for automated and program trading. The new system facilitates exchange of trading messages directly in the form of ETI (Enhanced Trading Interface) to trading engine, without any intermediate component. Optionally, the legacy interactive mechanism via an Exchange provided component, known as, IML (Intermediate Message Layer) continues. IML played a major role in seamless transformation to new trading system without much impact on member trading applications.

- **Newer Market Data services**

Not only has the interactive trading mechanism been enhanced, this has been equally backed with a superior Market Data dissemination service, known as EMDI (Enhanced Market Data Interface). This service is similar to Tick-by-Tick data. Most member brokers specialising in automated trading strategy have welcome this service and have started making use of it. The new EMDI market data service is as per international FIX/FAST standards.

- **Fastest Trading Engine**

BSE's new technology platform has been built on open source software and works on commodity hardware, which makes it lowest cost. It offers an order execution speed of 200 microseconds and can handle 5 lakh orders per second. This makes BOLT Plus trading platform fastest - almost 20 times faster compared to other peer Exchange in the country & is competitive world-wide.

The erstwhile BOLT, which was a monolithic system running on a proprietary hardware has been shut-down after operationalization of BOLT Plus. The closure of old system has resulted in substantial savings in operational costs.



Shri Ashishkumar Chauhan, MD & CEO, BSE along with other dignitaries during the seminar 'Analysis of Tax Proposals in Finance Bill 2015' held at BSE.



Hon'ble Vice President of Myanmar Dr. Sai Mauk Kham with Mr. Ashishkumar Chauhan, MD & CEO, BSE during the bell ringing ceremony held on 22nd January 2015.

- **Global Access Points**

To leverage the benefits globally, access to BSE Trading engine has been extended to overseas market participants from two major financial centers, Hong Kong & Singapore. The order routing systems of participants will be able to connect via Deutsche Börse Access Points (data centers), using their resilient low latency N7 network services. This is as part of BSE & Eurex strategic cooperation.

- **New DR & Consolidation of Data Centers**

To be in line with best practices with regards to risk mitigation, BSE has setup the new DR (Disaster Recovery) site in a different seismic zone at Hyderabad. The new DR center is a state-of-the-art data centre built as per the International Tier 3 specifications with a total of 68,000 square feet area.

BSE conducted live trading for two consecutive days successfully from new DR center. Participation by all members itself demonstrated the success of new DR center. BSE consolidated its data centers to single location. Earlier, multiple data centers were located at different places in and around Mumbai. As a part of the consolidation activity, server consolidation activity was also undertaken. Virtual server setups were created to reduce physical servers. Overall server consolidation led to major reduction in power consumption & cooling needs. Overall, operational costs to reduce substantially due to this consolidation activity.

III. Foreign Exchange Earning and Outgo

The particulars of Foreign Exchange Earnings and outgo during the year under review are furnished hereunder:

Foreign Exchange Earning: ₹ 1,592 Lakhs (Previous Year ₹ 1,773 Lakhs)

Foreign Exchange Outgo: ₹ 1,758 Lakhs (Previous Year ₹ 544 Lakhs)



Shri Ashishkumar Chauhan, MD & CEO, BSE during the MoU signing ceremony with Gujarat International Finance Tec-City (GIFT) SEZ Ltd at the Vibrant Gujarat Global Summit in presence of Shri Arun Jaitley, Hon'ble Minister of Finance, Corporate Affairs, Information and Broadcasting, Govt. of India.

43. PARTICULARS OF EMPLOYEES

In compliance with the requirements of Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2012, a statement containing details of employees is annexed as per **Annexure II**.

44. Corporate Social Responsibility

The Company has constituted a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The details of the CSR Policy of the Company, its development and initiatives taken by the Company on Corporate Social Responsibility during the year as per annexure attached to the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been appended as **Annexure III** to this Report.

45. Extract of Annual Return (sec 92)

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as per **Annexure IV**.

46. Management Discussion & Analysis

The Management & Discussion Analysis Report forms part of this Annual Report.

47. Corporate Governance

Pursuant to the Securities Contracts (Regulations) (Stock Exchanges & Clearing Corporations) Regulations, 2012 ("SECC Regulations 2012"), corporate governance norms as specified for listed companies mutatis mutandis applies to a recognized stock exchange.

In accordance with good corporate governance practices and in order to comply with the SECC Regulations 2012, a report on Corporate Governance as at 31st March, 2015 forms part of the Annual Report. A Certificate from a Practicing Company Secretary, Mumbai confirming status of compliances of the conditions of Corporate Governance is annexed to this Report

48. Acknowledgements

The Board thanks the Government of India, Securities and Exchange Board of India, Reserve Bank of India, the Government of Maharashtra and other State Governments and various government agencies for their continued support, cooperation and advice.

The Board is grateful to the members of various committees constituted during the year.

The Board also acknowledges the support extended by trading members, issuers, investors in the capital market, and other market intermediaries and associates.

The Board expresses sincere thanks to all its business associates, consultants, bankers, auditors, solicitors and lawyers for their continued partnership and confidence in the Exchange.

The Board wishes to thank all the employees for the exemplary dedication and excellence displayed in discharge of their duties for the Exchange.

Further, the Board expresses its gratitude to you as shareholders for the confidence reposed in the management of the Exchange.

For and on behalf of the Board

Place : Mumbai

Date : May 18, 2015

S. Ramadorai
Chairman

ANNEXURE I

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	NIL
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts / arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	date(s) of approval by the Board	
(g)	Amount paid as advances, if any:	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	Name(s) of the related party and nature of relationship	Indian Clearing Corporation Limited, wholly owned subsidiary of BSE Limited
(b)	Nature of contracts / arrangements / transactions	Leasing of Property, availing and rendering services
(c)	Duration of the contracts / arrangements / transactions	Continuous basis
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	During the FY 2014-15, transactions relating to lease rentals, clearing & settlement service charges, recovery and reimbursement of employee costs, administrative and other expenses aggregated to ₹4512 Lakh.
(e)	Date(s) of approval by the Board, if any:	1 st August, 2014 and 12 th February, 2015
(f)	Amount paid as advances, if any:	N.A.

For and on behalf of the Board of Directors

Date : 18th May, 2015
Place : Mumbai

S. Ramadorai
Chairman

STATEMENT UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND THE SECURITIES CONTRACTS (REGULATION) (STOCK EXCHANGES AND CLEARING CORPORATIONS) REGULATIONS, 2012, FOR THE PERIOD FROM 01.04.2014 TO 31.03.2015

Sr. No.	Name	Age (Yrs.)	Date of Joining	Total Remuneration ₹ in lakh	Designation/Nature of Duties *	Educational Qualifications	Experience in years	Previous Employment
1	Mr. Ashishkumar Chauhan	47	22-Sep-09	292	Managing Director & CEO	B Tech (Mechanical, IIT Bombay), PGDBM (IIM Calcutta)	24	President and Group Chief Information Officer (CIO), Reliance Industries Limited, Deputy CEO, BSE Limited, Interim CEO, BSE Limited.
2	Mr. Nehal Vora	41	20-Jul-09	115	Chief Regulatory Officer	B.Com., MMS (Finance)	19	Director - DSP Merrill Lynch Ltd.
3	Mr. V Balasubramaniam	43	24-Sep-09	117	Chief Business Officer	M.Com., ICWA, CFA, CISA, NYIF	24	Vice President - Reliance Industries Group
4	Mr. Nayan Mehta	48	19-Jan-12	59	Chief Financial Officer	B. Com, AICWA, FCA	23	Joint General Manager (Accounts) - Credit Analysis & Research Ltd.
5	Mr. Kersi Tavadia	52	25-Oct-10	58	Chief Information Officer	B.Sc, PGDCS, MFM, CISM	32	Chief Technology Office-HSBC Invest Direct Securities, Sr. Vice President & Head-IT-Motilal Oswal Securities

* Total Remuneration stated above is excluding unpaid 50% of total variable pay as per the Securities Contracts (Regulation)(Stock Exchanges and Clearing Corporation) Regulations, 2012 but including employer's contribution to Provident Fund.

Notes:

- 1 Nature of employment : Contractual
- 2 Remuneration as shown above includes Salary, Allowances, Ex-gratia, Contribution to Provident Fund, Performance Linked Bonus and other perquisites.
- 3 None of the employees named above is relative of any Director of the Company
- 4 None of the employees named above hold any equity shares in the Company

For and on behalf of the Board

Place : Mumbai

Date : May 18, 2015

S. Ramadorai
Chairman

ANNEXURE III

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

CSR Policy is intended to promote activities that have a high social impact in a manner which is align with BSE's tradition of creating health and wealth in the community and create a framework to identify the beneficiaries, causes to work and the appropriate projects.

BSE has identified Activities/Focus Areas which are as follows:-

- i) Contribute through the BSE CSR Foundation or through another organisation as permitted by the law under the Companies Act, 2013;
- ii) Contribute to the Prime Ministers Relief Fund or any other fund set up by the Central Government for socio economic development and relief and welfare of the SCs, STs, OBCs, minorities and women.
- iii) Contribute to a Registered Trust or Registered Society from a list of projects/activities/organisations approved by the CSR Committee/Board of Directors in accordance with the Companies Act, 2013;
- iv) Contribute to large-scale causes such as disaster relief or any other cause as determined by the Board of Directors.

Visit <http://www.bseindia.com/downloads1/Corporate Social Responsibility Policy.pdf> for more details related to our CSR Policy.

2. **The Composition of CSR Committee:**

Sr. No.	Name of the Committee Member	Category	Status
1.	Mr. S. Ramadorai	Public Interest Director	Chairman
2.	Mr. Sudhakar Rao	Public Interest Director	Committee Member
3.	Mr. Dharendra Swarup*	Public Interest Director	Committee Member
4.	Dr. K. Kasturirangan*	Public Interest Director	Committee Member
5.	Mr. Thomas Bendixen*	Shareholder Director	Committee Member
6.	Mr. Ashishkumar Chauhan	MD & CEO	Committee Member

* Appointed as committee member on reconstitution of Committee w.e.f. 5th March, 2015.

3. **Average net profit of the Company for last three financial years. :** ₹ 7359 lakhs
4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above) :** ₹ 147.17 lakhs
5. **Details of CSR spent for the financial year -**
 - (a) Total amount to be spent for the financial year: ₹ 147.17 lakhs
 - (b) Amount unspent, if any: ₹ 90.87 lakhs

(c) Manner in which the amount spent during the financial year is detailed below:

(₹ in lakhs)

Sr. No	CSR project or activity identified	Sector in which the project is covered	Projects or programs(1) Local area or others(2) Specify the State and district where projects or programs were undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Subheads: (1) Direct expenditure on projects or programs(2) Overheads	Cumulative expenditure upto the reporting period	Amount spent Directly or through implementing agency
1	Donation to Swachh Bharat Kosh	Health	All India	46.00	(1) 46.00 (2) Nil	46.00	Spent through donation to Government
2	Donation to HDFC Debt Fund for Cancer Cure	Health	All India	10.30	(1) 10.30 (2) Nil	10.30	Spent through donation to HDFC Debt Fund for Cancer Cure
	Total			56.30	(1) 56.30	56.30	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.

The reason for non-utilization of the CSR Limit is on account of this being the first year of applicability of the provisions of CSR, the CSR Committee was formed and the policy was approved.

7. A responsibility statement of CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company.

Sd/-
Ashishkumar Chauhan
Managing Director & CEO

Sd/-
S Ramadorai
Chairman CSR Committee

Date : 18th May, 2015

Place : Mumbai

ANNEXURE IV

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS		
i)	CIN:-	U67120MH2005PLC155188
ii)	Registration Date -	8 th August, 2005
iii)	Name of the Company -	BSE Limited
iv)	Category / Sub-Category of the Company	Company Limited by shares Indian Non-Government Company
v)	Address of the Registered office and contact details	Floor 25, P J Towers, Dalal Street, Mumbai 400001 Tel No. : +91 022 2272 1233 / 34 Fax No.: +91 022 2272 1003 Email: bse.shareholders@bseindia.com
vi)	Whether listed company	No
vii)	Name, Address and Contact details of Registrar Transfer Agent, if any	Karvy Computershare Private Limited Unit : BSE Limited Selenium Tower B, Plot No. 31 & 32 Gachibowli, financial district, Nanakramguda, Serilingampally, Hyderabad - 500032. Contact Person : Mr. R. Chandra Sekher - Senior Manager Tel No. 91-040-6716 1500 E-Mail ID : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-			
Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Exchange Operation	66110	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Indian Clearing Corporation Limited Address: 25 th Floor, P. J. Towers, Dalal Street, Mumbai 400001	U67120MH2007PLC170358	Wholly Owned Subsidiary	100.00	2(87)
2	Marketplace Technologies Private Limited Address: 25 th Floor, P. J. Towers, Dalal Street, Mumbai 400001	U72200MH2005PTC152920	Wholly Owned Subsidiary	100.00	2(87)

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Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
3	BSE Institute Limited Address: 25 th Floor, P. J. Towers, Dalal Street, Mumbai 400001	U80903MH2010PLC208335	Wholly Owned Subsidiary	100.00	2(87)
4	BSE Investments Limited Address: 25 th Floor, P. J. Towers, Dalal Street, Mumbai 400001	U65990MH2014PLC253680	Wholly Owned Subsidiary	100.00	2(87)
5	Central Depository Services (India) Limited Address: Phiroze Jeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai 400001	U67120MH1997PLC112443	Subsidiary	54.20	2(87)
6	Marketplace Tech Infra Services Private Limited Address: 3 rd Floor, B Wing, Aggarwal Trade Centre, Plot No. 62, Sector-11, C. B. D. Belapur, Navi Mumbai 400614	U72900MH2011PTC213218	Subsidiary (Wholly Owned Subsidiary of Marketplace Technologies Private Limited, referred to at Sr. no. 2)	-	2(87)
7	CDSL Ventures Limited Address: 17 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	U93090MH2006PLC164885	Subsidiary (Wholly Owned Subsidiary of Central Depository Services (India) Limited, referred to at Sr. no. 5)	-	2(87)
8	CDSL Insurance Repository Limited Address: Phiroze Jeejeebhoy Towers, 17 th Floor, Dalal Street, Mumbai 400001	U74120MH2011PLC219665	Subsidiary (Subsidiary of Central Depository Services (India) Limited, referred to at Sr. no. 5)	-	2(87)
9	BSE Skills Limited Address: 25 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400001	U80904MH2014PLC255068	Subsidiary (Wholly Owned Subsidiary of BSE Institute Limited, referred to at Sr. no. 3)	-	2(87)
10	BFSI Sector Skill Council of India Address: 25 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai 400001	U80904MH2011NPL222074	Subsidiary (additional 2.44% of shares held by BSE Institute Limited, referred to at Sr. no. 3)	48.78	2(87)
11	Institutional Investor Advisory Services India Limited Address: 15 th Floor, West Wing, PJ Towers, Dalal Street, Fort, Mumbai 400001	U74990MH2010PLC204788	Associate	30.00	2(6)
12	BOI Shareholding Limited Address: Bank of India House, 4 th Floor, 70/ 80, M. G. Road, Mumbai 400 001	U65990MH1989GOI053462	Associate	49.00	2(6)
13	Asia Index Private Limited Address: 14 th Floor, P. J. Towers, Dalal Street, Fort, Mumbai 400001	U74900MH2013PTC247709	Associate	50.00	2(6)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Share holders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year		
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	0	0	0	0.00	0	0	0	0.00	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other....	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0.00
b) Banks / FI *	7142785	0	7142785	6.88	0	0	0	0	-6.88
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government (s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	5019443	0	5019443	4.84	5019443	0	5019443	4.83	-0.01
g) FIs	9720407	0	9720407	9.36	9720407	0	9720407	9.35	-0.01
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)									
a) FDI	22244404	0	22244404	21.43	22244404	0	22244404	21.40	-0.03
Sub-total (B)(1):-	44127039	0	44127039	42.51	36984254	0	36984254	35.59	-6.92
2. Non-Institutions									
a) Bodies Corporates									
i) Indian	7775353	0	7775353	7.49	8459574	0	8459574	8.14	0.65
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4112691	251	4112942	3.96	4987889	431	4988320	4.80	0.84
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2117263	0	2117263	2.04	2117263	0	2117263	2.04	0.00
c) Other Specify									
i. HUF	454680	0	454680	0.44	467701	0	467701	0.45	0.01
ii. Trust	100	0	100	0.00	100	0	100	0.00	0.00
iii. Non Resident Indians	332492	0	332492	0.32	360192	0	360192	0.35	0.03
iv. Limited liability partnership (LLP)	0	0	0	0.00	27600	0	27600	0.03	0.03
Sub-total (B)(2):-	14792579	251	14792830	14.25	16420319	431	16420750	15.80	1.55
Total Public Shareholding (B)=(B)(1)+(B)(2)	58919618	251	58919869	56.76	53404573	431	53405004	51.39	-5.37
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	58919618	251	58919869	56.76	53404573	431	53405004	51.39	-5.37

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year			
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares
D. Trading Members & Associates of Trading Members								% Change during the
I. Corporate Trading Member	24495630	442000	24937630	24.03	22920377	442000	23362377	22.48
II. Individual Trading Member	8263283	143000	8406283	8.10	7922643	143000	8065643	7.76
III. Trading Member Bank*	0	0	0	0.00	7142785	0	7142785	6.87
IV. Trading Member - NRI	0	130000	130000	0.13	0	130000	130000	0.13
V. Associate Trading Member-Corporate	4568147	0	4568147	4.40	4657160	0	4657160	4.48
VI. Associate Trading Member-Individual	6199062	0	6199062	5.97	6508627	0	6508627	6.26
VII. Associate Trading Member-HUF	105939	0	105939	0.10	125334	0	125334	0.12
VIII. Associate Trading Member - Venture Capital	530842	0	530842	0.51	530842	0	530842	0.51
Sub-total D:	44162903	715000	44877903	43.24	49807768	715000	50522768	48.61
Grand Total (A+B+C+D)	103082521	715251	103797772	100.00	103212341	715431	103927772	100.00

* Three Banks erstwhile shown under "Public" obtained trading membership on the Exchange and hence are classified under Trading Member Category.

ii) Shareholding of Promoters - Not Applicable								
Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			Change in share-holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-

iii) Change in promoters' Shareholding (please specify, if shares is no change) - Not Applicable					
Sr No.		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus Sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-

iv) Shareholding Pattern of top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):					
Sr No		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1)	DEUTSCHE BOERSE AG	5098886	4.91	5098886	4.91
2)	SINGAPORE EXCHANGE LIMITED	5098886	4.91	5098886	4.91
3)	LIFE INSURANCE CORPORATION OF INDIA	5019443	4.83	5019443	4.83
4)	STATE BANK OF INDIA	5019443	4.83	5019443	4.83
5)	GKFF VENTURES	4913863	4.73	4913863	4.73
6)	ACACIA BANYAN PARTNERS LIMITED	4015544	3.87	4015544	3.86
7)	ATTICUS MAURITIUS LTD	4015544	3.87	4015544	3.86
8)	CALDWELL INDIA HOLDINGS INC	4015544	3.87	4015544	3.86
9)	QUANTUM (M) LIMITED	4015544	3.87	4015544	3.86
10)	BAJAJ HOLDINGS AND INVESTMENT LTD	3006796	2.90	3006796	2.89

Note: There is no change in the shareholding of the Top Ten Shareholders during the year 2014-15

v) Shareholding of Directors and Key Managerial Personnel :					
Sr No		Shareholding at the beginning of the year		Comulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus Sweat equity etc.)	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL

V. INDEBTEDNESS				
Indebtedness of the Company Including interest outstanding / accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Shares of Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
i) Addition	NIL	NIL	NIL	NIL
ii) Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
(₹ in lakhs)			
Sr No.	Particulars of Remuneration	Name of MD/WTD/ Manager (Mr. Ashishkumar Chauhan) (MD & CEO)*+	Total Amount
1	Gross salary		
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	280.00	280.00
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.00	3.00
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission	0.00	0.00
	- as % of profit	0.00	0.00
	- others, specify...	0.00	0.00
5	Others, please specify	0.00	0.00
	Total (A)	283.00	283.00
	Ceiling as per the Act (@ 5% of profit calculated under Section 198 of the Companies Act, 2013)	610.00	
* Total Remuneration of MD & CEO stated above is excluding unpaid 50% of total variable pay as per the Securities Contract (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2012,			
+ Excluding employer's contribution to Provident Fund.			

B. REMUNERATION TO OTHER DIRECTORS					
(₹ in lakhs)					
Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount
1	Independent Directors				
	Mr. S. Ramadorai	13.50	0.00	0.00	13.50
	Mr. Sudhakar Rao	13.50	0.00	0.00	13.50
	Mr. Dhirendra Swarup	2.25	0.00	0.00	2.25
	Dr. Sanjiv Misra	8.50	0.00	0.00	8.50
	Dr .K. Kasturirangan	0.00	0.00	0.00	0.00
	Mr. S. H. Kapadia	5.50	0.00	0.00	5.50
	Total (1)	43.25	0.00	0.00	43.25

(₹ in lakhs)					
Sr. No.	Particulars of Remuneration	Fee for attending board / committee meetings	Commission	Others, please specify	Total Amount
2	Other Non-Executive Directors				
	Mr. Thomas Bendixen	4.25	0.00	0.00	4.25
	Mr. Andreas Preuss	0.00	0.00	0.00	0.00
	Mr. Keki Mistry	1.00	0.00	0.00	1.00
	Total (2)	5.25	0.00	0.00	5.25
	Total (1) + (2)	48.50	0.00	0.00	48.50
	Total Managerial Remuneration		0.00	0.00	
	Overall Ceiling as per the Act (@1% of profit calculated under Section 198 of the Companies Act, 2013)				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(₹ in lakhs)				
Sr No	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Nayan Mehta	Ms. Neena Jindal	
		CFO *+	Company Secretary+	Total
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	55.00	26.00	81.00
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.00	0.00	3.00
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- As % of Profit	0.00	0.00	0.00
	- Other specify	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total	58.00	26.00	84.00

* Total Remuneration of CFO stated above is excluding unpaid 50% of total variable pay as per the Securities Contract (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2012,

+ Excluding employer's contribution to Provident Fund.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



Shri Pranab Mukherjee, Hon'ble President of India and Shri S.Ramadorai, Chairman, BSE at the logo unveiling ceremony of SAMMAAN-The CSR Exchange on 29th April, 2015.



Shri S. Ramadorai, Chairman, BSE and Shri Ashishkumar Chauhan, MD & CEO, BSE presenting a cheque worth Rs 1.01 crore to Shri Narendra Modi, Hon'ble Prime Minister of India, for the Swachh Bharat Kosh.

Management Discussion & Analysis

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The industry we operate includes listing of securities and facilitation of trading in securities – from pre-trade order management and risk management, through trading of various assets on its electronic trading platforms and post-trade clearing, settlement and record-keeping services.

The Indian exchange space potentially spans many asset classes – Equities, Equity Derivatives, Currency Derivatives, ETFs, Mutual Funds, Debt, Interest Rate Derivatives, Power Trading and Commodity Derivatives.

Designated regulators like Securities and Exchange Board of India (SEBI), Forward Market Commission (FMC), Central Electricity Regulatory Commission (CERC) etc. regulate Exchanges and other intermediaries in India. India has competing exchanges in most asset classes.

Stock Exchanges are primarily regulated by the Securities and Exchange Board of India (SEBI), with the Reserve Bank of India (RBI) acting as a secondary regulator for certain products. Product classes – equity, equity derivatives, debt products, interest rate derivatives and currency derivatives – are traded on the recognized stock exchanges. Along with the stock exchanges, other Market Infrastructure Institutions (MII) comprise depositories and clearing corporations that conduct the function of holding the traded securities in dematerialized form and providing clearing & settlement services, respectively.

In India, there are 3 Clearing Corporations that exist in exchange clearing space, promoted by three of the Pan-India stock exchanges and 1 clearing corporation in OTC clearing space. There are two depositories, which operate on an inter-operable basis, BSE and NSE hold equity stakes in depository promoted by each of them. SEBI has set up a committee to discuss the issue of interoperability of Clearing Corporations vis-à-vis establishing a single Clearing Corporation and to submit their recommendation on the functional details for the same.

2. OUTLOOK

Despite a number of years of declining equity volumes globally, the outlook for the Indian capital market is still quite positive. If India continues to develop as a resilient growth economy and one of the most attractive emerging markets for investments, then over the medium to long term, investors and higher volume levels will return to the market.

In the long term, given the outlook for continued growth and wealth-creation in India, we continue to believe corporate profits and equity market performance will warrant continued interest from Indian Institutional Investors and Foreign Investors also. Last year was a good year for the Equities Market. A new Government was voted in with a strong mandate to power, which resulted in a buoyant capital market. The outlook for the Indian Equity market looks positive going forward.

Average Daily Turnover (ADTV) in equity segment was up from ₹ 2,078 Crores in 2013-14 to ₹ 3,518 Crores in FY 2014-15



Shri Prashant Saran, WTM, SEBI speaking at the seminar on 'Capital Markets- The Growth Engine' held in BSE on 4th August, 2014.

There is significant scope to increase ownership of ETFs and Mutual Funds in India.

The securities market would continue to be driven by introduction of newer products and services for investment and risk mitigation through better technology.

3. COMPETITIVE STRENGTHS AND OPPORTUNITIES

- **Strong brand recognition**

BSE is Asia's oldest stock exchange, established in 1875. It is one of the most recognizable brand names in India with high levels of recognition among investors, intermediaries and the general public. In addition, the S&P BSE SENSEX, an index based on 30 BSE-listed large, well-established and financially sound companies across key sectors of the Indian economy, serves as the primary global barometer for India's financial markets. It is comparable in recognition to other global indices such as the S&P 500, the Dow Jones Industrial Average, the FTSE 100, the DAX and the Hang Seng Index.

- **Sound corporate governance and regulatory framework**

As a stock exchange, we are subject to a high level of regulatory oversight. We are committed to working with national and international regulators, exchanges, clearing corporations, depositories and market participants to ensure an orderly, informed and fair market for the benefit of investors. We are also committed to strong and effective internal governance and regulation and believe that regulatory integrity benefits investors, strengthens our brand and attracts companies seeking to list securities on our markets. In furtherance of these goals, we have a dedicated surveillance department to keep a close, and daily, watch on the price movement of securities, detect market manipulation, monitor abnormal prices and volumes which are not consistent with normal trading pattern and monitor our members' exposure levels to ensure that defaults do not occur.

- **Financial strength and diversified and stable sources of revenue**

Since our inception, we have maintained a strong financial profile and our financial policy seeks to maintain sufficient financial resources and capabilities to finance the growth of our business and ensure financial flexibility while maintaining strong creditworthiness and liquidity.



Investor Awareness Camp conducted by the Department of Disinvestment – Ministry of Finance held on 27th September 2014.

- **State-of-the-art infrastructure and technology**

We have highly developed electronic systems for entry, trading, clearing and settlement and depository services. We continually seek to improve our core IT capabilities, the reliability and consistency which help to maintain our competitive position. Our members access our online trading platforms through our trader workstation or Intermediate Message Layer ("IML") using multiple connectivity methods including VSATs, VPN, leased lines and internet. Our new BOLT+ System is a fully automated platform with an order server latency of approximately 200 microseconds which also accommodates high frequency traders and is expected to result in an increase in trading volume. During the Q1-2014 (60 trading days), the average number of orders processed on a daily basis was 207 million orders per day and the average number of trades executed was 1.84 million per day for all segments (Equity / Equity Derivatives & Currency Derivatives).

4. THREATS

- **Industry activity levels decline**

The Exchange's performance is dependent upon the volume and value of trades executed on its trading platform, the number of new/further listings and the amount of capital raised through such new/further issues, the number of active traders in the market, etc. While BSE efforts can influence these activity levels, many factors that can have an impact on these are outside the control of the BSE. In particular, adverse macro-economic developments and political uncertainty may dampen the sentiments of the capital markets and negatively affect our business.



Shri Ashishkumar Chauhan, MD & CEO, BSE addressing IAS officers during their visit to BSE.

- **FII participation in Indian markets declines**

Post liberalization, Foreign Institutional Investors (FII) have played a dominant role in generating volumes in the Capital Markets. The level of participation of FIIs in the Indian market is influenced by many developments outside the control of BSE. Policy decisions by exchange industry's regulator could impact the attractiveness (to foreign and domestic market participants) of participating in our markets and thereupon influence our business.

- **Regulatory changes impacts our ability to compete**

The competitive landscape for the securities transactions business in India continues to be challenging. Our ability to compete in this environment and ensure that regulations continue to allow competition on a level playing field will be a major factor in ensuring sustained growth and profitability. Regulatory decisions relating to the exchanges ownership structure, the ownership structure of Indian Clearing Corporation Ltd (ICCL) and Central Depository Services (India) Ltd (CDSL), compensation policies, restrictions on how exchanges distribute their profit and public listing will continue to impact competitiveness. The evolution of the debate on interoperability of Clearing Corporations will have a major impact on the competitive position of the BSE in the future.

As per SEBI regulations, BSE would have to divest its stake in CDSL to 24% by September 2015. In order to enable compliance to the same, BSE plans to divest its stake in CDSL through an open public offer. The Board of CDSL has approved listing of its securities through an IPO in its Board Meeting held on 3rd May, 2014.

5. KEY STRATEGIES

- **Maintain new product innovation and development**

In addition to our ongoing strength in product innovation, we intend to target investors' needs through new product development, such as new indices and index-based products for national and international investors and other new products and services, subject to regulatory approvals.

Currency Derivatives was launched in November 2013, (Currency Futures and Options) and our Market share for FY 2014-15 was 33.86% with 0.66 million lots OI (665 Million USD) as on 31st March 2015.

BSE has launched, Interest Rate Futures, New Debt Segment, SME ITP and a Mutual Fund Distributor platform which allows distributors to become direct members of the Mutual Fund Segment.

- **Strengthen our position as the exchange of choice in India and expand our cross-border reach**

BSE has entered into a strategic partnership with S&P Dow Jones Indices, LLC, USA ("SPDJI") to calculate, disseminate, and license the widely followed suite of BSE Indices. The partnership has culminated in the formation of a new India-based joint venture, Asia Index Pvt. Ltd. which aims at catering to South Asian region as a major operational hub to support clients globally through this Joint Venture.

In co-operation with the BRICS Exchanges Alliance, the S&P BSE SENSEX has been listed for trading of derivatives on the leading stock exchanges in Brazil, Russia, Hong Kong and South Africa besides listing Benchmark Indices of those countries' stock exchanges on BSE, thereby enhancing the international dimension of the BSE and simultaneously giving the local investors greater access and exposure to key international markets. Besides, options and futures based on S&P BSE SENSEX are also listed and traded on Eurex and Dubai Gold and Commodities Exchange (DGCX). We believe that the enhanced ease of trading and access that results from such ventures will strengthen our ability to attract cross-border investors and issuers to our exchange.

The proposed Securities and Exchange Board of India (SEBI) and Forward Market Commission (FMC) merger will create Synergy and provide us an opportunity to enter in to new initiatives like Commodities market.

BSE will establish an International Exchange in GIFT SEZ-IFC, a multi-services Special Economic Zone (SEZ) being developed as India's First International Financial Services Centre (IFSC) by Gujarat International Finance Tec-City Company Ltd (GIFTCL).

BSE signed a memorandum of understanding (MoU) with GIFT SEZ Ltd, a wholly-owned subsidiary of GIFTCL at the Vibrant Gujarat Global Summit. BSE intends to develop an international exchange providing electronic platform for facilitating trading, clearing and settlement of securities, commodities, interest rates, currencies, other classes of assets and derivatives by international investors in GIFT SEZ-IFSC in GIFT City subject to necessary approvals and operating guidelines for international financial centre.

- **Focus on increasing our market share of derivative products.**

We actively evaluate products and asset classes outside our traditional focus areas in order to diversify our revenue sources. By doing so, we seek to continue to attract market participants and issuers and capture a significant revenue potential that comes with a broader product line, particularly derivative products.

- **Maintain best-in-class platform infrastructure**

The Exchange launched trading of the currency derivatives segment on its new trading platform through its BOLT Plus software. The Currency Derivatives launch was followed by the Interest Rate Futures launch on the new trading platform on 28th January, 2014.

BOLT Plus platform is based on T7, the global trading architecture of Deutsche Boerse AG. One of the key features of the new system is a response time of approximately 200 micro seconds which is several times faster than the nearest competition in the domestic market, making it the fastest trading platform in the country today.

With its near 200 microseconds response time and a throughput capacity of 500,000 orders per second, the new platform is faster than any exchange in India by approximately 10 times or more; the throughput capacity is also higher by similar numbers.

The new partnership in the technology sphere has allowed BSE to quickly achieve the highest global standards for speed, reliability and order-handling capacity. It has brought to BSE state-of-the art levels of capacity and latency, already in place at the

International Securities Exchange (ISE) and at Eurex Exchange. By aligning BSE, Eurex Exchange and ISE markets on a common trading infrastructure, IT costs for shared customers would be significantly reduced.

The Exchange migrated its Equity Derivatives Segment to the new platform of BOLT Plus on 8th February, 2014, and the much anticipated Equity Segment on 7th April, 2014.

This is the largest ever seamless technology transformation in India ever attempted in the exchange space, where more than 900 broker members with more than 1,00,000 users have experienced the new BOLT Plus trading system of BSE, simultaneously on the same day. By extension, several lakh users have been able to experience the new trading system and its improved efficiency in orders being executed.

More than 50 vendors participated in this mammoth exercise over a period of 6 months to ensure a smooth transition for members and users. Internationally, this is one of the smoothest of all the technology transfers. Due to apprehensions of the technology revamp not working out, the exchanges in India have not attempted to undertake technology changes of this magnitude. BSE has been the first to have taken a call to implement this new technology two years ago and today, it has successfully implemented the technology transfer.

6. RISKS AND CONCERNS

- Our performance is dependent upon the volume and value of trades executed on the trading platform, the number of active traders in the market and the number of new/further listings and the amount of capital raised through such listings.



Shri U K Sinha, Chairman, SEBI along with Shri Ashishkumar Chauhan, MD & CEO, BSE and other dignitaries during the seminar 'Investment Outlook 2014' held at BSE.



Mr. Ashishkumar Chauhan, MD & CEO, BSE interacting with Honb'le Prime Minister of Australia Tony Abbott during the MOU signing ceremony between BSE Institute and two leading Australian universities-University of Western Sydney and Deakin University.

- Adverse macro economic conditions could negatively affect our business, financial condition and results of operations.
- Our industry is highly competitive and we compete globally with a broad range of market participants for listings, clearing, trading and settlement volumes.
- We operate in a business environment that continues to experience significant and rapid technological change.
- We operate in a highly regulated industry and may be subject to censures, fines and other legal proceedings if we fail to comply with our legal and regulatory obligations. Changes in government policies could adversely affect trading volumes of instruments traded on our exchange.
- The continuation or recurrence of systemic events such as the global economic crisis, changes in economic policies and the political situation in India or globally may adversely affect our performance.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

BSE Limited identifies a risk based internal audit scope and assesses the inherent risk in the processes and activities of the department within the company and ensures that appropriate risk management limits, control mechanisms and mitigation strategies are in place. The Internal Auditors, via, their internal audit reports, make observations relating to the deficiencies/non-compliance of various audit areas and give suggestions/recommendations and control directives like periodic reconciliation, proper authorizations/approvals, processing controls, segregations of duties, maker – checker approach, etc., so as to mitigate the deficiencies and make the process, procedure, systems

and functions more robust, accountable, reliable and compliant. The observations made by the internal auditors and the compliances thereof are placed before the Audit Committee.

BSE Limited has implemented Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992 (COSO Framework, 1992), and accordingly the COSO based procedures and process manual were prepared establishing interlinkages between departments, defining responsibility, accountability and reporting matrix and control framework of each processes and activities and identified the risks. Internal Auditors refers COSO based process and procedures while performing the internal audit functions.

BSE Limited has further implemented pre-audit of all the major payments made to vendors based on a set criteria. It strives to put in checks and controls like internal approvals, budgetary controls, documentary controls, compliance to statutory requirement, etc.

BSE Limited conducts in-house monitoring of the statutory and regulatory compliances that are important and applicable to the Exchange. We identify and prioritize key compliance issues with the help of an outsourced agency. The compliances and the monitoring thereof are regularly placed before the Audit Committee.

The processes and quality management systems of BSE Limited is ISO 9001:2008 accredited with JAS-ANZ. BSE Limited conducts the audits of the processes as required under ISO 9001:2008 and has successfully completed for the fiscal year 2012-13.

The Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. The Committee reviews audit reports submitted by the internal auditors. Suggestions for improvement are considered and the Committee follows up on the implementation of corrective actions. The Committee also meets the Company's statutory auditors to ascertain, inter alia, their views on the adequacy of internal control systems in the Company.

8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

We have been hiring talent – experienced and new from leading Business Schools since last few years. Our focus is on matching skills and expertise to the roles to enhance employee satisfaction.

The Employee Relations scenario was also satisfactory during the year. We have an internal union representing clerical and sub-staff.

Human Capital:

Recognizing the growing importance of talent in driving success of the organisation and changing dynamics of the business, we have built a talent pool of around 300 professionals with ideal mix of experienced and youth.

Training & Development:

Knowledge updation of employees is taken care by regularly sending them for various public seminars and in-house training sessions as well. The in-house training is imparted through 100% subsidiary company BSE Institute Limited. The eminent professionals from Capital Market and industry help the employees to upgrade their skills.

9. FINANCIAL PERFORMANCE

(₹ in Lakh)

Particulars	Year Ending Mar 31, 2015	Year Ending Mar 31, 2014	Variance (%)
A. Income			
- Securities Services	18,046	14,332	26%
- Services to Corporate	10,539	5914	78%
- Investments & Deposits	27,576	26,219	5%
- Data Dissemination Fees	2,210	2,041	8%
- Training Institute	1,023	984	4%
- Software Services	505	642	-21%
- Other Income	2,576	2,850	-10%
Total Income	62,475	52,982	18%
B. Expenses			
- Employee Cost	10,307	8,784	17%
- Computer Technology Related Expenses	7,042	6,445	9%
- Administration & Other Expenses	12,016	9,008	33%
Total Expenses	29,365	24,237	21%
C. EBITDA	33,110	28,745	15%
EBITDA Margin	53%	54%	-1%

Particulars	Year Ending Mar 31, 2015	Year Ending Mar 31, 2014	Variance (%)
Depreciation & Amortization	5,877	3,235	82%
Finance Cost	66	38	74%
D. Profit before Prior Period Items, Exceptional Items and Extraordinary items and tax	27,167	25,472	7%
Exceptional Items & Extraordinary Items	5,075	6,044	-16%
E. Profit before tax	22,092	19,428	14%
Provision for taxes	4,378	3,427	28%
F. Profit after tax and before share of Associate	17,714	16,001	11%
Share of Minority Interest	2,133	2,441	-13%
Share of Loss of Associate	28	41	-32%
G. Net Profit After Tax	15,553	13,519	15%
Net Margin	25%	26%	
Effective Tax Rate	20%	18%	



Shri Ashishkumar Chauhan, MD & CEO, BSE along with Shri R K Agarwal, WTM, SEBI and other dignitaries during the 'Seminar on Issues affecting Stock Broking Industry'.



Shri Ashishkumar Chauhan, MD & CEO, BSE along with the editorial team of CNBC TV18 during their 15th Foundation Year celebrations.

A. Income:

(₹ in Lakh)

Particulars	Year Ending Mar 31, 2015	% of Total Income	% Growth	Year Ending Mar 31, 2014	% of Total Income
Securities Services	18,046	29%	26%	14,332	27%
Services to Corporates	10,539	17%	78%	5,914	11%
Data Dissemination Fees	2,210	4%	8%	2,041	4%
Investment Income	27,576	44%	5%	26,219	49%
Other Income	4,104	7%	-8%	4,476	8%
Total Income	62,475		18%	52,982	

BSE's Consolidated Total Income has increased by 18% year-on-year to ₹ 62,475 lakhs (FY 2013-14: ₹ 52,982 lakhs). This increase in total income is primarily attributable to 72% increase in transaction charges to 5,049 lakhs (FY 2013-14: ₹ 2,940 lakhs). The increase in Transaction Charges is mainly on account of increase in Average Daily Turnover in Equity Segment to ₹3,518 Crores in FY15 from ₹ 2,078 Crores in FY14. Depository income increased by 20% to ₹ 10,455 lakhs (FY 2013-14: ₹ 8,706 lakhs). Income from Services to Corporates have increased by 78% to ₹ 10,539 lakhs (FY 2013-14: ₹ 5,914 lakhs), mainly due to increase in listing fees.

B. Expenses:

(₹ in Lakh)

Particulars	Year Ending Mar 31, 2015	% of Total Income	% Growth	Year Ending Mar 31, 2014	% of Total Income
Employee Benefit Expenses	10,307	16%	17%	8,784	17%
Computer Technology Related Expenses	7,042	11%	9%	6,445	12%
Regulatory Fees	2,931	5%	44%	2,029	4%
Legal Fees	582	1%	42%	410	1%
Professional Fees	989	2%	32%	752	1%
Electricity Charges	1,488	2%	30%	1,144	2%
Repairs & Maintenance	738	1%	8%	682	1%
Travelling Expenses	558	1%	48%	376	1%
Rent	487	1%	27%	384	1%
Others	4,243	7%	31%	3,231	6%
Depreciation	5,877	9%	82%	3,235	6%
Interest	66	-	74%	38	-
Exceptional Items & Extraordinary items	5,075	8%	-16%	6,044	11%
Total Expenses	40,383	65%	20%	33,554	63%

BSE's Consolidated Total Expenses has increased by 20% year-on-year to ₹ 40,383 lakhs (FY 2013-14: ₹ 33,554 lakhs). The increase is mainly due to a 17% increase in Employee cost by ₹ 1,523 lakhs to ₹ 10,307 lakhs in FY 15 from ₹ 8,784 Lakhs in FY14.

Also there is an increase in Computer Technology Related Expenses by 9% from ₹ 6,445 lakhs to ₹ 7,042 lakhs. The increase is mainly due to annual maintenance cost for New Technology Architecture which went live in Nov - 2013.

A Provision for bad and doubtful debts has been made for ₹ 158 lakhs in FY 2014-15. It includes 114 lakhs provided by Central Depository Services (India) Limited. The provision in the books of BSE accounts for ₹ 18 lakhs has been made on the basis of the Debtors Provisioning Policy as approved by the Board.

A Contribution to the Investor's Protection Fund has been made by the BSE Group of an amount of ₹ 1,291 lakhs, including ₹ 1,235 lakhs by CDSL. This is as per SECC Guidelines applicable from FY 2012-13 onwards which requires contribution of 25% of profits to the Investor's Protection Fund.

Depreciation and amortisation increased from ₹ 3,235 lakh (6% of revenue) in FY 2013-14 to ₹ 5,877 lakh (9% of revenue) in FY 2014-15. The increase was, mainly attributable to the initialization of Disaster Recovery Site in Hyderabad and goodwill on amalgamation.

During FY 2014-15, BSE and BOISL, introduced a voluntary Retirement Scheme. An amount of ₹ 1,432 Lakhs was incurred during the FY 2014-15. Out of the above BSE paid ₹ 1,277 Lakhs to the employees.

A. EQUITY AND LIABILITIES

(₹ in Lakh)

Particulars	As at Mar 31, 2015	As at Mar 31, 2014
EQUITIES AND LIABILITIES		
Shareholders' Funds	257,215	237,640
Share Application Money	1	1
Minority Interest	19,864	18,754
Non-Current Liabilities	7,099	7,095
Current Liabilities	1,35,556	143,601
Total	419,735	407,091
ASSETS		
Goodwill on Consolidation	8,504	8,504
Non-Current Assets	1,67,346	1,35,113
Current Assets	243,885	263,474
Total	419,735	407,091

The paid up equity share capital of the Exchange rose from ₹ 1,038 lakhs (representing ₹ 103,797,772 shares of the face value of 1 each), as on 31st March, 2014 to ₹ 1,039 lakhs (representing 103,927,772 shares of the face value of ₹1 each) as on 31st March, 2015. The increase is on account of allotment of 130,000 equity shares including bonus shares to a member of the Exchange. Further during FY 2014-15, 34,28,571 Equity shares of ₹ 1 each to be issued as fully paid-up pursuant to merger of United Stock Exchange India Limited with the Company under the scheme of amalgamation without the payment being received in cash.

Further, the consolidated net worth of BSE has risen from ₹ 2,37,640 lakhs to ₹ 2,57,215 lakhs.

Total Long-term Liabilities and Current Liabilities decreased by ₹8,041 lakhs to ₹ 1,42,655 lakhs (FY 2013-14: 1,50,696 lakhs) as follows –

(₹ in Lakh)

Particulars	FY 2014-15		FY 2013-14	
	Long Term	Current	Long Term	Current
Deposits & Margins from Members	1,900	28,313	3,100	43,344
Other Security Deposits Received	3,918	3,870	2,266	1,451
Deposits from Clearing Banks	-	13,801	-	13,801
Settlement Obligations Payable	-	30,362	-	36,458
Earmarked Liabilities	-	24,024	-	22,128
Unsecured Loans	356	-	131	-
Trade Payables	339	5,805	347	4,695
Provision for Dividend & Other Taxes	267	7,477	959	5,286
Others	319	21,904	292	16,438
TOTAL	7,099	1,35,556	7,095	143,601

The decrease in total long term liabilities and current liabilities was primarily on account of (a) decrease in deposit and margins from members by ₹ 16,231 lakhs, (b) decrease in settlement obligation payable by ₹6,096 lakhs, offset by increase in Other Liabilities by ₹5,493 lakhs (c) increase in other security deposits payable by ₹ 4,071 lakhs (d) increase in Earmarked Liabilities by ₹ 1,896 lakhs (e) increase in proposed dividend and other taxes by ₹ 1,499 lakhs (f) increase in Trade Payables by ₹ 1,102 lakhs (g) increase in unsecured loan of ₹ 225 lakhs taken by Asia Index Private Limited from Capital IQ Information System (India) Private Limited.



Shri V. Balasubramaniam, Chief Business Officer, BSE along with other dignitaries during the Investor Awareness Camp held at BSE conducted by the Department of Disinvestment – Ministry of Finance.



Shri Kirit Somaiya, Member of Parliament, Lok Sabha with officials from BSE and other dignitaries during his visit to BSE.

B. ASSETS

Non-current Assets and Current Assets has increased by ₹12,644 lakhs to ₹419,735 lakhs (FY 2013-14: ₹407,091 lakhs) as follows:

(₹ in Lakh)

Particulars	FY 2014-15		FY 2013-14	
	Long Term	Current	Long Term	Current
Fixed Assets incl. Capital Work in Progress	25,423	-	22,421	-
Investments and Cash & Bank Balances	141,023	2,31,843	112,523	253,056
Loans & Advances	8,563	2,470	7,906	1,688
Trade Receivables	-	3,600	-	3,443
Others	841	5,972	767	5,287
TOTAL	1,75,850	2,43,885	1,43,617	263,474

The increase in non-current and current assets was primarily on account of increase in Investments and Cash & Bank Balances by ₹7,287 lakhs to ₹3,72,866 lakhs (FY 2013-14: ₹365,579 lakhs)

C. CASH FLOW

(₹ in Lakh)

Particulars	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Net Cash Generated from / (Used in):		
Operating Activities	(18,222)	15,129
Investing Activities	13,595	(2,068)
Financing Activities	(7,013)	(30,288)
Net increase / (decrease) in cash & cash equivalents	(11,640)	(17,227)
Cash & Cash Equivalents at the end of the year	6,679	17,149
Cash and Cash Equivalents at the beginning of the year	18,052	34,376
Cash and Cash Equivalents acquired from amalgamation	267	-

The Profit before Tax for FY 2014-15 is ₹22,092 lakhs. Considering depreciation, non-cash items and other non-operating income, the operating gain before working capital changes is ₹1,554 lakhs. After taking into effect changes in working capital and taxes paid, the net cash used in Operating Activities during financial year 2014-15 is ₹18,222 lakhs.

The cash generated from Investing Activities of ₹13,595 lakhs in financial year 2014-15. It is primarily due to income from investments ₹25,858 lakhs and adjusted by addition of fixed deposit ₹226 lakhs. Of the same, ₹4,908 lakhs was invested in non-current and current investments and ₹7,165 lakhs was invested in fixed assets. This has resulted in net cash generation of ₹13,595 lakhs from investing activities.

Cash used in Financing Activities in the financial year 2014-15 was ₹7,013 lakhs. It is primarily on account of payment of Dividend & tax on dividend ₹6,096 lakhs & also repayment of member's deposit of ₹1,200 lakhs.

SEGMENT-WISE REPORTING

BSE's consolidated results are reportable under 2 business segments viz. Stock Exchange Operations and Depository Services. The remaining operations do not meet the thresholds for reporting separate segment information under Accounting Standard AS-17 on Segment Reporting. Segment-wise revenue and results are provided in this section.

(₹ in Lakh)

Particulars	For the Year ended March 31, 2015	For the Year ended March 31, 2014
Segment Revenue		
(a) Stock Exchange Activity		
(i) Operations	28,780	21,474
(ii) Related Activities Treasury	17,658	15,476
(b) Depository Activity	12,589	12,071
Total Segment Revenue	59,027	49,021
Segment Results		
(a) Stock Exchange Activity		
(i) Operations	2,724	(339)
(ii) Related Activities Treasury	17,542	15,347
(b) Depository Activity	7,267	6,986
Total Segment Results	27,533	21,994



Shri Manoj Joshi, Joint Secretary, Ministry of Finance, Govt. of India and Shri Ashishkumar Chauhan MD & CEO, BSE addressing the SME Roundtable Conference held on 9th April, 2014 at BSE.

MATERIAL DEVELOPMENTS AFTER BALANCE SHEET DATE

The Hon'ble High Court of Bombay has passed the order dated 24th April, 2015 approving the merger of USE with BSE and the authenticated copy of the Court order has been filed with Registrar of Companies on 14th May, 2015 to give effect to the merger. Since the appointed date under the scheme of amalgamation of USE with BSE is 1st April, 2014 the effect of the merger of USE with BSE has been given in the financials statement for the year ended 31st March, 2015.



Shri Ashishkumar Chauhan, MD & CEO, BSE demonstrating the superior BSE technology to Shri Jayant Sinha, Hon'ble Minister of State, Finance, Govt. of India on 13th June, 2014.



Shri Ashishkumar Chauhan, MD & CEO, BSE interacting with Shri Arun Jaitley, Hon'ble Minister of Finance, Corporate Affairs, Information and Broadcasting, Govt. of India during the National Seminar on Indian Financial Code recommended by FSLRC on Saturday, 29th November, 2014.



Shri Ashishkumar Chauhan, MD & CEO, BSE; Shri S Ramadorai, Chairman, BSE; Shri CH. Vidyasagar Rao, Hon'ble Governor of Maharashtra;
Shri U. K. Sinha, Chairman, Securities and Exchange Board of India; Shri R. K. Agarwal, Whole Time Member, Securities and Exchange Board of India
present on the dais during the Cyber Security & Resilience Conference on Wednesday, 8th April, 2014.

Report on Corporate Governance

BSE Limited (the Exchange) is a Public Limited Company, the securities of which are not listed on any stock exchange. However pursuant to Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations 2012"), Corporate Governance norms as specified for listed companies shall mutatis mutandis apply to a recognised stock exchange.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Exchange has been practicing the principles of good corporate governance since inception. It has been striving to improve them continuously by setting its standard in line with the best corporate governance practices in the world. Good governance practices stem from the culture and mindset of the organization. It is therefore not merely about enacting regulations and procedures but also about establishing an environment of trust and confidence among various stakeholders. Corporate Governance is about commitment to values, ethical business conduct and transparency thus ensuring honest and professional business practices.

The Exchange being a company incorporated under the Companies Act, 1956 (the Act) and a premier exchange of the country, has special nature of functions to perform. While as a public limited company, it has its obligations towards all its stakeholders, as a self-regulatory organisation catering to about 5,000 companies whose securities are listed on the Exchange, it has its own commitments and responsibilities. Thus it is required to strike a fine balance between the compliance of various guidelines and circulars issued by SEBI and the expectations of listed companies and millions of investors who view the Exchange as a catalyst for wealth creation for the Nation.

2. BOARD OF DIRECTORS

The Exchange is managed exclusively by and under the directions of the Board of Directors. The composition of the Board is governed by applicable laws, rules, regulations and circulars and guidelines issued by SEBI from time to time.

3. THE BOARD COMPOSITION

The Board consists of Eight (8) Directors, out of which Six (6) are Public Interest Directors and One (1) is a Shareholder Director, besides the Managing Director & CEO.

A. Chairman

1. Mr. S. Ramadorai (Public Interest Director)

B. Managing Director & CEO

2. Mr. Ashishkumar Chauhan

C. Public Interest Directors:

3. Dr. Sanjiv Misra
4. Mr. Sudhakar Rao
5. Mr. S.H. Kapadia
6. Mr. Dharendra Swarup
7. Dr. Krishnaswamy Kasturirangan

D. Shareholder Directors:

8. Mr. Thomas Lars Bendixen (Deutsche Boerse AG)

Directors' Profile

A. Chairman

➤ **Mr. S. Ramadorai**, (DIN 00000002) holds a Bachelors Degree in Physics from Delhi University, a Bachelor of Engineering degree in Electronics and Telecommunications from the Indian Institute of Science, Bangalore and also a Masters degree in Computer Science from the University of California-UCLA (USA). In 1993, he attended the Sloan School of Management's highly acclaimed Senior Executive Development program.

Mr. Ramadorai has been in public service since February 2011 and is currently the Chairman of National Skill Development Agency (NSDA) in the rank of a Cabinet Minister. He is also Chairman of the National Skill Development Corporation (NSDC), a Public Private Partnership arm of the

Government of India for creating large, for profit vocational institutions. In February, 2011 he had been appointed as an Advisor to the Prime Minister in the National Council on Skill Development, in the rank of Cabinet Minister. However in June 2013, the Council was subsumed into the National Skill Development Agency (NSDA).

He is on the board of various companies including Air Asia (India) Private Limited, Hindustan Unilever Limited, Asian Paints Limited and Piramal Enterprises Limited.

He also serves as the Chairman on the Council of Management at the National Institute of Advanced Studies (NIAS) and the Chairman of the Governing Board at the Tata Institute of Social Sciences (TISS). He is also the President of the society for Rehabilitation of Crippled Children (SRCC) – which is building a super speciality children's hospital in Mumbai.

Mr. Ramadorai is a well recognized global leader and technocrat who has actively participated in the Indian IT journey from its inception in 1960's to a mature industry today. He recently retired as the Vice-Chairman of Tata Consultancy Services Limited, a company he has been associated with, for 42 years. In recognition of his commitment and dedication to the IT industry, he was awarded the Padma Bhushan (India's third highest civilian honour) in January 2006. In April 2009, he was awarded the CBE (Commander of the Order of the British Empire) by Her Majesty Queen Elizabeth II for his contribution to Indo- British economic relations.

B. Managing Director & CEO

Mr. Ashishkumar Chauhan, (DIN 00898469) currently works as the MD and CEO of BSE Limited, the first stock exchange of India. BSE is ranked as the largest exchange in the world in terms of number of stocks listed.

Mr. Chauhan has been given the Distinguished Alumnus Award for the year 2014 by his alma mater, Indian Institute of Technology, Bombay. In 2014, he has also received the best CEO in the Financial Markets in the Asia Pacific by the Asian Banker. He has been ranked amongst the 60 most influential Gujaratis in the world for last 2 consecutive years by Chitralekha, the largest selling Gujarati magazine. He was also ranked amongst the top 50 Chief Information Officer (CIO) by several magazines and institutions between 2005 and 2009 including CIO Magazine US, Information Week, US etc.

Mr. Chauhan is best known as the father of modern financial derivatives in India. He was part of a small

team of 5 people selected from IDBI to set up National Stock Exchange (NSE). At NSE, he set up the first commercial satellite network, initial technology platform, Nifty index, NSE's certification in financial markets (NCFM), listing, derivatives markets etc. At BSE, he has been responsible to bring the fastest trading system in India with 200 microseconds response time. In addition, he has also been responsible for revamping of BSE, bringing equity, currency and interest rate derivatives to BSE, introducing mobile trading system in India and several other achievements.

Mr. Chauhan is considered as one of the foremost experts in financial market policies, microstructure, Information technology, organized retail, telecommunications, Indian social issues, cricket etc. He also worked as the CEO of a cricket team in its formative years – Mumbai Indians in addition to his role as the President and CIO of Reliance group.

He currently serves on the Board of Indian Clearing Corporation Limited, Central Depository Services (India) Limited, BSE Institute Limited and Marketplace Technologies Limited. He is also a member of the Board of Governors of IIIT D&M, Jabalpur. He also serves as the Chairman of the Advisory Committee on Technology of FMC, member of several SEBI committees (including Primary Market Advisory Committee and Secondary Market Advisory Committee), Technical Advisory Committee (TAC) on Money, Foreign Exchange and Government Securities Markets of RBI and has served on various other government and regulatory committees; CBDT and FMC, among others in the past. He is a member of the UK-India Financial Partnership constituted by the Ministry of Finance, Government of India. He is a member of the National Executive Committee and the Capital Markets Committee of FICCI as well as FICCI's Inclusive Governance Council, National Committee on Capital Markets and National Council on Financial Sector Development of CII. He also serves on the managing committee of Indian Merchants Chamber. He is on the International Leadership Council of Ryerson Futures, an accelerator program that selects and assembles top technology based startups globally. He is also a distinguished visiting professor at the Ryerson University in Toronto, Canada.

He and his writings have been quoted in various magazines, newspapers and other media - worldwide over last 2 decades.

Mr. Chauhan holds a B.Tech in Mechanical Engineering from IIT Bombay and PGDM from IIM Calcutta.

C. Public Interest Directors

- **Dr. Sanjiv Misra**, (DIN 03075797) superannuated from the Indian Administrative Service (IAS) in March 2008. An alumnus of St. Stephen's College, Delhi and the Delhi School of Economics, Dr. Misra obtained his M.P.A. degree from the John F. Kennedy School of Government, Harvard University, U.S.A. and Ph.D from the Jawaharlal Nehru University (JNU), New Delhi. He combines a strong academic background with wide policy experience at the highest levels in the federal government. Dr. Misra is a former member of the 13th Finance Commission, a constitutional position with the rank and status of a Minister of State, Union of India. Prior to joining the Finance Commission, Dr. Misra served in the federal government in various key positions, including Secretary to the Government of India, Department of Expenditure and the Department of Disinvestment in the Ministry of Finance. He has traveled extensively and represented India in various international conferences, seminars and negotiations.

Dr. Misra was conferred the prestigious Lucius N Littauer Fellow Award of 1987 at Harvard University in recognition of exceptional intellectual strength and leadership qualities.

He is currently the non-executive Chairman of Axis Bank Limited and an independent Director on the Boards of Hindustan Unilever Limited and Akzo Nobel India Limited.

- **Mr. Sudhakar Rao**, (DIN 00267211) is a retired Indian Administrative Service (IAS) Officer. He holds a Master's degree in Economics from the Delhi School of Economics and a Master's degree in Public Administration from the Kennedy School of Government, Harvard University. He served the Government of India on various key positions including Deputy Secretary in the Department of Economic Affairs, Ministry of Finance, Director in the Prime Minister's office dealing with policy matters covering social sectors, Joint Secretary in the Ministry of Power and Minister (Economic) in the Embassy of India in Washington. At the state level, he has held various assignments including Chairman and Managing Director of the Karnataka Urban Infrastructure Development and Finance Corporation (KUIDFC), Principal Secretary, Finance; Principal Secretary, Home; Principal Secretary to the Chief Minister of Karnataka; and Chief Secretary to the Government of Karnataka. On retirement he was appointed as a Member of the Public Enterprises Selection Board, Government of India from which post he resigned in October, 2010, to

pursue other engagements. He was awarded the Rajyotsava Award, under the public service category by the Government of Karnataka on 1st November, 2010. He serves on the Board of various Companies such as CMC Limited, L&T Infrastructure Development Projects Limited, United Spirits Limited and also serves as a member of the Board of Management of the Manipal University, Jaipur. He is also a member of the Board of Directors of the Public Affairs Centre, Bengaluru.

- **Mr. S.H. Kapadia**, (DIN 06481346) retired as Chief Justice of India on 29th September 2012. He was elevated to the bench of Supreme Court of India on 18th December, 2003 wherein he dealt with matters under SEBI Act, 1992, Companies Act, 1956, RBI Act, Mergers & Acquisitions, Banking Regulation Act, Taxation, Information Technology and validity of Indian Accounting Standards.

Prior to his role as Chief Justice of India, he also served as Chief Justice of Uttaranchal High Court, Additional and Permanent Judge of the Bombay High Court, Judge of the Special Court (Trial of Offences Relating to Transactions in Securities) Act, 1992, Judge of Special Court dealing in matters related to Accounts and Finances of Banks and Financial Institutions.

- **Mr. Dharendra Swarup**, (DIN 02878434) has over four decades of experience across Finance, Budgeting, Public Debt Management, Public Policy and Pension Reforms. A former Chairman of Pension Funds Regulatory and Development Authority, he has been a career civil servant retiring as Secretary to the Government of India, Ministry of Finance.

Mr. Swarup was Chairman of the Cash and Debt Management Committee of the Reserve Bank of India from 2000 to 2003. He was the government nominee Director on the Board of SEBI for 3 years and on a Public Sector Bank for 5 years. He was also Member-Convener, Financial Sector Legislative Reforms Commission - FSLRC (2011-2013). He is one of the main authors of the Fiscal Responsibility and Budget Management (FRBM) Act. Mr Swarup was Member-Secretary of the Financial Sector Legislative Reforms Commission (2011-13) which, inter alia, recommended an Indian Financial Code applicable to the entire financial sector. He is currently Chairman of the Public Debt Management Agency task force set up by the Ministry of Finance.

Mr. Swarup is an IMF expert on fiscal affairs and has worked in UK, Turkey and Georgia.

- **Dr. Krishnaswamy Kasturirangan**, (DIN 01749241) took his Bachelor of Science with Honours and Master of Science in Physics from Bombay University and received his Doctorate in Experimental High Energy Astronomy in 1971 while working at the Physical Research Laboratory, Ahmedabad. He was Member (Science) in the Planning Commission, Government of India (since July 2009 to April 2014). He is presently the Chancellor of Jawaharlal Nehru University (JNU) (from March, 2012). He is an Honorary Professor of Physics at the Physical Research Laboratory, Ahmedabad and also at the Jawaharlal Nehru Centre for Advanced Research, Bangalore and is INAE Satish Dhawan Chair of Engineering Eminence at the National Institute of Advanced Studies, Bangalore. Earlier, he was Director of the National Institute of Advanced Studies (2004-2009) and also a Member of Upper House (Rajya Sabha) of the Indian Parliament (2003-2009). For over 9 years until 2003, Dr. Kasturirangan steered the Indian Space programme as Chairman of the Indian Space Research Organisation. Under his leadership, the programme witnessed several major milestones including the successful launching and operationalisation of the India's prestigious satellite launch vehicles, viz., the Polar Satellite Launch Vehicle and the Geosynchronous Satellite Launch Vehicle; the development and launching of some of the world's best civilian remote sensing satellites, IRS-1C and 1D; new generation INSAT communication satellites and the ocean observation satellites, IRS-P3/P4. He laid the foundation for the ASTROSAT satellite project and conceptualized the moon mission, Chandrayaan-1, steering it to the stage of approval by the Government. As an Astrophysicist, his interest includes research in high energy X-ray and gamma ray astronomy as well as optical astronomy. He has made extensive and significant contributions to studies of Cosmic x-ray and gamma ray sources and effect of cosmic x-rays in the lower atmosphere.

Dr. Kasturirangan is a Member of the International Academy of Astronautics and served as its Vice President. He is a Member of the International Astronomical Union and a Fellow of Third World Academy of Sciences (TWAS). He is a Fellow of Indian Academy of Sciences and served as its President during 2001-03. He is a Fellow of Indian National Academy of Engineering and was its President during 2005-06. He was also General President of the Indian Science Congress for the years 2002-2003. Besides, he is 'Honorary Professor for Life' of the University of Delhi, Fellow of the Indian National Science Academy and Fellow and

the President of the National Academy of Sciences, India. He is Honorary Fellow of the Cardiff University, UK and Academician of the Pontifical Academy of Sciences, Vatican City.

He has won several awards which include "Brock Medal" of International Society of Photogrammetry and Remote Sensing (2004); "Allan D Emil Memorial Award" of the International Astronautical Federation (2004); "Lifetime Achievement Award" of Asia-Pacific Satellite communications Council, Singapore (2005); "Theodore Von Karman Award" by International Academy of Astronautics (IAA), France (2007); "Shanti Swarup Bhatnagar Award" in Engineering (1983); "Goyal Award" by Goyal Foundation (1997); Aryabhata Medal by Indian National Science Academy (2000); "GM Modi Award" by GM Modi Science Foundation (2002); "Aryabhata Award" of Astronautical Society of India (2003); "Asutosh Mookerjee Memorial Award" by the Indian Science Congress (2004); Award of "Jewel of Ruia", Ruia College Alumni Association (2007); "Maharana Udai Singh Award" by Maharana of Mewar Charitable Foundation (2008); Rajayogindra Award, Maharaja of Mysore (2008); "ISRO Life Time Achievement Award" instituted by Indian Space Research Organisation (2008); Vikram Sarabhai Memorial Gold Medal, Indian Science Congress (2009), Karnataka Rajyotsava Award (2014).

He has been conferred the Award of "Officer of the Legion d'honneur" by the President of the French Republic and also honoured with the highest Indian civilian awards, viz., "Padma Shri", "Padma Bhushan" and "Padma Vibhushan" by the President of India.

D. Shareholder Directors

- **Mr. Thomas Bendixen**, (DIN 03595996) is a member of the Executive Office of Eurex Frankfurt AG for the areas of strategy and exchange cooperations. Mr. Thomas Bendixen represents Deutsche Boerse AG in the working committee of the World Federation of Exchanges. He is also a member of the board of the GMEX Group in the UK.

Prior positions include ISE Inc in New York between 2003-2009 where he was Corporate Initiatives Officer since 2006, OMX Transaction NA where he was CEO between 2000-2002 and Swedgiro AB where he was CEO between 1995 – 2000. During the period 1986-1995 he was corporate legal counsel of OMX AB in Stockholm. Thomas Bendixen holds a Masters (LLM) degree in Law and Economics from the University of Stockholm and completed the Insead International Executive Program in January 2000.

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The name and category of Director on the Board and the number of Directorships held by them in other Companies are given below.

Name of the Director	Category *	No. of Board Meetings during the financial year 2014-15		Whether attended the AGM held on 1 st August, 2014	No. of Directorships in other Indian public companies as on 31 st March, 2015 **	Number of shares held as on 31 st March, 2015	Number of Committee positions held in other public companies ***	
		Held	Attended				Chairman	Member
Mr. S. Ramadorai	Chairman	5	5	YES	7	NIL	0	3
Mr. Ashishkumar Chauhan	Managing Director & CEO	5	5	YES	4	NIL	NIL	2
Mr. Sudhakar Rao	Public Interest Director	5	5	YES	7	NIL	2	5
Dr. Sanjiv Misra	Public Interest Director	5	4	YES	3	NIL	1	1
Mr. S.H. Kapadia	Public Interest Director	5	5	YES	NIL	NIL	NIL	NIL
Dr. K. Kasturirangan ¹	Public Interest Director	1	NIL	N.A	NIL	NIL	NIL	NIL
Mr. Dharendra Swarup ²	Public Interest Director	2	2	N.A	3	NIL	1	3
Mr. Thomas Lars Bendixen	Shareholder Director ³	3	3	N.A.	NIL	NIL	NIL	NIL
	Alternate Director to Mr. Andreas Preuss ⁴	1	1	N.A	N.A.	N.A.	N.A.	N.A.
Mr. Keki M. Mistry ⁵	Shareholder Director	2	1	NO	N.A.	N.A.	N.A.	N.A.
Mr. Andreas Preuss ⁶	Shareholder Director	—	—	N.A.	N.A.	N.A.	N.A.	N.A.

* All directors except Mr. Ashishkumar Chauhan, MD & CEO are non-executive Directors

** Excluding directorship in Indian Private Companies and Companies Incorporated outside India

*** Memberships/ Chairmanships of only the Audit Committee and Stakeholders' Relationship Committee of all Public Companies have been considered.

1. Appointed as Public Interest Director with effect from 23rd January, 2015.

2. Appointed as Public Interest Director with effect from 3rd November, 2014.

3. Appointed as Shareholder Director with effect from 25th September, 2014.

4. Ceased to be Alternate Director to Mr. Andreas Preuss with effect from 20th June, 2014.

5. Ceased to be Shareholder Director with effect from 14th August, 2014.

6. Ceased to be Shareholder Director with effect from 1st August, 2014.

4. BOARD MEETINGS HELD DURING THE YEAR

5 (Five) Board meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 14th May, 2014; 1st August, 2014; 20th October, 2014; 20th November, 2014 and 12th February, 2015.

5. CODE OF CONDUCT AND CODE OF ETHICS

The Exchange has a well defined Code of Conduct for its Board of Directors and a Code of Ethics for its Board of Directors and Key Management Personnel, as stipulated by SEBI.

6. COMMITTEES OF THE BOARD

a) Audit Committee

This Committee has been constituted in line with the provisions of Section 177 of the Companies Act, 2013, Regulation 35 of SECC Regulations 2012 and Corporate Governance Norms (Clause 49 of the Listing Agreement).

Terms of Reference of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
5. Reviewing, with the management, the annual financial statements and the auditors' report thereon, before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
6. Reviewing, with the management, the quarterly, financial statements before submission to the board for approval.
7. Reviewing the financial statements, in particular, the investments made by the unlisted subsidiary company.
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
9. To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.
10. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
12. Discussion with internal auditors any significant findings and follow up there on.
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
15. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
16. To review the functioning of the Whistle Blower mechanism.

17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
18. Valuation of undertakings or assets of the Company, wherever it is necessary.
19. Scrutiny of inter-corporate loans and investments.
20. Evaluation of internal financial controls and risk management systems
21. Approval or any subsequent modification of transactions of the company with related parties
22. To appoint a person having such qualifications and experience and registered as a Valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a company or its liabilities.
23. To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law provided that the back-up of the books of account and other books and papers of the company maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a periodic basis.
24. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of Finance Function), representatives of Statutory Auditors and representatives of Internal Auditors to be present at its meeting. The Company Secretary acts as a Secretary to the Audit Committee.

The previous Annual General Meeting of the Company was held on 1st August, 2014 and was attended by the Chairman of the Audit Committee.

Composition, meeting and attendance during the year:

Name	Category	No. of Meetings during the financial year 2014-15	
		Held	Attended
Mr. Dhirendra Swarup ¹ (Chairman)	Non-Executive Public Interest Director (Independent Director)	NA	NA
Dr. Sanjiv Misra ²	Non-Executive Public Interest Director (Independent Director)	4	3
Mr. S. Ramadorai	Non-Executive Public Interest Director (Independent Director)	4	4
Mr. Sudhakar Rao	Non-Executive Public Interest Director (Independent Director)	4	4
Mr. Thomas Bendixen ³	Non-Executive Shareholder Director	NA	NA

¹ Appointed as a Chairman with effect from 5th March, 2015

² Ceased to be Chairman with effect from 5th March, 2015

³ Appointed as member with effect from 5th March, 2015

Four Audit Committee meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 14th May, 2014; 31st July, 2014; 20th November, 2014 and 12th February, 2015.

b) Nomination and Remuneration / Compensation Committee

The Committee is vested with all the necessary powers and authority to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

Terms of Reference of Nomination and Remuneration/Compensation Committee

- 1 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel under Companies Act 2013 and other employees.
- 2 Devising a policy on Board diversity
- 3 Formulation of criteria for evaluation of independent directors and the Board
- 4 Decide on the compensation policy of the Company
- 5 Determine the duration of appointment and compensation payable to Exchange's Managing Director (the "MD"), Whole Time Directors ("WTD")
- 6 Decide on the policy relating to duration of appointment and policy relating to Compensation payable to Key Management Personnel ("KMP") under SECC Regulations, 2012 and Companies Act, 2013 other than MD and decide on policy relating to evaluation of their performance.

Section 178(4) of Companies Act, 2013 - The Nomination and Remuneration Committee shall, while formulating the policy under sub-section (3) ensure that—

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

Key Management Personnel

Sr. No.	Key Managerial Personnel under Companies Act 2013	Key Managerial Personnel under SECC Regulations
1.	MD & CEO	MD & CEO
2.	Chief Financial Officer	Chief Financial Officer

3.	Company Secretary	-
4.	-	Chief Regulatory Officer
5.	-	Chief Business Officer
6.	-	Chief Information Officer

Composition, meeting and attendance during the year:

Name	Category	No. of Meetings during the financial year 2014-15	
		Held	Attended
Mr. Sudhakar Rao ¹ (Chairman)	Non-Executive Public Interest Director	2	2
Mr. S. Ramadorai	Non-Executive Public Interest Director	2	2
Mr. Ashishkumar Chauhan ²	Managing Director & CEO	1	1
Dr. Sanjiv Misra	Non-Executive Public Interest Director	2	1
Mr. Dharendra Swarup ³	Non-Executive Public Interest Director	NA	NA
Mr. Thomas Bendixen ⁴	Non-Executive Shareholder Director	NA	NA
Mr. Keki M. Mistry ⁵	Non-Executive Shareholder Director	NIL	NIL

¹ Appointed as Chairman with effect from 14th May, 2014

² Ceased to be a member with effect from 14th May, .2014

³ Appointed as a member with effect from 5th March, 2015

- ⁴ Appointed as a member with effect from 5th March, 2015
- ⁵ Appointed as a member with effect from 14th May, 2014 and Cease with effect from 14th August, 2014

Two Nomination and Remuneration / Compensation Committee meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 14th May, 2014 and 20th October, 2014.

Remuneration paid to Non-Executive Directors during the year

Name of the Non-Executive Director	Sitting fees (₹ in Lakh)
Mr. S. Ramadorai	13.50
Mr. Sudhakar Rao	13.50
Dr. Sanjiv Misra	8.50
Mr. S.H. Kapadia	5.50
Mr. Dharendra Swarup	2.25
Dr. K. Kasturirangan	0.00
Mr. Thomas Bendixen*	4.25
Mr. Keki Mistry	1.00
Mr. Andreas Preuss	0.00

* sitting fees paid to Deutsche Boerse AG (DB) for the meetings attended by Mr. Thomas Bendixen, as representative of Deutsche Boerse AG

Remuneration paid to Managing Director and Chief Executive Officer

The details of remuneration paid to Managing Director & CEO during the financial year 2014-15 is given in the following table:

Particulars	₹ in Lakh
Basic Salary	78.00
Allowances & Perquisites	142.00
Variable Pay based on performance*	51.00
PF Contribution	9.00
Ex-gratia	11.00
Total	292.00

* Represent 50% payment of total variable pay. As per SEBI Circular on Procedural norms on Recognition, Ownership and Governance for Stock Exchange and Clearing Corporations, 50% of the variable pay will be paid on a deferred basis after three years.

Stock Option: NIL

Appointment of MD & CEO is governed by a service contract for a period of 5 years and a notice period of 3 months.

Policy for selection, appointment and remuneration of Directors, KMPs and other employees.

The Nomination and Remuneration (N&R) Committee has adopted a Policy which, inter alia, deals with the manner of selection of Board of Directors and Managing Director & CEO.

Criteria of selection of Non-Executive Directors

- A director shall possess appropriate skills, experience and knowledge in one or more fields of capital market, banking, finance, regulatory, administration, legal, commercial, science and technology, or other disciplines related to the company's business.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director are qualified for appointment as Directors pursuant to Companies Act 2013 and SECC Regulations, 2012:
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - Qualification, expertise and experience of the Directors in their respective fields;
 - Personal, Professional or business standing;
 - Diversity of the Board.

Remuneration Policy for Directors

In BSE, the Directors i.e. Public interest directors and Shareholder Directors are paid sitting fees for attending the Board and Committee meetings and reimbursement of expenses incurred for attending the meetings as approved by the Board subject to the provisions of the Companies Act 2013 and SECC Regulations, 2012.

Managing Director & Chief Executive Officer

The appointment, reappointment, remuneration payable and variation in terms of appointment are subject to the approval of the Nomination and Remuneration Committee /Board/Shareholders and SEBI pursuant to the provisions of the Companies Act, 2013 and SECC Regulations, 2012.

Senior Management and other employees

Remuneration to Key Managerial Personnel (KMP), Senior Management and all other Officers comprises of Fixed and Variable components. The same are reviewed annually based on the performance appraisal ratings and annual increments on fixed pay and Performance Linked Bonus on variable pay is paid against the individual ratings of all officers. As per the SECC guidelines 50% of the variable pay is payable to KMPs after three years.

c) Stakeholder Relationship / Share Allotment Committee

This Committee has been constituted for allotment of shares of the Exchange issued / to be issued, from time to time and to look into the redressal of shareholder and investors complaints. It is also in line with the prevailing guidelines on corporate governance (i.e. Clause 49 of the Listing Agreement).

Terms of Reference of Stakeholder Relationship / Share Allotment Committee

1. To allot shares/securities from time to time.
2. To consider all matters pertaining to securities, including but not limited to – offer of securities, allotment of securities, issue of securities, crediting of securities in depository system, listing / de-listing of securities on / from stock exchange(s) in India or abroad, transfer of securities, transmission of securities, demat of securities, remat of securities, issue of duplicate securities certificate, consolidation of securities certificates, split of securities certificate and to do all acts required to be done under the applicable rules, regulations and guidelines, from time to time and to consider matters incidental thereto.
3. To monitor the shareholding pattern and related reports on securities.
4. To approve the opening, operations and closure of bank accounts for payment of interest, dividend and issue / redemption of securities and to authorize officials to open, operate and close the said accounts from time to time.

5. To appoint / change and fix the fees and other charges payable to the Registrar and Transfer Agents (RTA) for handling the work relating to securities and to delegate powers to the RTA as may be deemed fit and to monitor all activities of the RTA.
6. To consider and resolve the matters/grievances of shareholders/ investors in regard to the following:
 - transfer of shares
 - non-receipt of dividends
 - non-receipt of shares in demat account
 - non-receipt of annual report
 - any other matter of shareholder / investor grievance
 - to delegate any of the aforesaid matters to Director(s) / official(s) and / or the officials of the RTA, as the Committee may deem fit.

Composition, meeting and attendance during the year:

Name	Category	No. of meetings during the financial year 2014-15	
		Held	Attended
Mr. S. Ramadorai (Chairman)	Non-Executive Public Interest Director	2	2
Mr. Sudhakar Rao	Non-Executive Public Interest Director	2	2
Dr. K. Kasturirangan ¹	Non-Executive Public Interest Director	Nil	Nil
Mr. Ashishkumar Chauhan	Managing Director & CEO	2	2
Mr. Keki Mistry ²	Non-Executive Shareholder Director	1	NIL

¹ Appointed as a member with effect from 5th March, 2015

- ² Ceased to be a member with effect from 14th August, 2014

Two Stakeholder Relationship/Share Allotment Committee meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 31st July, 2014 and 12th February, 2015.

Name and designation of Compliance officer

Mr. Nehal Vora
Chief Regulatory Officer
BSE Limited
25th Floor, P.J.Towers,
Dalal Street, Mumbai 400 001

Details of Shareholders' complaints received and redressed:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
1	82	82	1

d) Independent Directors / Public Interest Directors Committee

The role of Independent Directors / Public Interest Directors Committee is as follows:

Under SECC Regulations, 2012:

During their meetings, the Public Interest Directors shall review the following:

- Status of compliance with SEBI letters/ circulars.
- Review the functioning of regulatory departments including the adequacy of resources dedicated to regulatory functions.
- The public interest directors shall prepare a report on the working of the other committees where they are also the members. The report shall be circulated to the other public interest directors.
- A consolidated report shall then be submitted to the Governing Board of the stock exchange.
- The public interest directors shall identify important issues which may involve conflict of interest for the stock exchange or may have significant impact on the market and report the same to SEBI.

Under Companies Act 2013

- Review the performance of non-independent directors and the Board as a whole.
- Review the performance of the Chairperson of the company, taking into account the views

of executive directors and non-executive directors.

- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Composition, meeting and attendance during the year:

Name	Category	No. of meetings during the financial year 2014-15	
		Held	Attended
Mr. S. Ramadorai (Chairman)	Non-Executive Public Interest Director	2	2
Mr. Sudhakar Rao	Non-Executive Public Interest Director	2	2
Dr. Sanjiv Misra	Non-Executive Public Interest Director	2	1
Mr. S. H. Kapadia	Non-Executive Public Interest Director	2	2
Mr. Dharendra Swarup ¹	Non-Executive Public Interest Director	1	1
Dr. K. Kasturirangan ²	Non-Executive Public Interest Director	Nil	Nil

¹ Appointed as a member with effect from 3rd November, 2014

² Appointed as a member with effect from 23rd January, 2015

Two Independent Directors/ Public Interest Directors Committee meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 14th May, 2014 and 20th November, 2014.

e) Corporate Social Responsibility Committee

The Board of Directors at their meeting held on 11th March, 2014, constituted the Corporate Social Responsibility Committee to comply with the requirements of Section 135 of the Companies Act, 2013.

The role of Corporate Social Responsibility Committee is as follows:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII.
- recommend the amount of expenditure to be incurred on the activities referred to in clause (i); and
- monitor the Corporate Social Responsibility Policy of the Company from time to time.

Composition, meeting and attendance during the year:

Name	Category	No. of meetings during the financial year 2014-15	
		Held	Attended
Mr. S. Ramadorai (Chairman)	Non-Executive Public Interest Director	2	2
Mr. Sudhakar Rao	Non-Executive Public Interest Director	2	2
Mr. Ashishkumar Chauhan	Managing Director & CEO	2	2
Mr. Dharendra Swarup ¹	Non-Executive Public Interest Director	Nil	Nil
Mr. K. Kasturirangan ¹	Non-Executive Public Interest Director	Nil	Nil

Mr. Thomas Bendixen ¹	Non-Executive Shareholder Director	Nil	Nil
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¹ Appointed as a member with effect from 5th March, 2015

Two Corporate Social Responsibility Committee meetings were held during the financial year 2014-15. The dates on which the said meetings were held are 31st July, 2014 and 12th February, 2015.

f) In addition to the above, the Exchange also has various other statutory Committees, viz.:

As per SECC Regulations, 2012

- Membership Selection Committee
- Disciplinary Action Committee
- Investor Grievance Redressal Committee (IGRC)
- Defaulters' Committee
- Standing Committee on Technology
- Investor Services Committee
- Arbitration Committee
- Ethics Committee
- Oversight Committee (Member Regulation)
- Oversight Committee (Listing Function)
- Oversight Committee (Trading and Surveillance Function)
- Advisory Committee
- Sub-Committee for Monitoring Compliance of suggestions given in SEBI Inspection Report.

7. GENERAL BODY MEETINGS

➤ Date and time of the General Meetings held during the last three years till 31st March, 2015.

Details of General Meeting	Date	Time	Venue
Annual General Meeting (2011-12)	31.08.2012	11.00 a.m.	Sir Dinshaw Petit International Convention Hall, 1st Floor, P.J. Towers, Dalal Street, Mumbai 400 001
Annual General Meeting (2012-13)	30.07.2013	11.00 a.m.	
Annual General Meeting (2013-14)	01.08.2014	11.00 a.m.	
Meeting of Equity Shareholders (Court Convened Meeting)	20.10.2014	11.00 a.m.	

➤ **Special Resolutions passed at the previous General Body Meetings (for last three years) were as under:**

At the Seventh Annual General Meeting held on 31st August, 2012

No special Resolution was passed at the Annual General Meeting held on 31st August, 2012.

At the Eighth Annual General Meeting held on 30th July, 2013

- Appointment of Mr. Ashishkumar Chauhan as Managing Director & CEO of the Exchange and approval of the terms and conditions of his appointment.
- Adoption of new set of Articles of Association of the Company, subject to the approval of SEBI.

At the Ninth Annual General Meeting held on 1st August, 2014

- Increase in the remuneration payable to Mr. Ashishkumar Chauhan, Managing Director & CEO of the Exchange, upto 10% of the total remuneration payable per annum at the discretion of the Board for the period ending on 1st November, 2015.

At the Meeting of Equity Shareholders held on 20th October, 2014 (Court Convened Meeting)(Resolution passed by requisite majority as per Section 391 of the Companies Act, 1956.

- Amalgamation of United Stock Exchange of India Limited with BSE Limited under the scheme of amalgamation subject to such scheme being sanctioned by the Hon'ble High Court of Judicature at Bombay.

➤ **Special Resolution passed through Postal Ballot during the year 2014-15**

The Company successfully completed the process of obtaining approval of its Members on the following resolutions through Postal Ballot during the year 2014 -15:

- Loans and Investments by Company under Section 186 of the Companies Act, 2013 not exceeding Rs. 3000 crores.
- Payment of Remuneration to Mr. Ashishkumar Chauhan, MD & CEO for a period of 2 year (i.e. from 2nd November, 2015 till 1st November, 2017) and variation in terms of his appointment subject to the approval of SEBI and such other regulatory approvals required under applicable Laws

Voting Pattern and Procedure for Postal Ballot:

- The Board of Directors of the Company in their meeting held on 20th November, 2014, had appointed Mr. Atul Mehta, Partner, Messrs Mehta & Mehta, Practicing Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot voting process.
- The Company had completed the dispatch of the Postal Ballot Notice dated 20th November, 2014 together with the Explanatory Statement on 13th December, 2014, along with Postal Ballot forms and prepaid postage self addressed Business Reply Envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 28th November, 2014.
- The voting under the postal ballot was kept open from 16th December, 2014 to 14th January, 2015 (either physically or through electronic mode)
- All postal ballot forms received/receivable up to the close of working hours on 14th January, 2015 the last date and time fixed by the Company for receipt of the forms, had been considered for scrutiny.
- Envelopes containing postal ballot forms received after close of business hours on 14th January, 2015 had not been considered for his scrutiny.
- On 20th January, 2015, the Company announced the following results of the postal ballot as per the Scrutinizer's Report:

Description of resolution	Total No. of Valid Votes	votes Assenting the Resloution	% of votes Cast	Votes Dissenting the Resolution	% of Votes Cast
Loans and Investments by Company under Section 186 of the Companies Act, 2013 not exceeding Rs.3000 crores.	2,27,56,298	2,26,54,123	99.55	1,02,175	0.45
Payment of Remuneration to Mr. Ashishkumar Chauhan, MD & CEO for a period of 2 year (i.e. from 2 nd November, 2015 till 1 st November, 2017) and variation in terms of his appointment subject to the approval of SEBI and such other regulatory approvals required under applicable Laws	2,27,55,798	2,27,09,829	99.80	45,969	0.20

Whether any special resolution is proposed to be conducted through postal ballot

The following proposal will be sent to the shareholders for their approval through postal ballot:

- i. Adoption of new set of Articles of Association of the Company

Familiarisation programmes for Independent Directors

The familiarisation programmes for Independent Directors is in place and link for the same is http://www.bseindia.com/downloads1/Familiarisation_Programme_for_Independent_Directors.pdf

Policy on material subsidiary

The policy in this regard is in place and is available on the website and the link for the same is http://www.bseindia.com/downloads1/Policy_on_Material_Subsiidiaries.pdf

Policy on dealing with Related Party Transactions

The policy in this regard is available on the website and the link for the same is http://www.bseindia.com/downloads1/Related_Party_Transaction_Policy.pdf

8. DISCLOSURES

- **Disclosures on materially significant Related Party Transactions (RPT) that may have potential conflict with the interests of company at large.**

BSE complies with the disclosure requirements as prescribed in clause 32 of equity listing agreement applicable to listed companies relating to Related Party Transactions (RPT) and for this purpose follows AS-18 issued by ICAI. Details of material RPT are informed to the Board on a quarterly basis alongwith financial results

- **Details of non-compliance by the company, penalties, strictures imposed by SEBI or any statutory authority, on any matter related to the capital markets during the last three years**

1. **SEBI Order dated September 11, 2014 issued by SEBI against BSE Ltd in the matter of NMDC OFS issue**

SEBI vide its Order dated September 11, 2014 censured BSE's conduct in matter of "NMDC OFS" and advised to take certain steps in relation to the process adopted for "Offer For Sale" mechanism, inter alia, appointment of a consultant to review the entire process of OFS then and presently.

Necessary steps were taken and extant requirements of said SEBI Order have been complied with by BSE. There were certain procedural recommendations given but no adverse findings by the consultant Ernst & Young, India. Further, the compliance status has also been informed to the Board of Directors and SEBI.

2. **Judgement passed by Hon'ble Supreme Court in the matter of BSE vs. Income Tax Department**

The Hon'ble Supreme Court vide its Judgement dated September 25, 2014 has held that lien possessed by BSE under its Rules, Bye-laws and Regulations makes it a secured creditor and therefore, BSE would have a priority over the Government dues. The said judgement was passed in relation to attachment notice/prohibitory order issued by Income Tax department against BSE on the membership right/assets of the defaulter lying with it.

The said judgement would entail satisfaction of dues of the Exchange from the assets of member/ defaulter and in future, the Income Tax department shall not be entitled to issue attachment notice/prohibitory order against such assets/deposits lying with BSE.

- **Compliance with the conditions of Corporate Governance**

The Exchange has mutatis mutandis complied with the conditions of corporate governance as stipulated in Listing Agreement.

- **Whistle Blower policy**

The policy for whistle blower is available on the website and the link for the same is http://www.bseindia.com/downloads1/Whistle_Blower_policy.pdf

- **Management Discussion and Analysis**

The Management Discussion and Analysis is covered separately in the Annual Report

9. CEO CERTIFICATION

The Certificate from CEO as required under clause 49(II)(E)(2) containing declaration as to affirming compliance with the Code of Conduct, under SECC Regulations, 2012 for the financial year 2014-15 is attached at the end of this report.

10. GENERAL SHAREHOLDER INFORMATION

(a) Tenth Annual General Meeting

Day & Date	Friday, 25 th September, 2015
Time	11.00 a.m.
Venue	Sir Dinshaw Petit International Convention Hall, 1 st Floor, P.J. Towers, Dalal Street, Mumbai – 400 001.
Financial year	31 st March, 2015
Book Closure	Saturday 19 th September, 2015 to Friday 25 th September, 2015 (both days inclusive)
Payment of Dividend	Dividend if declared at the Tenth Annual General Meeting will be paid on or after Thursday 1 st October, 2015

(b) Distribution of Shareholding as on 31st March, 2015:

Category	No. of share-holders	Percentage (%)	No. of Shares	Percentage (%)
1 - 5000	7392	89.36	2885518	2.78
5001 - 10000	139	1.68	1067904	1.03
10001 - 20000	163	1.97	2217431	2.13
20001 - 30000	66	0.80	1652815	1.59
30001 - 40000	49	0.59	1710717	1.65
40001 - 50000	49	0.59	2218529	2.13
50001 - 100000	232	2.80	16259976	15.65
100001 & ABOVE	182	2.20	75914882	73.05
Total	8272	100.00	103927772	100.00

(c) Categories of Shareholders as on 31st March, 2015

Category	No. of share-holders	Percentage (%)	No. of Shares	Percentage (%)
Resident Individuals	7330	88.61	21679853	20.86
Bodies Corporate	612	7.40	36506711	35.13
HUF	292	3.53	593035	0.57
Trust	1	0.01	100	0.00
Banks/Financial Institutions	3	0.04	7142785	6.87
Non Resident Indians	24	0.29	490192	0.47

Foreign Bodies Corporate	5	0.06	22244404	21.40
Foreign Institutional Investor	3	0.04	9720407	9.35
Insurance Company	1	0.01	5019443	4.83
Venture Capital	1	0.01	530842	0.51
Total	8272	100.00	103927772	100.00

(d) List of Top 10 Shareholders as on 31st March, 2015

Sr. No.	Name of Shareholders	No. of Shares	Percentage (%)
1	Deutsche Boerse AG	5098886	4.91
2	Singapore Exchange Limited	5098886	4.91
3	State Bank of India	5019443	4.83
4	Life Insurance Corporation of India	5019443	4.83
5	GKFF Ventures	4913863	4.73
6	Quantum (M) Limited	4015544	3.86
7	Caldwell India Holdings Inc	4015544	3.86
8	Atticus Mauritius Ltd	4015544	3.86
9	Acacia Banyan Partners Limited	4015544	3.86
10	Bajaj Holdings and Investment Ltd	3006796	2.89

(e) Dematerialization of shares

Bifurcation of the category of shares in physical and electronic mode as on 31st March, 2015 is given below:

Category	Number of Share-holders	No. of Shares	Percentage (%)
PHYSICAL	11	715431	0.69
NSDL	4484	73424434	70.65
CDSL	3777	29787907	28.66
Total:	8272	103927772	100.00

(f) Registrar and Transfer Agent

Karvy Computershare Private Limited is the Registrar and Transfer Agent of the Exchange and can be contacted at the following address:

Karvy Computershare Pvt. Ltd. ,
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad – 500 032
email: einward.ris@karvy.com
Telephone Nos.: +91-040- 6716 1500

(g) Share Transfer

99.31% of Equity Shares of the company are in electronic form. Transfer of these shares is done through depositories with no involvement of the company. As regards, transfer of shares held in physical form, the transfer deeds can be lodged with the Registrar and Share Transfer Agent at the address mentioned above and the company processes the transfers within the prescribed time limit.

(h) Means of communications with Shareholders

The Exchange disseminates all material information to its Shareholders through its **website**: www.bseindia.com

The Exchange's website: www.bseindia.com contains links to all important events and material information of the Exchange.

Annual Report

Annual Report containing, *inter-alia*, Audited Accounts, Auditors' Report, Directors' Report and

other material and related matters/ information is circulated to the shareholders and others entitled thereto. The Corporate Governance Report annexed to Directors' Report forms part of the Annual Report.

(i) Address for Correspondence

Shareholders are requested to intimate all changes pertaining to their bank details, electronic clearing services mandate, nominations, power of attorney, change of name, change of address, e-mails, etc., only to their DPs and not to the RTA or the Exchange. Once such intimations are taken on record by the DPs, they would then be reflected in the records of the Exchange. Similarly, in case the mailing address mentioned in the Notice given along with the Annual Report is without the PIN Code, Shareholders are requested to inform their PIN Code immediately to the DPs.

Any query on Annual Report may be addressed to Ms. Neena Jindal, Company Secretary at the following address:

BSE Limited

Floor 25, P.J.Towers, Dalal Street,
Mumbai - 400 001.

Tel. 022-22728756; Fax 022-22721003

E-mail: bse.shareholders@bseindia.com

Note:

In this Report:

- a. 'The Company' or 'the Exchange' or 'BSE' has been used to denote BSE Limited.
- b. 'Members' has been used to denote shareholders of BSE Limited.

Declaration Regarding Compliance by Board Members with the code of conduct

I hereby confirm that the Company has obtained from all the members of the Board, affirmation that they have complied with the Code of Conduct for Directors for the financial year 2014-15.

(Ashishkumar Chauhan)
Managing Director & CEO

Place : Mumbai
Date : 15th May, 2015

Certificate on Corporate Governance

To
The Members
BSE Limited

We have examined all relevant records of BSE Limited (the Company) for the purpose of certifying compliance of the disclosure requirements and corporate governance norms as specified for the Listed Companies for the financial year ended 31st March, 2015. In terms of Regulation 35 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, the disclosure requirements and corporate governance norms as specified for listed companies have become mutatis mutandis applicable to a recognised Stock Exchange. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

The compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with disclosure requirements and corporate governance norms as specified for Listed Companies.

We further state that this certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Pramod S. Shah & Associates**
Practising Company Secretaries

Pramod S. Shah
Partner

Place: Mumbai
Date: 13th May, 2015

Membership No. 334
Certificate of Practice No. 3804

Independent Auditors' Report

TO THE MEMBERS OF

BSE LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **BSE Limited** (hereinafter referred to as the "Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") and its associate and jointly controlled entities, which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associate and Jointly Controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its Associate and Jointly Controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associate and jointly controlled entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system

over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its associate and jointly controlled entities as at March 31, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note no. 31 to the financial statements wherein in accordance with the Securities Contracts (Regulations) (SECC) Regulations, 2012 (The Regulations) issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every year to a fund of the recognized clearing corporation which clears and settles trades executed on that stock exchange to guarantee the settlement of trades. Further, as per Circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014 issued by SEBI regarding a Core Settlement Guarantee Fund, every stock exchange shall contribute at least 25% of the Minimum Required Corpus (can be adjusted against transfer of profit by Stock Exchange as per Regulation 33 of SECC Regulations) to a Core Settlement Guarantee Fund established and maintained by its clearing corporation. The Holding Company has sought clarification from SEBI on certain matters. Pending receipt of clarifications regarding the Regulation and the implementation of the circulars mentioned, the Holding Company made an appropriation of Rs. 2,620 lakh being 25% of the profit after tax for Financial Years 2012-13 and 2013-14, out of the opening balance of the Surplus in the Statement of Profit and Loss as on April 1, 2014 and Rs. 2,536 lakh being 25% of the profit after tax for the year. As mandated by the aforementioned circular, the Holding Company has implemented the provisions of this circular by December 1, 2014 and contributed an amount of Rs. 2,579 as at March 31, 2015.

Other Matter

We did not audit the financial statements of four subsidiaries and two joint ventures, whose financial statements reflect total assets of Rs. 136,745 lakh as at March 31, 2015, total revenues of Rs 14,234 lakh, total profit after tax (net) of Rs 6,868 lakh and net cash flows amounting to Rs 17,193 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss of Rs 28 lakh for the year ended March 31, 2015, as considered in the consolidated financial statements, in respect of an associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, associate and jointly controlled entities, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, associate company and jointly controlled companies incorporated in India we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief

were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate company and jointly controlled companies incorporated in India, none of the directors of the Group companies its associate company and jointly controlled companies incorporated in India is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associate and jointly controlled entities – Refer Note 28 (a) to the consolidated financial statements.
 - ii. The Group, its associate and jointly controlled entities have made provisions, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts. The Group, its associate and jointly controlled entities do not have any outstanding derivative contracts as at the year end.
 - iii. As at the year end, there were no amounts that were required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate company and jointly controlled companies incorporated in India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Place : Mumbai
Date : May 18, 2015

Kalpesh J. Mehta
Partner
(Membership No: 48791)

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. Our reporting on the Order includes four subsidiaries, two joint ventures and an associate company incorporated in India, to which the Order is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the report of the other auditors, to the extent considered applicable for reporting under the Order in the case of the consolidated financial statements.
2. In respect of the fixed assets of the Group, its associate and jointly controlled entities:
 - a. The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Group, its associate and jointly controlled entities have a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion and the opinion of the other auditors, is reasonable having regard to the size of the respective entities and the nature of their assets. Pursuant to the program, certain fixed assets were physically verified by the Management of the respective entities during the year. According to the information and explanations given to us and the other auditors, no material discrepancies were noticed on such verification.
3. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the nature of the Group, its associate and jointly controlled entities business is such that it is not required to hold any inventories. Therefore, the provisions of paragraph 3(ii) of the Order are not applicable to the Group, its associate and jointly controlled entities.
4. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us the Group, its associate and jointly controlled entities have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.
5. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, there is an adequate internal control system in the Group, its associate and jointly controlled entities commensurate with the size of the respective entities and the nature of their business for the purchase of fixed assets and for the sale of services. The nature of the Group, its associate and jointly controlled entities business is such that it does not involve purchase of inventories and sale of goods. During the course of our and the other auditors' audit, no major weakness in such internal control system has been observed.
6. According to the information and explanations given to us and the other auditors, the Group, its associate and jointly controlled entities have not accepted any deposit during the year and there were no unclaimed deposits as at March 31, 2015.
7. According to the information and explanations given to us and the other auditors, in our opinion and in the opinion of the other auditors, the provisions of clause (3)(vi) of the Order are not applicable to the Group as the Group is not engaged in the production of goods or in providing services covered by the Companies (Cost Records and Audit) Rules, 2014.
8. According to the information and explanations given to us and the other auditors, in respect of statutory dues of the Group, its associate and jointly controlled entities:
 - a) The respective entities have been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities.
 - b) There were no undisputed amounts payable by the respective entities in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.

- c) Details of dues of income tax and service tax which have not been deposited as at March 31, 2015 on account of disputes by the aforesaid entities are given below:

Entity	Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs. In lakh)
BSE Limited	Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2008-09	233
BSE Limited	Income Tax Act, 1961	Income Tax	Deputy CIT	A.Y. 2009-10	83
BSE Limited	Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2009-10	400
BSE Limited	Income Tax Act, 1961	Income Tax	Deputy CIT	A.Y. 2010-11	922
BSE Limited	Income Tax Act, 1961	Income Tax	CIT-A	A.Y. 2010-11	626
CDSL Limited (Group)	Income Tax Act, 1961	Income Tax	CIT-A	A.Y. 2010-11	39
CDSL Limited (Group)	Income Tax Act, 1961	Income Tax	CIT-A	A.Y. 2011-12	5
BSE Institute Limited (Group)	Income Tax Act, 1961	Income Tax	CIT - A	A.Y. 2012-13	47
CDSL Limited (Group)	Finance Act, 1994	Service Tax	Commissioner of Service Tax	AY 2005-06 to AY 2012-13	2,262

There were no dues of sales tax, wealth tax, duty of customs, duty of excise and cess which have not been deposited as on March 31, 2015 on account of disputes.

- d) There are no amounts that are due to be transferred by the aforesaid entities to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
9. The Group, its associate and jointly controlled entities do not have consolidated accumulated losses at the end of the financial year and have not incurred cash losses on a consolidated basis during the financial year covered by our audit and in the immediately preceding financial year.
 10. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the Group, its associate and jointly controlled entities have not borrowed any sum from financial institutions or banks. The Group, its associate and jointly controlled entities have not issued any debentures.
 11. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Group, its associate and jointly controlled entities for loans taken by others from banks and financial institutions are not, prima facie, prejudicial to the interests of the Company.
 12. In our opinion and in the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the term loans has been applied by the jointly controlled entity, during the year for the purposes for which the loans were obtained.
 13. To the best of our knowledge and according to the information and explanations given to us and the other auditors, no fraud by the Group and no material fraud on the Group has been noticed or reported during the year except that there is a case of an alleged fraud being investigated by Central Bureau of Investigation, in respect of an amount of Rs. 300 lakhs plus interest pending to be received by a subsidiary on account of an matured fixed deposit with a bank.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Place : Mumbai
Date : May 18, 2015

Kalpesh J. Mehta
Partner
(Membership No: 48791)

CONSOLIDATED BALANCE SHEET AS AT MARCH 31 , 2015

PARTICULARS	Note No.	As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
A. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	1,073	1,038
(b) Reserves and Surplus	3	256,142	236,602
		257,215	237,640
2 Share Application Money Pending Allotment		1	1
3 Minority Interest	39	19,864	18,754
4 Non-current liabilities			
(a) Deferred Tax Liabilities (net)	4	267	959
(b) Long-term borrowings	5	356	131
(c) Other Long-term Liabilities	6	4,499	2,863
(d) Deposits from Members	37	1,900	3,100
(e) Long-term provisions	7	77	42
		7,099	7,095
5 Current liabilities			
(a) Trade Payables	8	5,805	4,695
(b) Other Current Liabilities	9	121,440	133,089
(c) Short-term Provisions	10	8,311	5,817
		135,556	143,601
TOTAL		419,735	407,091
B. ASSETS			
1 Goodwill on Consolidation		8,504	8,504
2 Non-current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		13,630	8,511
(ii) Intangible Assets		2,923	2,019
(iii) Capital Work-in-progress		305	3,242
(iv) Intangible Assets Under Development		61	145
		16,919	13,917
(b) Non-Current Investments	12	141,023	112,523
(c) Deferred Tax Assets (net)	13	631	474
(d) Long-term Loans and Advances	14	8,563	7,906
(e) Other Non-current Assets	15	210	293
		150,427	121,196
3 Current Assets			
(a) Investments	16	86,595	106,110
(b) Trade Receivables	17	3,600	3,443
(c) Cash and Bank Balances	18	145,248	146,946
(d) Short-term Loans and Advances	19	2,470	1,688
(e) Other Current Assets	20	5,972	5,287
		243,885	263,474
TOTAL		419,735	407,091
See accompanying notes forming part of the financial statements	1-43		

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants**Kalpesh J. Mehta**
Partner

Place : Mumbai

Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman**Nayan Mehta**
Chief Financial Officer**Ashishkumar Chauhan**
Managing Director & CEO**Neena Jindal**
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
A. CONTINUING OPERATIONS			
1. Revenue from Operations: Income From			
Securities Services	21	18,046	14,332
Services to Corporates	22	10,539	5,914
Data Dissemination Fees		2,210	2,041
Revenue from Operations		30,795	22,287
2 Income From Investments and Deposits	23	27,576	26,219
3 Other Income	24	4,104	4,476
4 TOTAL REVENUE (1+2+3)		62,475	52,982
5 Expenses			
Employee Benefits Expense	25	10,307	8,784
Finance Cost		66	38
Depreciation and Amortisation Expense	11	5,877	3,235
Administration and Other Expenses	26	19,058	15,453
TOTAL EXPENSES		35,308	27,510
6 Profit Before Exceptional and Extraordinary Items and Tax (4 - 5)		27,167	25,472
7 Exceptional Items	41		
Liquidity Enhancement Incentive Program Scheme		3,425	6,129
Voluntary Retirement Scheme		1,432	-
Others		218	-
8 Profit Before Extraordinary Items and Tax (6 - 7)		22,092	19,343
9 Extraordinary Items		-	(85)
10 Profit Before Tax (8 - 9)		22,092	19,428
11 Tax Expense:			
Current Tax		4,995	3,161
MAT Credit Entitlement		-	(215)
Current tax for earlier years		68	8
Deferred Tax		(685)	473
		4,378	3,427
12 Profit after tax before share of loss of associate and minority interest (10 - 11)		17,714	16,001
Less: Share in loss of associate		28	41
Profit after tax before share of profit attributable to minority interest		17,686	15,960
Less: Share of profit attributable to minority interest		2,133	2,441
13 Net Profit For The Year		15,553	13,519
14 Earning per equity share:			
Basic and Diluted EPS before Extraordinary Item		14.00	12.68
Basic and Diluted EPS after Extraordinary Item		14.00	12.75
Par Value Of Share (₹)		1	1
Weighted Average Number Of Shares (Nos.)		109,176,343	105,747,772
See accompanying notes forming part of the financial statements	1-43		

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants**Kalpesh J. Mehta**
Partner

Place : Mumbai

Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman**Nayan Mehta**
Chief Financial Officer**Ashishkumar Chauhan**
Managing Director & CEO**Neena Jindal**
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before extraordinary items, tax, share of loss of associates and minority interest	22,092	19,428
Adjustments for:		
Depreciation and amortised expense	5,877	3,235
Finance cost	66	38
Unrealised Loss on Foreign Exchange	-	6
Transferred to Exchange Contribution towards Core Settlement Guarantee Fund	37	-
Penalties / Contribution received towards Settlement Guarantee Fund	(66)	50
Proceeds from Defaulter assets realisation	-	45
Amortisation of Discount and Premium (net)	9	156
Extraordinary items	-	(85)
Profit on sale of investment	(1,126)	(2,251)
Interest income	(22,606)	(20,812)
Dividend Income	(3,853)	(3,312)
Loss on sales of Fixed Assets (net)	18	233
Provision for Diminution in Value of Investments	(75)	68
Provision for Compensated Absence	398	108
Provision for Trade Receivables	158	35
Provision for Diminution in Value of Current Investments	625	2
Operating profit before working capital changes	1,554	(3,056)
Adjustments for (increase)/decrease in :		
Trade Receivables	(224)	(39)
Loan and Advances	(213)	420
Other assets	78	29
Trade payable	628	1,001
Other Liabilities	(15,186)	22,246
Operating Cash Flow after adjusting working capital changes	(14,917)	23,657
Net Income tax paid	(4,859)	(5,472)
Net Cash (Used in) / generated from Operations	(18,222)	15,129
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets		
Acquisition of Fixed assets (Including capital work-in-progress)	(7,165)	(4,557)
Proceeds from disposal of fixed assets	36	175
Investments		
Purchase of Long term Investments	(42,799)	(107,160)
Proceeds from Long Term Investments	39,379	75,011
Net Increase in Current Investments	(1,488)	(28,861)
Fixed Deposits with Banks		
Net (Increase) / Decrease in Fixed Deposits with Banks	(226)	41,494

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
Interest income	22,005	18,518
Dividend Income	3,853	3,312
Net cash generated from / (used in) Investing Activities	13,595	(2,068)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from sale of equity share of subsidiary of CDSL	97	100
Proceeds from Long term borrowing	225	131
Repayment of Short term borrowings from banks	-	(87)
Finance Cost	(66)	(38)
Decrease in trading member and other deposits	(1,200)	(24,325)
Dividend and Tax on Dividend paid	(4,949)	(4,949)
Dividend and tax on dividend paid related to Minority	(1,120)	(1,120)
Net cash used in Financing Activities	(7,013)	(30,288)
Net Decrease in Cash And Cash Equivalents (A + B + C)	(11,640)	(17,227)
Cash and Cash Equivalents at the end of Year:		
In Current Accounts	6,679	11,893
In Deposit Accounts (original maturity of less than three months)	-	5,256
	6,679	17,149
Cash and Cash Equivalents at the beginning of Year:	18,052	34,376
Cash and Cash Equivalents acquired from Amalgamation	267	-
Change in Cash and Cash Equivalents	(11,640)	(17,227)
Cash and Cash Equivalents at the end of year:	6,679	17,149
Add: Earmarked Balance in Current Accounts	86	371
Add: Restricted Balance in Current Accounts	543	532
Add: Fixed Deposits with Banks (maturity period over three months) (Including Earmarked)	137,940	128,894
Cash and Bank balances as per note no."18"	145,248	146,946

Note to Cash Flow Statement:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in the accounting standard - 3 on cash flow statements notified under the companies (Accounting Standards) Rules, 2006 (as amended).
- Cash flow does not include cash and cash equivalent held by the Company for various Earmarked Liabilities excluding Settlement Guarantee Fund. These cash and cash equivalent of earmarked liabilities are held in segregated accounts.
- 1,30,000 Shares are allotted as bonus shares by capitalisation of free reserves and hence not included in Cash Flow Statement.

See accompanying notes forming part of financial statements

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

Place : Mumbai
Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman

Nayan Mehta
Chief Financial Officer

Ashishkumar Chauhan
Managing Director & CEO

Neena Jindal
Company Secretary

Notes annexed to and forming part of the Consolidated Balance Sheet as at March 31, 2015 and Consolidated Statement of Profit and Loss for the Year ended March 31, 2015.

General Information

BSE Limited (Formerly known as Bombay Stock Exchange Limited) herein after referred to as the “The Exchange” or “The Company” was established in 1875 and is Asia’s first Stock Exchange and one of India’s leading exchange groups. Over the past 140 years, BSE has provided a capital-raising platform and provided a platform for trading in equity, debt instruments, derivatives and mutual funds. It also has a platform for trading in equities of small-and-medium enterprises (SME). Pursuant to the BSE (Corporatization and Demutualization) Scheme, 2005 (the Scheme) notified by Securities and Exchange Board of India (“SEBI”) on May 20, 2005, the Exchange completed demutualization and Corporatization in May 2007 bringing about the separation of ownership and management.

1. Basis of Consolidation and Significant Accounting Policies

1.1 Basis of preparation:

The Consolidated Financial Statements of BSE Limited (Formerly known as Bombay Stock Exchange Limited) (“the Exchange/ the company”), its subsidiaries, jointly controlled entity and associate (together the ‘Group’) have been prepared in accordance with the Generally Accepted Accounting Principles in India (India GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the Act”) as applicable. The consolidated financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the consolidated financial statements are consistent with those followed in the previous year.

1.2 Principles of Consolidation:

- a) The consolidated financial statements relate to BSE Limited (the ‘Company’), its subsidiary companies, jointly controlled entities and the Group’s share of profit / loss in its associates. The consolidated financial statements have been prepared on the following basis:
 - i. The financial statements of the subsidiary companies, jointly controlled entities and associate used in the consolidation are drawn up to the same reporting date as that of the Company i.e., March 31, 2015.
 - ii. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses, unless cost cannot be recovered.
 - iii. The consolidated financial statements include the share of profit / loss of the associate company which has been accounted for using equity method as per AS 23 Accounting for Investments in Associates in Consolidated Financial Statements. Accordingly, the share of profit/ loss of each of the associate companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments.
 - iv. Share of profit / loss, assets and liabilities in the jointly controlled entities, which are not subsidiaries, have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses on a proportionate basis to the extent of the Group’s equity interest in such entity as per AS 27 Financial Reporting of Interests in Joint Ventures. The intra-group balances, intra-group transactions and unrealised profits or losses have been eliminated to the extent of the Group’s share in the entity. Jointly controlled entities that are considered subsidiaries under AS 21 Consolidated Financial Statements are consolidated similar to the manner of consolidating subsidiaries (Refer (ii) above) and the share of interest of the other venturers in such entities is included as part of minority interest.
 - v. The excess of cost to the Group of its investments in the subsidiary companies / jointly controlled entities over its share of equity of the subsidiary companies / jointly controlled entities, at the dates on which the investments in the subsidiary companies / jointly controlled entities were made, is recognised as ‘Goodwill’ being an asset in the consolidated financial statements and is tested for impairment on annual basis. On the other hand, where the share of equity in the subsidiary companies / jointly controlled entities as on the

Note 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (CONTD.)..

date of investment is in excess of cost of investments of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves & Surplus', in the consolidated financial statements. The 'Goodwill' / 'Capital Reserve' is determined separately for each subsidiary company / jointly controlled entity and such amounts are not set off between different entities.

- vi. Minority Interest in the net assets of the consolidated subsidiaries consist of the amount of equity attributable to the minority shareholders at the date on which investments in the subsidiary companies were made and further movements in their share in the equity, subsequent to the dates of investments. Net profit / loss for the year of the subsidiaries attributable to minority interest is identified and adjusted against the profit after tax of the Group in order to arrive at the income attributable to shareholders of the Company.
- vii. The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital reserve as the case may be.
- viii. Goodwill arising on consolidation is not amortised but tested for impairment.
- ix. The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances with certain exceptions as mentioned below and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- b) Particulars of subsidiaries, joint ventures and associate :

Name of the Company	Country of Incorporation	Percentage of Voting Power as at March 31, 2015	Percentage of Voting Power as at March 31, 2014
(I) Subsidiary Companies			
- Direct			
a) Indian Clearing Corporation Limited (ICCL)	India	100	100
b) Marketplace Technologies Private Limited (MPTL)	India	100	100
c) BSE Institute Limited (BIL)	India	100	100
d) Central Depository Services (India) Limited (CDSL)	India	54.20	54.20
e) BSE Investments Limited(w.e.f. March 28, 2014)	India	100	100*
* Based on Unaudited Results			
- Indirect			
a) Marketplace Tech Infra Services Private Limited	India	100	100
b) CDSL Ventures Limited	India	54.20	54.20
c) CDSL Insurance Repository Limited	India	54.20	54.20
d) BFSI Sector Skill Council of India Limited (Being a Section 8 company under the Companies Act, 2013, the same has not been considered for consolidation)	India	48.78	48.78
e) BSE Skills Limited (w.e.f. 26 th March 2014)	India	100	100
(II) Joint Ventures			
a) BOI Shareholding Limited (BOISL)	India	49	49
b) Asia Index Private Limited (w.e.f. November 22, 2013)	India	50	50
(III) Associate			
Institutional Investor Advisory Services India Limited (IIASIL)	India	30	30

1.3 Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Any change in such estimates is recognised prospectively

1.4 Revenue Recognition:

Revenue in respect of services rendered is recognised when the service is rendered and there is a reasonable certainty of ultimate realisation. Dividend income on investments is recognised when the unconditional right to receive dividend is established. Discount or premium on debt securities / discounted Money Market Instruments is accrued over the period of remaining maturity.

1.5 Fixed Assets:**1.5.1 Tangible Assets:**

Fixed Assets are stated at cost, less accumulated depreciation. Cost includes cost of acquisition and other incidental expenses incurred until the asset is ready to put to use for its intended purpose. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for its intended use.

1.5.2 Intangible Assets:

- (i) Cost of development and production of internally developed or purchased software, used for the purpose of operations, is capitalised.
- (ii) Any expense on software for support, maintenance, upgrades etc., and payable periodically is charged to the Statement of Profit and Loss.

1.5.3 Intangible Assets under development:

Intangible Assets under development comprises outstanding advances paid to acquire intangible assets and the cost of intangible assets that are not yet ready for its intended use.

1.6 Depreciation / Amortisation:**1.6.1 Tangible Assets:**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

1.6.2 Intangible Assets:

Computer software is amortised over 6 years on the 'Written Down Value' basis for the number of days the assets have been put to use for their intended purposes. Goodwill on amalgamation is amortised over a period of two years on a 'Straight Line Basis'.

1.7 Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is an indication of impairment based on the internal and external factors.

An asset is treated as impaired when its carrying cost exceeds the recoverable amount. An impairment loss, if any, is charged to the Statement of Profit and Loss in the period in which the asset is identified as impaired. Reversal of impairment loss recognised in prior years is recorded when there is an indication that impairment losses recognised for the assets no longer exist or have decreased.

Note 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (CONTD.)..

1.8 Investments:

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at the lower of cost and fair value.

Premium paid/discount received at the time of acquisition of government / Debt securities is amortised over the residual period of its maturity.

1.9 Employee Benefits:

Employee benefits are accrued in accordance with Accounting Standard-15 (Revised) "Employee Benefits".

1.9.1 Provident Fund – Defined Contribution Plan

Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contribution along with interest thereon is paid on cessation of services. Both the employee and the Group make monthly contributions to the Bombay Stock Exchange Employees' Provident Fund, a trust set up and administered by the Exchange. The Group is liable for any shortfall in the fund assets based on the minimum rate of return specified by the Government, which is debited to the Statement of Profit and Loss as and when services are rendered by the employees.

1.9.2 Compensated Absences – Other Long-term Employee Benefits

The leave balance is classified as long-term and short-term, based on the best estimates after considering the past trends. The short-term leave encashment liability has been measured on actual components eligible for leave encashment and expected short-term leave to be availed is valued at total cost to the Exchange. Long-term leave has been valued on actuarial basis as at the year end.

1.9.3 Gratuity – Defined Benefit Plan

The Group provides for gratuity, a defined benefit plan, in respect of employees. The cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

1.10 Leases:

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

1.11 Provision for Current and Deferred Tax:

Provision for Current Tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the provisions of the Income Tax Act, 1961. Deferred Tax, resulting from "timing differences" between the book and the taxable profits for the period is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried

Note 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (CONTD.)..

forward only to the extent that there is reasonable certainty, except for carried forwards losses and unabsorbed depreciation which are recognised based on virtual certainty that the difference will reverse in future.

1.12 Provisions, Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognised but are disclosed in Notes to Accounts, while contingent assets are neither recognised nor disclosed in the financial statements.

1.13 Foreign Currency Transactions:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

1.14 Earnings per Share:

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares which would have been issued on conversion of all dilutive potential shares. In computing diluted earnings per share only potential equity shares that are dilutive are included.

1.15 Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

1.16 Cash and cash equivalents (for purposes of Cash Flow Statement):

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.17 Operating Cycle:

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTE 2

SHARE CAPITAL

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Authorised		
500,000,000 (500,000,000 as at March 31, 2014) Equity Shares of ₹ 1/- each	5,000	5,000
Issued		
105,747,772 (105,747,772 as at March 31, 2014) Equity Shares of ₹ 1/- each	1,057	1,057

Note 2

SHARE CAPITAL (CONTD.)..

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Subscribed and Paid -up 103,927,772 (103,797,772 as at March 31, 2014) Equity Shares of ₹ 1/- Each fully paid-up. Of the above 95,933,328 (95,813,328 as at March 31, 2014) shares are allotted as bonus shares by capitalisation of free reserves.	1,039	1,038
Equity Share Capital Suspense Account (refer note 31) (Equity shares of ₹ 1/- each to be issued as fully paid-up pursuant to merger of United Stock Exchange Limited with the Company under the scheme of amalgamation without the payment being received in cash)	34	-
TOTAL	1,073	1,038

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year (except Equity Share Capital Suspense Account)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
No. of shares at the beginning of the year	103,797,772	103,667,772
Additions during the year (*)	130,000	130,000
No. of shares at the end of the year	103,927,772	103,797,772

Aggregate number and class of shares allotted as fully paid up by way of bonus shares.

PARTICULARS	As at March 31, 2015	As at March 31, 2014
2008-09	94,493,328	94,493,328
2009-10 (*)	840,000	840,000
2010-11 (*)	120,000	120,000
2011-12 (*)	120,000	120,000
2012-13 (*)	120,000	120,000
2013-14 (*)	120,000	120,000
2014-15 (*)	120,000	-
	95,933,328	95,813,328

(*) Represent allotment of shares held in abeyance

Notes:

- The Company has only one class of shares referred to as equity shares having a par value of ₹ 1/-. Each holder of equity shares is entitled to one vote per share.
- Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the Exchange had allotted 10,000 equity shares of ₹ 1/- each to each of those card based Members of the erstwhile Bombay Stock Exchange Limited whose names appeared on the Register of Members under Rule 64 of in accordance with Rules, Bye-laws and Regulations, on the Record Date fixed for the purpose.
- Out of the total 95,550,000 equity shares of ₹ 1/- each (including 88,200,000 bonus shares of ₹ 1/- each) issuable to the card based Members, the Exchange has allotted 93,730,000 equity shares (93,600,000 equity shares as on March 31,

Note 2

SHARE CAPITAL (CONTD.)..

2014) upon implementation of the BSE (Corporatisation and Demutualisation) Scheme, 2005 (the Scheme). The allotment of 1,820,000 equity shares (1,950,000 equity shares as on March 31, 2014) of ₹ 1/- each have been kept in abeyance for specific reasons pursuant to the provisions of the Scheme. However, all corporate benefits as declared from time to time, including dividend and bonus are accrued to all the 95,550,000 equity shares, as per the provisions of the Scheme.

- (d) As a part of the demutualisation process, the Exchange in order to fulfill its obligations under the Scheme and the Securities Contracts (Regulation) (Manner of Increasing and Maintaining Public Shareholding in Recognised Stock Exchanges) Regulations, 2006 (the SEBI Regulations) dated 13th November, 2006, and further amendments thereto on 23rd December, 2008, had issued shares to Deutsche Boerse AG (DBAG) and Singapore Exchange Limited (SGX). The Exchange has further agreed to issue additional shares to DBAG and SGX so as to maintain their holding percentage.
- (e) I. The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting.
- II. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amount. However, no such preferential amount exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 3

RESERVES AND SURPLUS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Capital Reserve (refer note below)	66,179	66,179
Capital Reserve on Amalgamation (refer note 31)	10,530	-
Securities Premium Account:		
Opening Balance	39,390	39,391
Less: Issue of Bonus Shares*	(1)	(1)
	39,389	39,390
Settlement Guarantee Fund 1 (refer note 30)		
Opening Balance	563	81
Add: Transferred from Statement of Profit and Loss	263	37
Add: Corpus transferred from Statement of Profit and Loss	12,470	350
Add: Proceeds from Defaulter assets realisation	-	45
Add: Penalties / contribution received from members	66	50
Less: Transferred to Exchange Contribution towards Core Settlement Guarantee Fund	31	-
	13,331	563
Settlement Guarantee Fund 2 (refer note 32)		
Opening Balance	-	-
Add: Transfer on account of Amalgamation	328	-
Add: Appropriation from Statement of Profit and Loss	32	-
	360	-
Other Reserves		
General Reserve:		
Opening Balance	70,463	69,375
Add: Transferred from Statement of Profit and Loss	7	1,088
	70,470	70,463

Note 3

RESERVES AND SURPLUS (CONTD.)..

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Surplus in Statement of Profit and Loss		
Balance brought forward from previous year	60,007	52,912
Add: Profit for the year	15,553	13,519
Less: Contribution to Settlement Guarantee Fund 1 (refer note 30)	9,935	350
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (refer footnote of note 11)	329	-
Less: Contribution to Settlement Guarantee Fund 1 (refer note 30)	2,536	-
Less: Contribution to Settlement Guarantee Fund 2 (refer note 32)	32	-
Less: Transferred to Exchange Contribution towards Settlement Guarantee Fund 1	6	-
Less: General Reserve	7	1,088
Less: Income Transferred to Settlement Guarantee Fund 1	263	37
Less: Dividend	5,459	4,230
Less: Tax on Dividend	1,111	719
	55,882	60,007
TOTAL	256,142	236,602

* Represents allotment of shares held in abeyance.

Note:**Capital Reserve**

Pursuant to the Scheme, the balance in Contribution by Members, Forfeiture of Members Application Money, technology Reserve, Stock Exchange building, Seth Chenille Motile Library, Charity, Income and Expenditure Account as at 19th August, 2005 as appearing in BSE are transferred to Capital Reserve being reserves which shall not be used for purposes other than the operation of The Exchange.

Note 4

DEFERRED TAX LIABILITIES (NET)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Deferred Tax Liabilities:		
Depreciation	1,006	1,240
TOTAL (A)	1,006	1,240
Deferred Tax Assets:		
Expenses allowed on payment basis	228	146
Provision for Trade Receivable	124	118
Voluntary Retirement Scheme & Others	354	-
Others	33	17
TOTAL (B)	739	281
Net Deferred Tax Liability (A-B)	267	959

Note 5
LONG-TERM BORROWING

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Unsecured Loan	356	131
TOTAL	356	131

The Asia Index Private Limited (joint Venture of BSE) has entered into Inter-company credit facility agreement with Capital IQ Information System(India) Private Limited to borrow loan of ₹ 15 Crores (share of Group ₹ 7.50 Crores) from time to time upto April 9, 2017. Interest is charged at SBI base rate (prevalent at end of previous quarter)+2% and is to be paid on quarterly basis. The principal amount shall be payable within 5 days after expiry of agreement.

Note 6
OTHER LONG-TERM LIABILITIES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Non Current maturities of finance lease obligations	129	181
Income Received in advance	113	67
Security Deposits (for premises)	-	104
Others Deposits Received from Members	3,918	2,162
Trade Payable		
- Payable to Service Provider	5	145
- Accrued Employee benefit expenses	334	202
Other Liabilities	-	2
TOTAL	4,499	2,863

Note 7
LONG-TERM PROVISIONS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Others		
Gratuity Liability (net)	65	42
Add: Share in Joint Ventures	12	-
TOTAL	77	42

Note 8
TRADE PAYABLES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Payable to service providers	3,877	2,956
Accrued employee benefit Expenses	1,908	1,687
Add: Share in Joint Ventures	20	52
TOTAL	5,805	4,695

Note 8

TRADE PAYABLES (CONTD.)..

Note:

On the basis of the information available with the Group, there are no suppliers registered under the Micro, Small, and Medium Enterprises Development Act, 2006. Hence, the information as required by the Act is not given.

Note 9

OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Owned		
Deposits Received from Trading Members	7,157	6,444
Other Deposits and Margin Received from Members	977	708
Deposit - Others	2,893	743
Income Received in Advance	1,960	1,938
Advance from Customers	877	710
Statutory remittances	9,964	1,520
Other Liabilities (refer notes below)	1,822	1,903
Payables on purchase of fixed assets	1,070	1,080
Current maturities of finance lease obligations	54	49
Accrued Interest on finance lease obligations (Not due)	14	17
Investor Education and Protection Fund - Unpaid Dividend (Not due)	29	28
Contribution Payable to Depository Investor Protection Fund	3,852	2,618
Add: Share in Joint Ventures	181	120
Earmarked		
From Companies - 1% of their Public Issue (*)	13,325	11,540
Defaulters' Liabilities (*)	6,839	6,059
Less: Receivable from Defaulters	-	(9)
	6,839	6,050
Investors' Protection - Derivatives (*)	-	877
Withheld Liabilities (*)	3,860	3,661
Clearing and Settlement		
(i) Deposit from Clearing banks	13,801	13,801
(ii) Deposit and margin from Members	21,156	36,900
(iii) Settlement Obligation payable	30,362	36,458
(iv) Others	144	213
Others (refer note no. 4 below)		
(i) Deposit from Clearing banks	-	2,500
(ii) Deposit from Members	-	1,885
(iii) Others	1,103	1,326
TOTAL	121,440	133,089
(*) Investments and Deposits have been earmarked against these liabilities.		

Note:1. **Other Liabilities includes Investors' Services Fund (ISF):**

As per SEBI directive, from 1996-97, BSE decided to set aside 20% of the Annual listing fees received to an Investors' Services Account. The Exchange has charged all direct expenses incurred towards Investors Services to this Account and

Note 9

OTHER CURRENT LIABILITIES (CONTD.)..

has also charged on a pro-rata basis other relevant revenue expenses. The balance in the Account as on March 31, 2015 is ₹ 1,172 Lakh (As at March 31, 2014 is ₹ 497 Lakh) which is shown as under and the same is forming part of other liabilities.

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Annual Listing Fees for the Year	6,180	3,201
20% of the above (Amount to be contributed)	1,236	640
Expenses incurred on behalf of ISF	561	467
Expenses recoverable (Subject to maximum of the contribution)	561	467

2. Other liabilities includes dividend for earlier years in respect of shares held in abeyance as referred to in note 2(c), amounting to ₹ 543 lakh (As at March 31, 2014 ₹ 504 lakh)

3. **Investor Education and Awareness Programme:**

During the year, out of the penalty collected on account of late transfer of securities by Depository Participants to beneficial owner accounts, ₹ 10.26 Lakh (As at March 31, 2014 ₹ 40.66 Lakh) utilized for conducting various investor education and awareness programme. Balance of ₹ 2.51 Lakh (As at March 31, 2014 ₹ 0.77 Lakh) is to be utilised for the said program has been disclosed in "Other Current Liabilities".

4. **Beneficial Owner's Protection Fund:**

As advised by SEBI, Central Depository Services (India) Limited (CDSL), a subsidiary company had set up a Trust called "CDSL Beneficial Owner's Protection Fund"(BOPF) with the object of indemnification of losses suffered by Beneficial Owners. As per the rules of the said Fund, corpus is constituted mainly out of (a) penalties collected from Depository Participants (DPs) and (b) amount funded by the Depository Company from time to time based on certain percentage of annual issuer fees and interest earned on security deposit from DPs. Details of the Fund account disclosed in "Other Current Liabilities" are given below:

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Balance	8	3
Add: Penalties levied (net)	4	5
Closing Balance	12	8

5. Others earmarked includes funds received from other exchange.

Note 10

SHORT TERM PROVISIONS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Compensated Absences	789	482
Provision for gratuity	2	6
Income Taxes Provisions (Net of Advance Tax)	905	335
Proposed Dividend	5,459	4,230
Tax on Dividend	1,111	719
Wealth Tax	2	2
Add: Share in Joint Ventures	43	43
TOTAL	8,311	5,817

Note 11
STATEMENT OF FIXED ASSETS FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2015
₹ In Lakh

Sr. No.	Particulars of Assets	Cost As at April 01, 2014	Additions During the year	Deductions/ Adjustments	Addition on account of Merger	Cost As at March 31, 2015	Depreciation upto March 31, 2014	Depreciation/ Amortisation for the year	Transition adjustment recorded against surplus balance in the Statement of Profit and Loss	Deductions / Adjustments	Depreciation upto March 31, 2015	Net Assets As at March 31, 2015	Net Assets As at March 31, 2014
		A	B	C	D	E =A+B-C+D	F	G	H	I	J =F+G+H-I	K =E-J	L =A -F
	Tangible Assets :												
1	Freehold Land	1,010	-	-	-	1,010	-	-	-	-	-	1,010	1,010
	(Previous year)	(1,010)	-	-	-	(1,010)	-	-	-	-	-	(1,010)	(1,010)
2	Buildings	4,749	1,797	22	-	6,524	2,874	162	-	4	3,032	3,492	1,875
	(Previous year)	(4,619)	(136)	(6)	-	(4,749)	(2,762)	(112)	-	-	(2,874)	(1,875)	(1,857)
3	Plant & Machinery	2,688	423	11	-	3,100	1,847	233	39	5	2,114	986	841
	(Previous year)	(2,682)	(6)	-	-	(2,688)	(1,709)	(138)	-	-	(1,847)	(841)	(973)
4	Electrical Installations	2,140	1,679	2	-	3,817	1,287	376	22	1	1,684	2,133	853
	(Previous year)	(2,109)	(47)	(16)	-	(2,140)	(1,090)	(209)	-	(12)	(1,287)	(853)	(1,019)
5	Computers												
	(a) Hardware And Networking Equipment - Owned	29,153	4,739	354	8	33,546	26,623	2,347	283	348	28,905	4,641	2,530
	(Previous year)	(32,842)	(1,485)	(5,174)	-	(29,153)	(30,241)	(1,319)	-	(4,937)	(26,623)	(2,530)	(2,601)
	(b) Hardware And Networking Equipment - Lease	304	-	-	-	304	68	100	-	-	168	136	236
	(Previous year)	-	(304)	-	-	(304)	-	(68)	-	-	(68)	(236)	(304)
6	Furniture, Fixtures And Office Equipments	3,998	417	22	-	4,393	2,992	416	153	13	3,548	845	1,006
	(Previous year)	(4,475)	(113)	(590)	-	(3,998)	(3,254)	(262)	-	(524)	(2,992)	(1,006)	(1,221)
7	Motor Vehicles	136	44	14	-	166	15	34	-	8	41	125	121
	(Previous year)	(136)	(42)	(42)	-	(136)	(30)	(20)	-	(35)	(15)	(121)	(106)
	Add : Share in Joint Ventures	106	259	27	-	338	67	28	-	19	76	262	39
	(Previous year)	(88)	(35)	(17)	-	(106)	(73)	(9)	-	(15)	(67)	(39)	(15)
	Sub Total (A)	44,284	9,358	452	8	53,198	35,773	3,696	497	398	39,568	13,630	8,511
	Intangible Assets (other than internally generated) :												
8	Software	8,144	1,515	-	5	9,664	6,131	1,396	-	-	7,527	2,137	2,013
	(Previous year)	(7,109)	(1,052)	(17)	-	(8,144)	(5,057)	(1,091)	-	(17)	(6,131)	(2,013)	(2,052)
9	Goodwill on Amalgamation	-	1,565	-	-	1,565	-	780	-	-	780	785	-
	(Previous year)	-	-	-	-	-	-	-	-	-	-	-	-
	Add : Share in Joint Venture	45	-	-	-	45	39	5	-	-	44	1	6
	(Previous year)	(45)	-	-	-	(45)	(32)	(7)	-	-	(39)	(6)	(13)
	Sub Total (B)	8,189	3,080	-	5	11,274	6,170	2,181	-	-	8,351	2,923	2,019
	Grand Total (A+B)	52,473	12,438	452	13	64,472	41,943	5,877	497	398	47,919	16,553	10,530
10.	Capital work in progress											305	3,242
11.	Intangible Assets under development											61	145
	Previous year	55,115	3,220	5,862	-	52,473	44,248	3,235	-	5,540	41,943	10,530	

Footnote:

The Company has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013, earlier company was providing depreciation as per Schedule XIV of the Companies Act, 1956. Based on current estimates, depreciation of ₹ 497 lakh on account of assets whose useful life is already exhausted as on April 01, 2014 and deferred tax of ₹ 168 lakh thereon have been adjusted against the opening surplus in the Statement of Profit and Loss.

Note 12

NON CURRENT INVESTMENTS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Non current Investments (At Cost, unless otherwise specified): (Fully Paid-up, Unless otherwise stated)		
Trade Investment		
Investments in Equity Instruments		
Own Funds		
- 30,875 Shares of Calcutta Stock Exchange Limited of ₹ 1/- each	618	618
- 225,000,000 Shares of United Stock Exchange Limited of ₹ 1/- each (refer note 31)	-	2,250
- 2,187,015 Shares of National Power Exchange Limited of ₹ 10/- each	219	219
- 10,500,000 shares of BFSI Sector Skill Council of India Limited of ₹ 1/- each	105	105
	942	3,192
Equity Accounted Associate - At Carrying Value		
- Investment in Institutional Investor Advisory Services India Limited		
Cost of Investment	400	400
Add: Share of Post Acquisition Loss	(144)	(116)
	256	284
Non - Trade Investment		
Investments in Equity Instruments		
Own Funds		
- 5,000 Shares of Equity Shares of Belapur Railway Station Commercial Company Limited ₹ 10/- each	1	1
Non - Trade Investment		
Investments in Debentures & Bonds		
(a) Own Funds		
- Bonds and Non-Convertible Debentures (Quoted)	118,365	100,828
(b) Earmarked Funds		
- Bonds and Non-Convertible Debentures (Quoted)	2,894	1,517
- Bonds and Non-Convertible Debentures (Quoted) - Clearing and Settlement	4,559	5,957
Investments in Mutual Funds (Quoted)		
Own Funds		
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	150	150
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	14,587	700
Less: Provision for Diminution in value of Long Term Investment	(731)	(106)
TOTAL	141,023	112,523
Aggregate Amount of Quoted Investments	140,555	109,152
Market Value of Quoted Investments	145,715	108,134
Book Value of Unquoted Investments	468	3,371

Note : BFSI Sector Skill Council of India Limited being a section 8 Company under the Companies Act, 2013 and the same has not been considered for consolidation.

Note 12

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
NON CURRENT INVESTMENTS					
(a)	Own Funds				
Bonds & Non Convertible Debentures (Quoted)					
1	9.49 % HDB Financial Services Limited, June 2019	50	499	-	-
2	9.85 % Housing Development Finance Corporation Limited, June 2015	-	-	250	2,502
3	9.18 % Housing Development Finance Corporation Limited, February 2018	250	2,453	250	2,436
4	9.70 % Housing Development Finance Corporation Limited, March 2017	200	2,005	-	-
5	9.75 % Housing Development Finance Corporation Limited, December 2016	297	2,962	297	2,957
6	8.10 % HUDCO Limited, March 2022	1,069,400	11,143	-	-
7	8.51 % HUDCO Limited, January 2024	250,000	2,500	250,000	2,500
8	8.29 % HUDCO Limited, March 2024	100,000	1,000	100,000	1,000
9	10.00% ICICI Bank Ltd., November 2017	7,551	755	7,551	755
10	9.97% Infrastructure Leasing Financial Services Ltd., September 2016	100,000	1,000	100,000	1,001
11	11.25% Infrastructure Leasing Financial Services Ltd., August 2016	100,000	1,015	100,000	1,026
12	9.95% Infrastructure Leasing Financial Services Ltd., February 2019	100,000	1,000	100,000	1,000
13	6.72% Indian Railway Finance Corporation Ltd. (Tax Free), December 2020	7,500	7,478	7,500	7,474
14	7.55% Indian Railway Finance Corporation Ltd. (Tax Free), November 2021	500	500	500	500
15	8.00% Indian Railway Finance Corporation Ltd. (Tax Free), February 2022	631,898	6,461	631,898	6,482
16	7.19% Indian Railway Finance Corporation Ltd. (Tax Free), December 2022	200	2,000	200	2,000
17	8.23% Indian Railway Finance Corporation Ltd. (Tax Free), February 2024	200,000	2,035	150,000	1,500
18	8.35% Indian Railway Finance Corporation Ltd. (Tax Free), November 2023	200	2,000	200	2,000
19	8.64% LIC Housing Finance Ltd., May 2016	200	1,976	200	1,955
20	9.30% LIC Housing Finance Ltd., October 2016	250	2,492	250	2,487
21	9.40% LIC Housing Finance Ltd., February 2016	-	-	250	2,486
22	10.18% LIC Housing Finance Ltd., September 2016	100	1,001	100	1,002

Note 12

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
23	10.60 % LIC Housing Finance Ltd., September 2016	250	2,526	250	2,544
24	8.20 % National Highway Authority of India Ltd. (Tax Free), January 2022	61,810	618	61,810	618
25	8.27 % National Highway Authority of India Ltd. (Tax Free), February 2024	250,000	2,500	250,000	2,500
26	8.26 % National Housing Bank (Tax Free), January 2024	18,050	903	18,050	903
27	8.41 % NTPC Ltd. (Tax Free), December 2023	79,162	792	79,162	792
28	7.19 % Power Finance Corporation Ltd. (Tax Free), January 2023	100,000	1,000	100,000	1,000
29	7.60 % Power Finance Corporation Ltd., December 2015	-	-	100	991
30	8.20 % Power Finance Corporation Ltd. (Tax Free), February 2022	1,205,982	12,480	1,005,982	10,429
31	8.90 % Power Grid Corporation Ltd., February 2016	-	-	40	502
32	9.20 % Power Grid Corporation Ltd., March 2016	-	-	160	2,019
33	8.01 % Rural Electrification Corporation Ltd. (Tax Free), August 2023	250	2,501	250	2,501
34	8.01 % Rural Electrification Corporation Ltd. (Tax Free), September 2023	500,000	5,000	500,000	5,000
35	9.30 % State Bank of India, March 2021	3,791	379	3,791	379
36	9.25 % Tata Sons, June 2019	100	992	-	-
37	8.09 % Power Finance Corporation Ltd. (Tax Free), November 2021	1,000	1,053	-	-
38	7.93 % Rural Electrification Corporation Ltd. (Tax Free), March 2022	48,991	508	-	-
39	Power Finance Corporation 8.20% 01 February 2022	119,000	1,240	16,000	158
40	Indian Railway Financial Corporation 8.23 % 18 February 2024	1,000,000	10,000	1,000,000	10,000
41	Power Finance Corporation Ltd. 8.35 % 15 May 2016	500	4,931	-	-
42	Indian Railway Finance Corporation Ltd. 8.00 % 23 February 2022	61,000	599	61,000	598
43	National Highway Authority of India 8.27 % 05 February 2024	812,098	8,121	1,000,000	10,000
44	National Highway Authority of India 8.20% 25 January 2022	34,000	337	34,000	337
45	8.14 % HUDCO Limited, October 2023	2,500	25	2,500	25
46	IIFCL (Tax free) Bonds	-	1,000	-	1,000
47	IRFCL (Tax free) Bonds	-	1,000	-	1,000
48	7.21 % RECL (Tax free) bonds 21 November 22	50	500	50	500

Note 12

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
49	7.22 % PFC (Tax free) Bond Series 95 29 Novemeber 22	50	500	50	500
50	6.05 % IRFCL (Tax free) Bonds Series 73 201215	-	-	500	500
51	7.18 % IRFCL (Tax free) Bonds 19 February 23	130,000	1,307	30,000	300
52	8.01 % NHB (Tax free) Bonds 30 August 23	70	700	70	700
53	7.17 % NHB (Tax free) Bonds 01 January 23	50	503	-	-
54	8.35 % NHAI (Tax free) Bonds 22 November 23	70	700	70	700
55	8.20 % NHAI (Tax free) Bonds 25 January 22	72,500	754	22,500	225
56	8.18 % NHPC (Tax free) Bonds 02 November 23	22,547	225	22,547	225
57	8.19 % NTPC (Tax free) Bonds 04 March 24	50	500	50	500
58	8.41 % NTPC (Tax free) Bonds 16 December 23	31,665	317	31,665	317
59	8.18 % RECL (Tax free) Bonds 11 October 23	50	527	-	-
60	8.20 % PFC (Tax free) Bonds 01 February 22	100,000	1,052	-	-
	TOTAL		118,365		100,828

Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	HDFC Debt Fund for Cancer Cure - 100% Dividend Donation, March 2017	1,500,000	150	1,500,000	150
	TOTAL		150		150

Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	Reliance Fixed Horizon Fund - XXVIII - Series4 - Direct - 24-Jan-2018	10,000,000	1,000	-	-
2	Birla Sun Life Fixed Term Plan - Series KC (368days) - Growth Direct	7,186,155	719	-	-
3	Birla Sun Life Fixed Term Plan - Series KK (367days) - Growth Direct	4,658,410	466	-	-
4	Birla Sun Life Fixed Term Plan - Series KM (368days) - Growth Direct	5,600,000	560	-	-
5	Birla Sun Life Fixed Term Plan - Series KQ (368days) - Growth Direct	8,492,604	849	-	-
6	DSP BlackRock FMP S146-12M-Growth Direct Maturity Dt 26 February 16	7,145,127	715	-	-

Note 12

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
7	DSP BlackRock FMP S153-12M-Growth Direct Maturity Dt 23 March 16	4,110,415	411	-	-
8	DSP BlackRock FMP S149-12M-Growth Direct Maturity Dt 09 March 16	4,015,031	402	-	-
9	DSP BlackRock FMP S109-12M-Growth DirectGrowth	5,720,279	572	-	-
10	DWS Fixed Maturity Plan Series 70 (2 Years)- Direct Plan - Growth	138,027	14	-	-
11	HDFC FMP 370D Mar2014 (1) - Direct Plan- Growth	4,384,836	438	-	-
12	HDFC FMP 371D Feb 2014(2) Sr 29 - Direct Plan- Growth	6,000,000	600	-	-
13	ICICI Prudential Fixed Maturity Plan-Series 72-366 days Plan K - Direct Plan-Cumulative	3,483,042	348	-	-
14	ICICI Prudential Fixed Maturity Plan-Series 73-369 days Plan P - Direct Plan-Cumulative	12,303,571	1,230	-	-
15	ICICI Prudential Fixed Maturity Plan-Series 73-366 days Plan A - Direct Plan-Cumulative	3,284,400	328	-	-
16	IDFC Fixed Term Plan Series 24 - Direct Plan - Growth	6,000,000	600	-	-
17	IDFC Fixed Term Plan Series 27 - Direct Plan - Growth	3,000,000	300	-	-
18	IDFC Fixed Term Plan Series 83 - Direct Plan - Growth	3,422,759	342	-	-
19	Reliance Fixed Horizon Fund - XXV - Series 18 - Direct Plan Growth Plan	4,000,000	400	-	-
20	Reliance Fixed Horizon Fund - XXV - Series 24 - Direct Plan Growth Plan	5,000,000	500	-	-
21	Reliance Fixed Horizon Fund - XXV - Series 26 - Direct Plan Growth Plan	4,840,140	484	-	-
22	Sundaram Fixed Term Plan DO 366 Days Direct Growth	5,360,560	536	-	-
23	Birla Fixed Term Plan Series JY - Direct - Growth	3,544,730	354	-	-
24	Birla Fixed Term Plan Series KI - Direct - Growth	5,630,000	563	-	-
25	Birla Fixed Term Plan Series KQ - Direct - Growth	5,036,298	504	-	-
26	Birla Fixed Term Plan Series HL - Direct - Growth	2,562,575	256	-	-
27	Reliance Fixed Horizon Fund Sr 15-Direct Plan - Growth	3,000,000	300	-	-
28	Reliance Fixed Horizon Fund XXV Sr 26 - Direct Plan - Growth	4,000,000	400	-	-
29	Reliance Fixed Horizon Fund - XXIV 11 Direct Plan	3,948,606	395	-	-
30	HDFC FMP 384D March 2013	-	-	-	700
	Total		14,586		700

Note 12

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
(b)	Earmarked Funds				
	Bonds & Non Convertible Debentures (Quoted)				
1	9.25% Vijaya Bank Ltd., August 2016	150	1,509	150	1,517
2	National Highway Authority of India 8.27% 05 February 2024	138,502	1,385	-	-
3	National Highway Authority of India 8.27% 05 February 2024	49,400	494	-	-
4	Indian Railway Financial Corporation 8.23 % 18 February 2024	250,000	2,519	-	-
5	Rural Electrification Corporation 7.93 % 27 March 2022	150,000	1,546	-	-
6	Power Finance Corporation Ltd. 8.35 % 15 May 2016	-	-	500	4,868
7	Power Finance Corporation 8.20% 01 February 2022	-	-	103,000	1,089
	TOTAL		7,453		7,474

Note 13

DEFERRED TAX ASSETS (NET)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Deferred Tax Assets:		
Depreciation	172	120
Provision for employee benefits	239	198
Provision for doubtful debts/advances	141	95
Others	-	5
Add: Share in Joint Venture (net)	79	56
Net Deferred Tax Assets	631	474

Note 14

LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Deposit with Public Bodies and Others	274	300
Advance To Staff	88	137
Capital advances	5	39
Income Taxes Paid in Advance (Net of Provisions)	7,781	7,108
MAT Credit entitlement - Unsecured, considered good	6	215
Prepaid Expenses	84	99
Receivable from Punjab and Sindh Bank (refer note 38)	317	-
Add: Share in Joint Ventures	8	8
TOTAL	8,563	7,906

Note 15

OTHER NON CURRENT ASSETS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Others		
Gratuity asset (net)	210	293
TOTAL	210	293

Note 16

INVESTMENTS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Non Trade		
A) Current Investments (At lower of cost and fair value)		
Fully Paid-up Equity Shares (Quoted)		
Investments in Debentures and Bonds and CDS		
(a) Own Funds		
- Bonds and Non-Convertible Debentures (Quoted)	-	6,480
- Investment in Certificates of Deposit (Quoted)	45,439	17,982
(b) Earmarked Funds		
- Investment in Certificates of Deposit (Quoted)	4,993	-
Investments in Mutual Funds		
(a) Own Funds		
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	2,571	6,288
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Unquoted)	7,897	2,444
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	1,100	979
Add: Share in Joint venture	-	196
	11,568	9,907
(b) Earmarked Funds		
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	230	24,947
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted) - Settlement Guarantee Fund 1	5,714	191
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	500	525
	6,444	25,663

Note 16

INVESTMENTS (CONTD.)..

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
B) Current portion of Long Term Investments (At cost, unless otherwise specified)		
Investments in Debentures and Bonds		
Own Funds		
- Bonds and Non Convertible Debentures (Quoted)	9,000	16,227
Investments in Mutual Funds		
Own Funds		
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	9,151	29,851
TOTAL	86,595	106,110
Aggregate Amount of Quoted Investments	78,698	103,666
Market Value of Quoted Investments	79,022	104,470
Book Value of Unquoted Investments	7,897	2,444

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
A	CURRENT INVESTMENTS				
(a)	Own Funds				
	Certificate of Deposit (Quoted)				
1	IndusInd Bank Ltd., April 2014	-	-	3,000	2,987
2	Bank Of India 06Apr2015	13,500	13,483	-	-
3	Indusind Bank 06Apr2015	23,000	22,968	-	-
4	South Indian Bank 06Apr2015	9,000	8,988	-	-
5	Canara Bank CD 02-April-2014	-	-	5,000	4,998
6	Punjab National Bank CD 02-April-2014	-	-	10,000	9,997
	TOTAL		45,439		17,982

Bonds & Non Convertible Debentures (Quoted)

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	9.75% Infrastructure Development Finance Company Ltd., July 2014	-	-	200	1,999
2	9.37% LIC Housing Finance Ltd, November 2014	-	-	250	2,491
3	8.85% Power Finance Corporation Ltd., October 2014	-	-	200	1,990
	TOTAL		-		6,480

Note 16

INVESTMENTS (CONTD.)..

Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	ICICI Prudential Money Market - Direct - Dividend - ISF	1,109,593	1,111	-	-
2	ICICI Prudential Liquid - Super IP - Dividend - ISF	-	-	462,248	462
3	SBI Magnum Insta Cash - Cash Plan	-	-	119,500	2,002
4	L&T Liquid Fund - Daily Dividend	-	-	30	-
5	Axis Liquid Fund - Direct DDR	-	-	47,984	480
6	Religare Invesco Liquid Fund - Dir - Daily Div	-	-	316,860	3,171
7	Baroda Pioneer Liquid Fund Collection A/c	2,644	40	-	-
8	ICICI Prudential Liquid Fund Growth Plan	86,155	177	-	-
9	Reliance Liquidity Direct (Growth Plan)	441	9	-	-
10	ICICI Prudential Liquid - Direct Plan - Daily Dividend	9,226	9	-	-
11	HDFC cash Management Fund - Saving Plan Daily dividend	-	819	-	173
12	HDFC FMP 384D March 2013	-	-	-	-
13	Axis Liquid Fund - Direct Plan - Daily Dividend Reinvestment	177,210	1,773	23,513	235
14	Birla Sun Life Dynamic Bond Fund - Retail Plan -Monthly Dividend-Direct Plan	2,893,085	305	2,734,927	288
15	DSP Ultra Short Fund- Direct-DDR	11,881,191	1,193	-	-
16	DWS Insta Cash Plus Fund -Direct -DDR	287,319	288	-	-
17	DWS Ultra Short Term Fund-Direct-DDR	816,171	82	-	-
18	ICICI Prudential -Dynamic Bond Fund -Direct Plan-Dividend Reinvestment	-	-	5,353,027	551
19	Reliance Short Term Fund - Direct - Monthly Dividend Plan Dividend Reinvestment	7,231,191	788	6,797,412	741
20	Sundaram Select Debt Asset Plan -Direct-MDR	12,090,423	1,475	-	-
21	Birla Sunlife Cash Plus Direct Plan DDR	285,321	515	98,172	98
22	Birla Sunlife Saving Fund Direct Plan DDR	380,008	498	151,834	153
23	Kotak Floater Short Term Fund-Direct DDR	-	-	13,590	137
24	DSP BlackRock Liquidity Fund - Direct Plan - DDR	-	-	4,641	46
25	ICICI Prudential Flexible Income Plan -Direct -DDR	80,499	85	202,372	214
26	ICICI Prudential Banking and PSU Debt Fund- Direct -Growth	4,209,448	650	-	-
27	Reliance Liquid Fund-Treasury Plan Direct Plan-DDR	15,964	244	-	-
28	Sensex Prudential ICICI ETF (SPICE)	100,000	280	-	-
29	Reliance R*Share NIFTY ETF	150,000	127	-	-
	Add: Share in Joint venture	-	-	-	196
	Less: Provision for Diminution of Investments	-	-	-	(20)
	TOTAL		10,468		8,927

Note 16

INVESTMENTS (CONTD.)..

Units Of Growth Oriented Debt Schemes Of Mutual Funds (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	HDFC Short Term Plan - Growth	411,216	100	411,216	100
2	ICCI Prudential Regular Savings fund	345,478	50	1,650,560	300
3	Kotak Income Opportunity Fund	2,658,075	350	1,554,720	200
4	Birla Sunlife Short Term Opportunities Fund -Growth	243,869	50	66,045	66
5	Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	977,256	200	-	-
6	Icici Prudential Corporate Bond Fund - Regular Plan Growth	499,833	100	-	-
7	IDFC Super Saver fund Medium Term	661,758	150	742,737	214
8	HDFC Corporate Debt Opportunities Fund	922,943	100	487,722	100
	TOTAL		1,100		980
(b) Earmarked Funds					
Certificate of Deposit (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	South Indian Bank 06 April 2015	3,000	2,996	-	-
2	ICICI Bank Limited CD 06 April 2015	600	598	-	-
3	Axis Bank 06 April 2015	1,400	1,399	-	-
	TOTAL		4,993		-
Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	SBI Magnum Insta Cash - Cash Plan	-	-	56,542	947
2	Birla Sunlife Floating Rate Fund - STP	228,535	229	-	-
3	HDFC Liquid Fund - Dir - Growth	1,771,700	425	1,771,700	425
4	ICICI Prudential Liquid - Dir Daily Div	5,711,831	5,715	190,990	191
5	Axis Liquid Fund - Direct DDR	-	-	352,290	3,523
6	Birla Sun Life Dynamic Bond Fund - Ret Quarterly Div	-	-	9,926,997	1,126
7	Religare Invesco Liquid Fund - Dir - Daily Div	-	-	278,477	2,787
8	Reliance Liquid Fund - TP - Dir - Daily Div	-	-	523,845	8,008
9	Kotak Liquid Scheme - Plan A - Dir - Daily Div	-	-	327,468	4,005
10	ICICI Prudential Money Market Fund Dir Daily Div	-	-	4,002,097	4,004
11	Templeton India TMA - Dir - Daily Div	-	-	59,969	600
12	Baroda Pioneer Growth Fund	-	-	250,000	25
	Less: Provision for Diminution of Investments	-	-	-	(53)
	TOTAL		6,369		25,588

Note 16

INVESTMENTS (CONTD.)..

Units Of Growth Oriented Debt Schemes Of Mutual Funds (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	ICICI Prudential FRF - Plan C - Growth	71,460	75	71,460	75
	TOTAL		75		75
B.	Current Portion of Long Term Investments (At cost, unless otherwise specified)				
	Own Funds				
Investments in Debentures and Bonds					
Bonds and Non Convertible Debentures (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	7.95 % Housing Development Finance Corporation Limited, April 2014	-	-	200	2,000
2	8.40 % Housing Development Finance Corporation Limited, December 2014	-	-	500	4,966
3	8.25 % ICICI Home Finance Co. Ltd., May 2014	-	-	250	2,500
4	9.85 % Housing Development Finance Corporation Limited, June 2015	250	2,500	-	-
5	7.95% Infrastructure Development Finance Company Ltd., May 2014	-	-	250	2,500
6	9.20% Infrastructure Development Finance Company Ltd., February 2015	-	-	200	1,989
7	9.80% LIC Housing Finance Ltd., January 2015	-	-	100	999
8	9.39% LIC Housing Finance Ltd., February 2015	-	-	50	498
9	7.60 % Power Finance Corporation Ltd., December 2015	100	996	-	-
10	8.90% POWER GRID CORPORATION OF INDIA LTD, February 2016	40	501	-	-
11	9.40% LIC Housing Finance Ltd, February 2016	250	2,493	-	-
12	9.20% POWER GRID CORPORATION OF INDIA LTD, March 2016	160	2,010	-	-
13	9.62% L&T Finance 170914	-	-	28,106	281
14	6.05% IRFCL Tax Free Bonds Series 73 201215	500	500	-	-
15	7.70% REC Ltd. 020614	-	-	50	494
16	11.50% GOI 2015 -21052015	10	-	-	-
	TOTAL		9,000		16,227

Note 16

INVESTMENTS (CONTD.)..

Investment in Mutual Funds					
Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)					
Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
1	Axis Fixed Term Plan - Series 56 (370 Days) Direct Growth	-	-	5,000,000	500
2	Axis Yearly Interval Fund - Series 1 Direct Growth	-	-	5,003,680	500
3	Birla Sun Life Interval Income Fund - Annual Plan 5 - Growth-Direct	8,266,209	900	8,266,209	900
4	Birla Sun Life Fixed Term Plan - Series KC (368 days) - Growth Direct	-	-	7,186,155	719
5	Birla Sun Life Fixed Term Plan - Series KK (367 days) - Growth Direct	-	-	4,658,410	466
6	Birla Sun Life Fixed Term Plan - Series KM (368 days) - Growth Direct	-	-	5,600,000	560
7	Birla Sun Life Fixed Term Plan - Series KQ (368 days) - Growth Direct	-	-	8,492,604	849
8	DSP BlackRock FMP S146-12M-Growth Direct Maturity 26 February 16	-	-	7,145,127	715
9	DSP BlackRock FMP S153-12M-Growth Direct Maturity 23 March 16	-	-	16,396,716	1,641
10	DSP BlackRock FMP S149-12M-Growth Direct Maturity 09 March 16	-	-	4,015,031	402
11	DSP BlackRock FMP S161-12M-Growth Direct Maturity 20 April 15	6,549,900	655	-	-
12	DSP BlackRock FMP S91-12M-Growth Direct Maturity 09 April 15	-	-	6,000,000	600
13	DSP BlackRock FMP S109-12M-Direct Growth	-	-	5,720,279	572
14	DWS Fixed Maturity Plan Series 46 - Direct Plan - Growth	-	-	4,808,967	481
15	DWS Fixed Maturity Plan Series 48 - Direct Plan - Growth	-	-	5,000,000	500
16	DWS Fixed Maturity Plan Series 50 - Direct Plan - Growth	-	-	2,644,608	264
17	DWS Fixed Maturity Plan Series 63 - Direct Plan - Growth	6,500,000	650	6,500,000	650
18	HDFC FMP 384D March 2013(1) - Direct Plan- Growth	-	-	3,000,000	300
19	HDFC FMP 370D Apr 2014 (2) - Direct Plan- Growth	4,079,690	408	-	-
20	HDFC Annual Interval Fund Sr1-Plan A - Direct Plan- Growth	5,756,369	630	5,756,369	630
21	HDFC FMP 370D Mar2014 (1) - Direct Plan- Growth	-	-	4,384,836	438
22	HDFC FMP 371D Feb 2014(2) Sr 29 - Direct Plan- Growth	-	-	6,000,000	600
23	HDFC FMP 377Days March2014 (1) - Direct Plan- Growth	14,468,207	1,447	14,468,207	1,447
24	ICICI Prudential Fixed Maturity Plan-Series 67-371 days Plan E - Direct Plan-Cumulative	-	-	4,400,000	440

Note 16

INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
25	ICICI Prudential Fixed Maturity Plan-Series 72-366 days Plan K - Direct Plan-Cumulative	-	-	3,483,042	348
26	ICICI Prudential Fixed Maturity Plan-Series 73-369 days Plan P - Direct Plan-Cumulative	-	-	12,303,571	1,230
27	ICICI Prudential Fixed Maturity Plan-Series 73-366 days Plan A - Direct Plan-Cumulative	-	-	3,284,400	328
28	ICICI Prudential Fixed Maturity Plan-Series 73-369 days Plan S - Direct Plan-Cumulative	4,793,668	479	-	-
29	ICICI Prudential Fixed Maturity Plan-Series 74-370 days Plan V - Direct Plan-Cumulative	4,000,000	400	-	-
30	ICICI Prudential Fixed Maturity Plan-Series 74-369 days Plan I - Direct Plan-Cumulative	5,565,133	557	-	-
31	ICICI Prudential Interval Fund Sr-VI-Annual Interval Plan C- Direct Plan-Cumulative	5,887,877	644	5,887,877	644
32	IDFC Fixed Term Plan Series 83 - Direct Plan - Growth	-	-	6,903,865	690
33	IDFC Fixed Term Plan Series 24 - Direct Plan - Growth	-	-	6,000,000	600
34	IDFC Fixed Term Plan Series 27 - Direct Plan - Growth	-	-	3,000,000	300
35	Kotak FMP Series 102 Direct Growth	-	-	8,939,774	894
36	Reliance Fixed Horizon Fund - XXV - Series 18 - Direct Plan Growth Plan	-	-	4,000,000	400
37	Reliance Fixed Horizon Fund - XXV - Series 24 - Direct Plan Growth Plan	-	-	5,000,000	500
38	Reliance Fixed Horizon Fund - XXV - Series 26 - Direct Plan Growth Plan	-	-	4,840,140	484
39	Reliance Yearly Interval Fund - Series 5 - Direct Plan Growth Plan	4,496,857	490	4,496,857	490
40	Religare Invesco FMP - Series XVIII - Plan E (374 Days) - Direct Plan	-	-	6,000,000	600
41	Religare Invesco FMP-Sr. 23-Plan B (367 Days) - Direct Plan - Growth	-	-	4,307,088	431
42	Sundaram Fixed Term Plan FB 369 Days Direct Growth	-	-	9,455,439	946
43	Sundaram Fixed Term Plan FF 366 Days Direct Growth	-	-	4,004,334	400
44	Sundaram Fixed Term Plan DO 366 Days Direct Growth	-	-	5,360,560	536
45	Birla Fixed Term Plan Series JY - Direct Growth	-	-	3,544,730	354
46	Birla Fixed Term Plan Series KI - Direct Growth	-	-	5,630,000	563
47	Birla Fixed Term Plan Series KQ - Direct Growth	-	-	5,036,298	504
48	Birla Fixed Term Plan Series HL - Direct Growth	-	-	2,562,575	256
49	Reliance Yearly Interval Fund Sr 2 367 days	3,995,528	436	3,995,528	436

Note 16

INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
50	Reliance Yearly Interval Fund-Sr-5-Direct Plan - Growth	3,257,927	355	3,257,927	355
51	Reliance Fixed Horizon Fund Sr 15-Direct Plan - Growth	-	-	3,000,000	300
52	Reliance Fixed Horizon Fund XXV Sr 26 - Direct Plan - Growth	-	-	4,000,000	400
53	Reliance Yearly Interval Fund Sr 4 - Direct Plan - Growth	4,567,712	500	4,567,712	500
54	Reliance Fixed Horizon Fund XXVI Sr 31 - Direct Plan - Growth	4,000,000	400	-	-
55	DSP Black Rock FMP Sr 146-12M Growth	-	-	6,020,501	602
56	ICICI Prudential FMP Sr 72 - Plan R	-	-	5,911,402	591
57	Reliance Yearly Interval Fund-Series 2- Direct Plan- Growth	-	-	5,498,433	600
58	Reliance Fixed Horizon Fund - XXIV 11 Direct Plan	-	-	3,948,606	395
59	HDFC FMP 370D Jan 2014-1-Direct	-	200	-	-
	TOTAL		9,151		29,851

Note 17

TRADE RECEIVABLES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Sundry Debtors		
1. Secured and Considered Good		
- Outstanding for a period exceeding six months (from Invoice Date)	60	111
- Other Debts	1,355	1,403
	1,415	1,514
2. Unsecured and Considered Good		
- Outstanding for a period exceeding six months (from Invoice Date)	613	244
- Other Debts	1,453	1,597
	2,066	1,841
3. Unsecured and Considered Doubtful		
- Outstanding for a period exceeding six months (from Invoice Date)	1,114	877
- Other Debts	-	1
Less: Provision for Doubtful Debts	(1,114)	(878)
	-	-
Add: Share in Joint Ventures	119	88
TOTAL	3,600	3,443

Note 18

CASH AND BANK BALANCES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
1. Cash on Hand	-	-
2. Cheques on Hand	-	66
3. Balances with Banks		
Owned		
- In Current Accounts	1,180	12,128
- In Deposit Accounts	58,758	62,630
	59,938	74,758
Earmarked		
- In Current Accounts	5,528	371
- In Deposit Accounts	74,943	70,197
	80,471	70,568
Earmarked - Settlement Guarantee Fund 1		
- In Current Accounts	600	-
- In Deposit Accounts	2,933	368
	3,533	368
Add: Share in Joint Ventures	1,306	1,186
TOTAL	145,248	146,946

Note:

- a) Balances in Deposit Account with Banks (owned) includes ₹ 6,656 Lakh (As at March 31, 2014 ₹ 4,053 Lakh), which have a remaining maturity of more than 12 months.
- b) Of the above, balances that meet the definition of cash and cash equivalent as per Accounting Standard 3 Cash Flow Statements is ₹ 6,679 Lakh (As at March 31, 2014 ₹ 17,143 Lakh)

Note 19

SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
1. Unsecured and Considered Good		
- Advances to Staff	54	49
- Prepaid Expenses	415	657
- Balances with Government Authorities		
CENVAT Credit Receivable	757	605
- Others		
Advances Recoverable in Cash or in Kind or for value to be received	1,067	198
- Receivable from Selling Shareholder	170	170
Add: Share in Joint Ventures	7	9
	2470	1688
2. Unsecured and Considered Doubtful	771	771
Less: Provision for Doubtful Advances	(771)	(771)
	-	-
TOTAL	2,470	1,688

Note 20

OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Accrued Interest - Owned		
Owned		
- On Deposits	214	742
- On Investments	4,370	4,319
	4,584	5,061
Accrued Interest - Earmarked		
- On Deposits	636	70
- On Investments	518	-
	1,154	70
Accrued Interest - Earmarked - Settlement Gurantee Fund 1		
- On Deposits	-	3
- On Investments	108	-
	108	3
Add: Share in Joint Ventures	126	153
TOTAL	5,972	5,287

Note 21

INCOME FROM TRADING MEMBERS

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Transaction Charges	5,049	2,940
Income from Depository Services	10,455	8,706
Auction Charges	100	60
Charges Recovered	2,032	2,114
Annual Subscription & Admission Fees	173	156
Processing Fees	221	223
Clearing and Settlement Services	-	120
Charges Recovered - Earmarked	9	13
Add: Share in Joint Venture	7	-
TOTAL	18,046	14,332

Note 22

INCOME FROM SERVICES TO CORPORATES

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Listing Fees	9,579	4,838
Book Building Software Charges	553	744
Company Reinstatement Fees	302	142
Other Fees	105	190
TOTAL	10,539	5,914

Note 23

INCOME FROM INVESTMENTS AND DEPOSITS

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
A. Own Funds		
Income From Long-term Investments:		
Interest income	9,848	9,139
Dividend Income	6	6
Profit on Sale / Redemption	6	-
Income From Current Investments		
Interest Income	701	518
Dividend Income	3,813	3,268
Profit on Sale / Redemption	1,120	2,213
Interest Income on application money	29	232
Interest From Fixed Deposits and Term Deposits	11,551	10,642
Add: Share in Joint Venture	214	170
TOTAL (A)	27,288	26,188
B. Earmarked Funds		
Dividend Income from Current Investments	34	9
Interest Income from Long term Investments	156	-
Interest from Fixed Deposits and Term Deposits	98	22
TOTAL (B)	288	31
TOTAL (A+B)	27,576	26,219

Note 24

OTHER INCOME

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Rent and Infrastructure Charges	976	1,771
Training Institute	1,023	984
Income from software services	505	642
Website Income	303	208
Miscellaneous Income	470	330
Add: Share in Joint Ventures	827	541
TOTAL	4,104	4,476

Note 25

EMPLOYEE BENEFITS EXPENSE

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Salaries, Allowances and Bonus	8,648	7,770
Contribution to Provident and Other Funds	433	233
Staff Welfare Expenses	464	496
Compensated Absences	398	108
Add: Share in Joint Ventures	364	177
TOTAL	10,307	8,784

Note 26

ADMINISTRATION AND OTHER EXPENSES

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Advertising and Marketing Expenses	454	455
Amortisation of Preliminary Expenses	1	3
Bad debts written off	142	316
Building Repairs and Maintenance Expenses	581	543
Charity and Donations	-	20
Clearing House Expenses	24	61
Computer Technology Related Expenses (Refer Note 1(a) below)	7,042	6,445
Contribution to Depository Investor Protection Fund(Refer Note 29)	1,235	1,291
Contribution to Investors Service Fund	675	173
Contribution to Investors' Protection Fund	62	32
Contribution to SEBI	740	333
Directors' Fees	79	25

Note 26

ADMINISTRATION AND OTHER EXPENSES (CONTD.)..

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Electricity Charges (Net of Recoveries)	1,488	1,144
Insurance	432	170
Legal Fees	582	410
Loss on sale of Fixed Assets	18	232
Professional Fees	989	752
Postage and Telephone Expenses	466	410
Printing and Stationery	78	156
Property Taxes (Net of Recoveries)	341	169
Diminution in Value of Long term Investments	625	2
Diminution in Value of Current Investments	(75)	68
Provision for Trade Receivables	158	35
Rebate on Transaction Charges	11	94
Rent	487	384
Repairs to Other Assets	157	139
SEBI Regulatory Fees	219	200
Travelling Expenses	558	376
Corporate Social Responsibility (CSR Expenditure) (refer note 2 below)	121	-
Miscellaneous Expenses	1,184	869
Add: Share in Joint Ventures	184	146
TOTAL	19,058	15,453

Notes: 1.

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
a) Computer Technology Related Expenses include Repairs and Maintenance on Computers	4,464	4,102
b) Auditors' Remuneration included in Miscellaneous Expenses:		
Audit Fees	90	88
Tax Audit Fees	10	10
Other Services	2	1
TOTAL	102	99

2. CSR Expenditure

- a) The gross amount required to be spent by company during the year is ₹ 397 Lakh.
- b) Amount spend during the year was for the purpose other than construction / acquisition of any asset. The entire amount was paid.

Note 27 to 43

27. Contingent Liabilities not provided for in respect of:

Sr. No.	PARTICULARS	As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
a)	Claims against the Group not acknowledged as debts in respect of :		
	i) Income Tax matters	2,765	1,586
	ii) Service Tax matters	2,298	2,298
	iii) Department of Telecommunication license matters (Refer Note below)	401	401
	iv) Other matters (Including ₹ 10,394 Lakh (₹ 10,383 Lakh for the year ended March 31, 2014) which in the opinion of the Management are remote)	10,510	11,063
b)	Guarantees given by the Group to the loan provider: Aggregate loans outstanding from employees of the Group as on date. The employees have mortgaged their flats / properties with the loan provider.	60	104

Note: During the 2012-13 the Exchange has received notices from Department of Telecommunication (DoT), Government of India to pay a revised VSAT Network License Fees, Royalty etc. aggregating ₹ 636 Lakh against which amount of ₹ 235 Lakh has been paid and expensed during the previous year. In respect of the balance of ₹ 401 lakh the Management has filed a reply, after legal consultations, with DoT challenging the claim stating that the demand notices are based on an incorrect interpretation of the existing guidelines/orders. Hence no provision for the same is made in the accounts and the amount has been considered as a Contingent Liability.

28. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 3,178 Lakh as on March 31, 2015 (₹ 4,833 Lakh as on March 31, 2014).

29. As per the notification issued by The Securities and Exchange Board of India ("SEBI") has issued Depositories and Participants (Amendment) Regulations, 2012 on September 11, 2012. According to these Regulations depositories are required to establish and maintain an Investor Protection Fund for the protection of interest of beneficial owners and every depository is required to credit twenty five percent of its profits every year to the Investor Protection Fund.

Central Depository Services (India) Limited (CDSL), a subsidiary company, has sought clarification from SEBI on whether the amount of contribution to IPF is to be calculated at twenty five percent of the operating profits of CDSL before tax and available after making such contribution, from its depository business. Pending clarification from SEBI, the Company has calculated IPF contribution of ₹ 1,235 lakh for the year ended March 31, 2015 (₹ 1,291 Lakh for the year ended March 31, 2014), being twenty five percent of the profits before tax, available after making such contribution. If the contribution is calculated at twenty five percent of the operating profits before tax and available after making such contribution, the amount of contribution would be ₹ 844 lakh for the year ended March 31, 2015.

30. In accordance with The Securities Contracts (Regulations) (SECC) Regulations, 2012 (The Regulations) issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every year to a fund of the recognized clearing corporation(s) which clear(s) and settle(s) trades executed on that stock exchange to guarantee the settlement of trades. Further, as per Circular CIR / MRD / DRMNP / 25 / 2014 dated August 27, 2014 issued by SEBI regarding a Core Settlement Guarantee Fund, every stock exchange shall contribute at least 25% of the Minimum Required Corpus (can be adjusted against transfer of profit by Stock Exchange as per Regulation 33 of SECC Regulations) to a Core Settlement Guarantee Fund established and maintained by its clearing corporation. Pending receipt of clarifications regarding the Regulation and the implementation of the circulars mentioned, the Company made an appropriation of ₹ 2,620 lakh being 25% of the profit after tax for Financial Years 2012-13 and 2013-14, out of the opening balance of the Surplus in the Statement of Profit and Loss as on April 1, 2014 and ₹ 2,536 lakh being 25% of the profit after tax for the year. As mandated by the aforementioned circular, the exchange has implemented the provisions of this circular by December 1, 2014 and contributed an amount of ₹ 2,579 as at March 31, 2015.

Indian Clearing Corporation Ltd. (Clearing Corporation of the Exchange) has appropriated an amount of ₹ 7,314 Lakh out of the profits of current and earlier years to the Core Settlement Guarantee Fund.

31. a) In terms of the Scheme of Amalgamation ("the Scheme"), approved by the Court, with an appointed date of April 01, 2014 and an effective date of May 14 2015 ('the Effective Date'), being the date on which all the requirements under the Companies Act, 1956 United Stock Exchange of India Limited (USE) has been amalgamated with the Company (Transferee Company). Upon the amalgamation undertaking and the entire business, including all assets and liabilities of USE stand transferred to and vested in the Company. The amalgamation has been accounted under "Purchase Method" as envisaged in the Accounting Standard (AS) – 14 "Accounting for Amalgamations" notified under the Companies (Accounting Standards) Rules, 2006. Accordingly, the assets and liabilities taken over on amalgamation of the Transferor Company are fair valued as on the date of the acquisition by a firm of Chartered Accountants as at the appointed date. Further, in consideration, the Company has issued equity shares in accordance with the swap ratio approved by the Hon'ble High Court of Judicature at Bombay (Court). These shares are fair valued for the purpose of recording in the books of account based on the equity valuation considered in arriving at the swap ratio by a firm of Chartered Accountants. Further the Company had obtained a fairness opinion on the ratio approved by the Court.
- b) Details of the fair value of assets and liabilities as at April 01, 2014 acquired on amalgamation and treatment of the difference between the fair value of net assets acquired is as under:

PARTICULARS	₹ In Lakh
Fixed assets	664
Loans and advances	887
Investments	2,155
Trade Receivable	92
Cash and cash equivalents	12,705
Other Current Assets	111
TOTAL ASSETS – A	16,614
Provisions	35
Long term liabilities	6
Current Liabilities	4,537
Trade Payables	459
TOTAL LIABILITIES – B	5,037
Net Assets (A-B)	11,577
Fair value of 3,428,571 equity shares at ₹ 383.30 each to be issued to the equity shareholders of USE (Other than the Company investment in USE)	13,142
Goodwill on amalgamation	1,565
Accounted as : Pending issue of 3,428,571 equity shares at ₹ 1, the same has been credited to Share Capital Suspense Account (Refer Note 2) These have been considered for the purpose of EPS calculation	34
Statutory Reserve transfer (Settlement Guarantee Fund 2) (Refer Note 32)	328
Cancellation of Carrying value of investments in the Transferee Company	2,250
Difference credited to Capital Reserve pursuant to the Scheme	10,530

Note 27 to 43

(CONTD.)..

Figures in the Statement of Profit and Loss for the year ended March 31, 2015 of BSE Limited include the following line items of income earned, expense incurred and the resultant loss pertaining to the United Stock Exchange of India Limited during FY 2014-15:

PARTICULARS	₹ In Lakh
Revenue from Trading Operations	118
Data Dissemination	1
Income from Investments and Fixed Deposits and Other Income	1,179
Other Income	14
Total Revenue	1,312
Employee Benefit Expenses	396
Operating & Other Expenses	1,011
Depreciation & Amortization	66
Total Expenses	1,473
Loss for the year before Exceptional Items	(161)
Exceptional items	218
Loss for the year before tax	(379)

In view of the aforesaid amalgamation with effect from April 1, 2014, the figures for the current year are not comparable with those of the previous year.

32. In 2010-11, United Stock Exchange (USE), set up a Settlement Guarantee Fund to guarantee the settlement of bonafide transactions of members of the exchange, which form part of the exchange settlement system so as to ensure timely completion of settlement of trades and thereby protect the interest of investors and the members of the exchange. The Constitution of the fund was approved by The Securities and Exchange Board of India (SEBI). USE had contributed a sum of ₹ 25,000,000/- as initial contribution during the year 2010-11. The fund is maintained by Indian Clearing Corporation Limited (ICCL) and the income earned on these deposits is credited to the Statement of Profit and Loss and then appropriated to the Fund (net of applicable taxes). This fund has been transferred to the Company as part of the Scheme of Amalgamation as described in note no 31.
33. As per the Accounting Standard-18 "Related Party Disclosures" the related parties of the Exchange are as follows:

a) Entities under control:

NAME
The Stock Exchange Investors' Protection Fund
The Stock Exchange Education & Research Services
The Stock Exchange Foundation
The Stock Exchange Charities
Seth K. R. P. Shroff Stock Exchange Sarvajanik Fund
Shri Phiroze Jeejeebhoy Memorial Trust

b) Transactions with the Entities under control:

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
EXPENDITURE			
The Stock Exchange Investors' Protection Fund	Contribution to IPF (a proportion of listing fee)	62	32

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS			
The Stock Exchange Investors' Protection Fund	Receivable	131	111
LIABILITIES			
The Stock Exchange Investors' Protection Fund	Deposit	6	-

c) Associate

NAME
Institutional Investor Advisory Services India Limited

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
INCOME			
Institutional Investor Advisory Services India Ltd	Rent and Maintenance Charges	29	29
	Administrative and Other Expenses (Recoveries)	4	4

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS (At Cost)			
	Investments	400	400
LIABILITIES			
	Deposit	15	15

d) Key Management Personnel (KMP) and their Relatives :

NAME	RELATION
Shri Ashishkumar Chauhan	Managing Director and Chief Executive Officer
Mrs. S. A. Chauhan	Relative of KMP

Transactions with Key Management Personnel and their Relatives:

NAME	PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
EXPENDITURE			
Shri Ashishkumar Chauhan	Salaries, Allowances and Bonus	292	245

NAME	PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
LIABILITIES :			
Mrs. S. A. Chauhan	Payable towards shares in subsidiary company purchased in October 2009	-	500
	Payment made during the year	500	200

34. Lease

a) Finance Lease

- i) Assets acquired on finance lease mainly comprise computer equipments.
- ii) The Minimum lease rentals as at March 31, 2015 and the present value as at March 31, 2015 of minimum lease payments in respect of assets acquired under finance lease are as follows:

Sr. No.	PARTICULARS	Minimum Lease Payments		Present value of Minimum Lease Payments	
		As on March 31, 2015	As on March 31, 2014	As on March 31, 2015	As on March 31, 2014
		₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
1	Payable not later than 1 Year	77	75	56	67
2	Payable later than 1 Year and not later than 5 Years	149	224	127	163
	Total	226	299	183	230
	Less : Future Finance Charges	43	69		
	Present Value of Minimum Lease Payments	183	230		

- iii) Contingent rent recognised/(adjusted) in the statement of profit and loss in respect of finance lease: ₹ Nil
(Previous year : ₹ Nil)

b) **Operating Lease** : Future minimum rentals payable under operating leases are as follows:

Sr. No.	PARTICULARS	Minimum Lease Payments	
		As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
1	Payable not later than 1 Year	24	45
2	Payable later than 1 Year and not later than 5 Years	-	164
	Total	24	209

35. **Segment Reporting:**

The group operates in 2 reportable business segments viz: Stock Exchange Operations and Depository Services.

PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Segment Revenue		
(a) Stock Exchange Activity		
(i) Operation	28,780	21,474
(ii) Related Activity (Treasury)	17,658	15,476
(b) Depository Activity	12,589	12,071
Total	59,027	49,021
Less : Inter Segment Revenue		
Total Segment Revenue	59,027	49,021
Segment Results before exceptional item		
(a) Stock Exchange Activity		
(i) Operation	7,799	5,790
(ii) Related Activity (Treasury)	17,542	15,347
(b) Depository Activity	7,267	6,986
Total	32,608	28,123
Less : Exceptional Item	5,075	6,129
Segment Results after exceptional item		
(a) Stock Exchange Activity		
(i) Operation	2,724	(339)
(ii) Related Activity (Treasury)	17,542	15,347
(b) Depository Activity	7,267	6,986
Total Segment Results	27,533	21,994
Add : Unallocated Corporate Income	3,448	3,961
Less : Unallocated Corporate Expenses	8,889	6,612
Less : Extraordinary Items	-	(85)
Profit before taxation	22,092	19,428
Less : Provision for taxation	4,378	3,427
Profit after taxation	17,714	16,001

Note 27 to 43

(CONTD.)..

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Segment Assets		
(a) Stock Exchange Activity		
(i) Operation	140,910	143,187
(ii) Related Activity (Treasury)	198,074	190,628
(b) Depository Activity	47,331	43,540
Total Segment Assets	386,315	377,355
Unallocated Assets	33,420	29,736
Total Assets	419,735	407,091
Segment Liabilities		
(a) Stock Exchange Activity		
(i) Operation	121,415	135,918
(ii) Related Activity (Treasury)	-	500
(b) Depository Activity	7,899	6,259
Total Segment Liabilities	129,314	142,677
Unallocated Liabilities	26,635	26,773
Total Liabilities	155,949	169,450
Fixed Asset acquired during the year		
(a) Stock Exchange Activity		
(i) Operation	6,758	1,004
(ii) Related Activity (Treasury)	-	-
(b) Depository Activity	193	319
Total Fixed Asset Addition	6,951	1,323
Unallocated Fixed Asset Addition	5,487	1,897
Total Fixed Asset Addition	12,438	3,220
Depreciation and amortisation		
(a) Stock Exchange Activity		
(i) Operation	3,844	1,409
(ii) Related Activity (Treasury)	-	-
(b) Depository Activity	207	279
Total Depreciation and amortisation	4,051	1,688
Unallocated Depreciation and amortisation	1,826	1,547
Total Depreciation and amortisation	5,877	3,235

36. Earnings Per Share:

PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
Profit After Tax (₹ in Lakh)	15,553	13,519
Less : Transfer to Settlement Guarantee Fund	(269)	(37)
Profit After Tax available for Equity Shareholders	15,284	13,482
Weighted Average Number of Equity Shares for Basic and Diluted Earnings Per Share (in Nos.) (refer note 31)	109,176,343	105,747,772
Basic and Diluted EPS before Extraordinary Item (₹)	14.00	12.68
Basic and Diluted EPS after Extraordinary Item (₹)	14.00	12.75

37. The Exchange offers Deposit Based Membership. Trading Members are required to deposit a specified amount with the Exchange which is included in Deposits from Members. As at March 31, 2015 the deposit amount of ₹ 1,900 lakh (₹ 3,100 lakh as at March 31, 2014) have a lock in period of more than a year and have been disclosed as Non-Current Liabilities. Current portion of deposits from Trading Members amounting to ₹ 7,157 lakh (₹ 6,444 lakh as at March 31, 2014) have been disclosed as Other Current Liabilities.

38. An amount of ₹ 300 lakhs plus interest is pending to be received by a subsidiary on account of an expired fixed deposit with a bank. The same is alleged by the subsidiary as a fraud by the bank on the subsidiary. In view of the law suit filed by the Company in the Hon'ble High Court of Bombay, CBI Investigation being underway and a legal opinion on the matter which confirms that the said amount is recoverable from the bank, the amount is considered recoverable by the subsidiary.

39. Minority Interest Reconciliation

PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Balance as on April 01, 2014	18,754	17,333
Add: Share of profit	2,133	2,441
Less : Share in Dividend and dividend distribution tax	(1,120)	(1,120)
Add: issue/transfer of Equity Share in CDSL Subsidiary	97	100
Closing Balance as on March 31, 2015	19,864	18,754

Note 27 to 43

(CONTD.)..

40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

Name of the entity in the	Net assets, i.e., total assets minus total liabilities		Share of profit or loss	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
		₹ In Lakh		₹ In Lakh
Indian Direct Subsidiaries				
Indian Clearing Corporation Limited	100%	59,981	100%	8,021
Marketplace Technologies Private Limited	100%	1,839	100%	(1,179)
BSE Institute Limited	100%	5,388	100%	535
Central Depository Services (India) Limited	100%	41,486	100%	4,686
BSE Investments Limited (w.e.f March 28, 2014)	100%	6	100%	(1)
Minority Interest in all Subsidiaries	100%	19,864	100%	(2,133)
Indian Joint Venture				
BOI Shareholding Limited	49%	1,264	49%	85
Asia Index Private Limited	50%	10	50%	125
Indian Associates				
Institutional Investor Advisory Services India Limited	30%	256	30%	(28)

Note: Above information has been prepared based on consolidated financials of Subsidiaries wherever applicable.

41. Disclosure as required under Accounting Standard –15 on “Employee Benefits” is as under:

Defined Benefit Plan – Gratuity:

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees. On adoption of the Accounting Standard (AS 15) on “Employee Benefits”, actuarial valuation is done based on “Projected Unit Credit” method. Gains and losses of changed actuarial assumptions are charged to the Statement of Profit and Loss.

The following table sets out the funded status of the Gratuity benefit scheme and the amount recognised in the Financial Statements

I. ASSUMPTIONS AS AT	March 31, 2015	March 31, 2014
Mortality	Published rates under the Indian Assured Lives Mortality (2006-08) Ult table and LIC (1994-96)	
Discount Rate	7.77- 8.00%	8.00- 9.35%
Salary Escalation rate(p.a)	4.00- 10.00%	4.00- 8.50%
Expected rate of return on plan assets	7.50- 8.50%	8.50- 9.25%
Withdrawal rate		
- 21 to 44 years	2.50%	2.50%
- 45 to 60 years	1.00%	1.00%
Average Future working life (years)	9.43 – 16.05	9.43 – 13.19

Amount to be recognised in the Balance Sheet and Movement in Net Liability / (Assets)

II. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Present Value of Funded Obligations	1,889	1922
Fair Value of Plan Assets	(2,046)	(2,216)
Amount not recognized as an asset (limit in para 59(b)) under AS 15 (R)	24	41
Net Liability / (Asset)	(133)	(253)

Expenses Recognised in Statement of Profit and Loss

III. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Current Service Cost	133	142
Interest on Defined Benefit Obligations	181	170
Expected Return on Plan Assets	(180)	(182)
Net Actuarial Losses / (Gains) Recognised during the year	14	(253)
Effect of Limit in para 59(b) under AS 15 (R)	(16)	31
Total Gratuity expenses included in "Employee Benefit Expense"	132	(92)
Actual Return on Plan Assets	330	107

Reconciliation of Benefit Obligation

IV. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Defined Benefit Obligation	1,953	2,029
Current Service Cost	133	142
Interest Cost	182	170
Actuarial Loss / (Gain)	171	(330)
Liability's settled on transfer	-	-
Liability on acquisition	12	-
Benefits Paid	(562)	(89)
Closing Defined Benefit Obligation	1,889	1922

Reconciliation of Fair Value of Plan Assets of Funded Schemes:

V. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Fair Value of Plan Assets	2,217	2,162
Expected Return on Plan Assets	180	182
Actuarial Gain / (Loss)	164	(71)
Contributions by Employer	16	32
Asset on acquisition	12	-
Benefits Paid	(544)	(89)
Closing Fair Value of Plan Assets	2,045	2,216

Description of Plan Assets

VI. PARTICULARS	March 31, 2015	March 31, 2014
Government of India Securities	35%	44%
Corporate Bonds	30%	36%
Special Deposit Schemes	5%	0%
Insurer Managed Funds	4%	11%
Others	26%	9%

Experience Adjustments:

VII. PARTICULARS	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
	₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
Defined Benefit Obligations	1,889	1,922	2,029	1,964	1,952
Plan Assets	2,036	2,216	2,162	1,983	1,823
Surplus / (Deficit)	147	294	133	19	(129)
Experience Adjustments on Plan Liabilities	(41)	(113)	(133)	(187)	(128)
Experience Adjustments on Plan Assets	162	(71)	21	50	(42)

Other Details:

The discount rate is based on the prevailing market yields of Indian Government Securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increase considered in the actuarial valuation, take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the Auditors.

Expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

As the contribution expected to be paid to the plan during the annual period beginning after the balance sheet date is based on various internal / external factors, a best estimate of the contribution is not determinable.

Defined Contribution Plan:

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company offers its employees defined contribution plan in the form of provident fund and family pension fund. Provident fund and family pension fund cover substantially all regular employees. While both, the employees and the Company pay predetermined contributions into the provident fund, contributions into the family pension fund are made by only the Company. The contributions are based on a certain proportion of the employee's salary.

Amount recognised as an expense and included under the head "Contribution to Provident and Other Funds" of Statement of Profit and Loss is ₹ 355 lakh (₹ 334 lakh for March 31, 2014).

42. a) Pursuant to SEBI Circular CIR / DNPD / 5 / 2011 dated June 2, 2011 (BSE Notice no-20110602-18, dated June 02, 2011), permitting stock exchanges to introduce Liquidity Enhancement Schemes (LES) for illiquid securities in their equity derivatives segment, the Exchange has launched a series of Liquidity Enhancement Incentive Programmes (LEIPS) to enhance liquidity in BSE's Futures & Options Segment. The programme was launched on 28th September, 2011 and an expense of ₹ 3,425 lakh has been incurred towards the same for the year ended March 31, 2015 (₹ 6,129 lakh for the year ended March 31, 2014). Considering the special nature of this expense and its impact on the profit of the Exchange, the same has been recognised as an exceptional item.
- b) During the period, the Group implemented a Voluntary Retirement Scheme 2014 (VRS) for all its eligible employees. Post closure of the Scheme an expense of ₹ 1,417 lakh has been incurred and has been treated as an exceptional item.
- c) Consequent to the scheme of amalgamation, the Group has terminated a software development contract and paid ₹ 218 lakh as full and final settlement which has been recognized as expenses.
43. Previous year figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

S. Ramadorai
Chairman

Ashishkumar Chauhan
Managing Director & CEO

Place : Mumbai
Date : May 18, 2015

Nayan Mehta
Chief Financial Officer

Neena Jindal
Company Secretary

Independent Auditors' Report

TO THE MEMBERS OF

BSE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **BSE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matter

1. We draw attention to Note no. 27 to the financial statements wherein in accordance with the Securities Contracts (Regulations) (SECC) Regulations, 2012 (The Regulations) issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every year to a fund of the recognized clearing corporation which clears and settles trades executed on that stock exchange to guarantee the settlement of trades. Further, as per Circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014 issued by SEBI regarding a Core Settlement Guarantee Fund, every stock exchange shall contribute at least 25% of the Minimum Required Corpus (can be adjusted against transfer of profit by Stock Exchange as per Regulation 33 of SECC Regulations) to a Core Settlement Guarantee Fund established and maintained by its clearing corporation. The Company has sought clarification from SEBI on certain matters. Pending receipt of clarifications regarding the Regulation and the implementation of the circulars mentioned, the Company made an appropriation of Rs. 2,620 lakh being 25% of the profit after tax for Financial Years 2012-13 and 2013-14, out of the opening balance of the Surplus in the Statement of Profit and Loss as on April 1, 2014 and Rs. 2,536 lakh being 25% of the profit after tax for the year. As mandated by the aforementioned circular, the exchange has implemented the provisions of this circular by December 1, 2014 and contributed an amount of Rs. 2,579 as at March 31, 2015.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 25 (a) to the financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on long-term contracts. The Company does not have any outstanding derivative contracts as at year end.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
(Membership No: 48791)

Place : Mumbai
Date : May 18, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Having regard to the nature of the Company's business/activities/results during the year, clauses 3(ii) and 3 (vi) of the Order are not applicable to the Company.

1. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
2. The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Act.
3. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for purchase of fixed assets and rendering of services and during the course of our audit we have not observed any continuing failure to correct major weaknesses in such internal control system.
4. According to the information and explanations given to us, the Company has not accepted any deposit during the year and no deposits are outstanding as at March 31, 2015.
5. According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including provident fund, income tax, service tax, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of provident fund, income tax, service tax, value added tax, cess and other material statutory dues in arrears as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income-tax, which have not been deposited as on March 31, 2015 on account of disputes are given below.

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs. In lakh)
Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2008-09	233
Income Tax Act, 1961	Income Tax	Deputy CIT	A.Y. 2009-10	83
Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2009-10	400
Income Tax Act, 1961	Income Tax	Deputy CIT	A.Y. 2010-11	922
Income Tax Act, 1961	Income Tax	CIT - A	A.Y. 2010-11	626

There were no dues of Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess have not been deposited as on March 31, 2015 on account of disputes.

- (d) In our opinion and according to the information and explanations given to us, there are no amounts that are due to be transferred to the Investor Education and Protection Fund by the Company.
6. The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
7. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution and banks. The Company has not issued any debentures.
8. In our opinion and according to the information and explanations given to us, the terms and conditions of the guarantees given by the Company for loans taken by others from banks and financial institutions are not, prima facie, prejudicial to the interests of the Company.

9. To the best of our knowledge and belief and according to the information and explanations given to us, there have been no loans availed during the year. Hence clause (xi) of paragraph 3 of the Order is not applicable to the Company.
10. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Place : Mumbai
Date : May 18, 2015

Kalpesh J. Mehta
Partner
(Membership No: 48791)

BALANCE SHEET AS AT MARCH 31, 2015

PARTICULARS	Note No.	As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
A. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	1,073	1,038
(b) Reserves and Surplus	3	222,210	207,478
		223,283	208,516
2 Share Application Money Pending Allotment		1	1
3 Non-Current Liabilities			
(a) Deferred Tax Liabilities (net)	4	251	903
(b) Other Long-term Liabilities	5	2,272	681
(c) Deposits from Trading Members	35	1,900	3,100
		4,423	4,684
4 Current Liabilities			
(a) Trade Payables	6	4,528	3,345
(b) Other Current Liabilities	7	50,356	37,186
(c) Short-term Provisions	8	7,940	5,498
		62,824	46,029
TOTAL		290,531	259,230
B. ASSETS			
1 Non-current Assets			
(a) Fixed Assets	9		
(i) Tangible Assets		12,083	7,022
(ii) Intangible Assets		2,919	1,965
(iii) Capital Work-in-progress		305	3,246
(iv) Intangible Assets Under Development		61	122
		15,368	12,355
(b) Non-current Investments	10	144,199	135,944
(c) Long-term Loans and Advances	11	5,669	6,065
(d) Other Non-current Assets	12	2,789	290
		152,657	142,299
2 Current Assets			
(a) Investments	13	43,023	28,405
(b) Trade Receivables	14	2,630	2,401
(c) Cash and Bank Balances	15	70,048	68,895
(d) Short-term Loans and Advances	16	3,166	1,186
(e) Other Current Assets	17	3,639	3,689
		122,506	104,576
TOTAL		290,531	259,230
See accompanying notes forming part of financial statements	1-39		

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants**Kalpesh J. Mehta**
PartnerPlace : Mumbai
Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman**Nayan Mehta**
Chief Financial Officer**Ashishkumar Chauhan**
Managing Director & CEO**Neena Jindal**
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
A. CONTINUING OPERATIONS			
1 Revenue From Operations: Income From			
Trading Members	18	7,428	5,403
Services to Corporates	19	10,539	5,914
Other Operating Income	20	2,600	-
Data Dissemination Fees		2,193	2,041
Revenue From Operations		22,760	13,358
2 Income From Investments and Deposits	21	18,675	16,892
3 Other Income	22	2,483	3,033
4 Total Revenue (1+2+3)		43,918	33,283
5 Expenses			
Employee Benefits Expense	23	5,849	5,162
Finance Costs		22	17
Depreciation and Amortisation Expense	9	5,216	2,657
Administration and Other Expenses	24	16,354	11,424
Total Expenses		27,441	19,260
6 Profit Before Exceptional Items And Tax (4 - 5)		16,477	14,023
7 Exceptional Items	37		
Liquidity Enhancement Incentive Program Scheme		3,425	6,129
Voluntary Retirement Scheme		1,277	-
Others		218	-
8 Profit Before Tax (6 - 7)		11,557	7,894
9 Tax Expense:			
Current Tax		1,897	249
MAT Credit Entitlement		-	(209)
Deferred Tax		(484)	377
		1,413	417
10 Profit For The Year (8 - 9)		10,144	7,477
11 Earning Per Equity Share:			
Basic and Diluted		9.29	7.07
Par Value Of Share ₹		1	1
Weighted Average Number Of Shares (Nos.)		109,176,343	105,747,772
See accompanying notes forming part of financial statements	1-39		

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants**Kalpesh J. Mehta**
PartnerPlace : Mumbai
Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman**Nayan Mehta**
Chief Financial Officer**Ashishkumar Chauhan**
Managing Director & CEO**Neena Jindal**
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	11,557	7,894
Adjustments for:		
Depreciation and Amortisation Expenses	5,216	2,657
Unrealised loss on Foreign Exchange	-	6
Loss on sale of Fixed Assets	25	242
Finance cost	22	17
Profit on sale of investments	(18)	(25)
Amortisation of Discount and Premium (net)	9	203
Interest income	(13,848)	(12,932)
Dividend Income	(4,818)	(4,138)
Provision for Diminution in Value of Long term investments	772	2
Diminution in Value of Current Investments	-	(1)
Provision for Compensated Absences	212	67
Provision for Trade Receivables	18	182
	(12,410)	(13,720)
Operating profit before working capital changes	(853)	(5,826)
Adjustments for (increase)/decrease in :		
Trade Receivables	(160)	(249)
Loans and Advances	(1,391)	771
Others assets	(2,531)	(105)
Trade Payable	696	631
Other Liabilities	9,588	(227)
Operating Cash Flow after adjusting working capital changes	6,202	821
Net Income tax paid	(838)	(2,091)
Net Cash Generated / (Used) in Operations	4,511	(7,096)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets		
Acquisition of Fixed assets (including capital work in progress)	(6,510)	(3,857)
Proceeds from disposal of fixed assets	14	71
Investments		
Investment in Subsidiary and Joint Venture	-	(11)
Purchase of Other Long Term Investments	(19,346)	(45,561)
Proceeds from other Long Term Investments	15,004	22,650
Net Increase in Current Investments	(16,538)	(9,561)
Fixed Deposits with Banks		
Net Decrease in Fixed Deposits with Banks	10,359	43,746
Interest income	14,109	11,481
Dividend Income	4,818	4,138
Net Cash generated from Investing Activities	1,910	23,096

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
C. CASH FLOW FROM FINANCING ACTIVITIES		
Finance Cost	(22)	(17)
Decrease in Trading members and Others Deposits	(2,452)	(19,780)
Dividend and Tax paid thereon	(4,310)	(4,456)
Net cash used in Financing Activities	(6,784)	(24,253)
Net Decrease in Cash and Cash Equivalents (A + B + C)	(363)	(8,253)
Cash and Cash Equivalents at the end of year:		
In Current Accounts	343	439
	343	439
Cash and Cash Equivalents at the beginning of year:	439	8,692
Cash and Cash Equivalents acquired from Amalgamation	267	-
Change in Cash and Cash Equivalents	(363)	(8,253)
Cash and Cash Equivalents at the end of year:	343	439
Add: Earmarked Balance in Current Accounts	2	140
Add: Restricted Balance in Current Accounts	543	532
Add: Fixed Deposits with Banks (maturity period over three months) (including earmarked)	69,160	67,784
Cash and Bank balances as per note no."15"	70,048	68,895

Note to Cash Flow Statement:

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the accounting standard -3 on cash flow statements notified under the companies (Accounting Standards) Rules, 2006 (as amended).
2. Cash flow does not include cash and cash equivalent held by the Company for various Earmarked Liabilities. These cash and cash equivalent of earmarked liabilities are held in segregated accounts.
3. 1,20,000 Shares are allotted as bonus shares by capitalisation of free reserves and hence not included in Cash Flow Statement.

See accompanying notes forming part of the financial statements 1-39

In terms of our report attached.

For **Deloitte Haskins & Sells LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

Place : Mumbai
Date : May 18, 2015

For and on behalf of the Board of Directors

S. Ramadorai
Chairman

Nayan Mehta
Chief Financial Officer

Ashishkumar Chauhan
Managing Director & CEO

Neena Jindal
Company Secretary

Notes annexed to and forming part of the Balance Sheet as at March 31, 2015 and Statement of Profit and Loss for the Year ended March 31, 2015.

General Information

BSE Limited (Formerly known as Bombay Stock Exchange Limited) herein after referred to as the “The Exchange” or “The Company” was established in 1875 and is Asia’s first Stock Exchange and one of India’s leading exchange groups. Over the past 140 years, BSE has provided a capital-raising platform and provided a platform for trading in equity, debt instruments, derivatives and mutual funds. It also has a platform for trading in equities of small-and-medium enterprises (SME). Pursuant to the BSE (Corporatization and Demutualization) Scheme, 2005 (the Scheme) notified by Securities and Exchange Board of India (“SEBI”) on May 20, 2005, the Exchange completed demutualization and Corporatization in May 2007 bringing about the separation of the ownership and management.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“the Act”) as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

1.2 Use of Estimates:

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise. Any change in such estimates is recognised prospectively.

1.3 Revenue Recognition:

Revenue in respect of services rendered is recognised when the service is rendered and there is a reasonable certainty of ultimate realisation. Dividend income on investments is recognised when the unconditional right to receive dividend is established. Discount or premium on debt securities / discounted Money Market Instruments is accrued over the period of remaining maturity. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

1.4 Fixed Assets:

1.4.1 Tangible Assets:

Fixed Assets are stated at cost, less accumulated depreciation. Cost includes cost of acquisition and other incidental expenses incurred until the asset is ready to put to use for its intended purpose. Capital work-in-progress comprises outstanding advances paid to acquire fixed assets and the cost of fixed assets that are not yet ready for its intended use.

1.4.2 Intangible Assets:

- (i) Cost of development and production of internally developed or purchased software, used for the purpose of operations, is capitalised.
- (ii) Any expense on software for support, maintenance, upgrades etc., and payable periodically is charged to the Statement of Profit and Loss.

1.4.3 Intangible Assets under development:

Intangible Assets under development comprises outstanding advances paid to acquire intangible assets and the cost of intangible assets that are not yet ready for its intended use.

Note 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (CONTD.)..

1.5 Depreciation/Amortisation:**1.5.1 Tangible Assets:**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013, the Company has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013.

1.5.2 Intangible Assets:

Computer software is amortised over 6 years on the 'Written Down Value' basis for the number of days the assets have been ready to put to use for their intended purposes. Goodwill on amalgamation is amortised over a period of two years on a 'Straight Line Basis'.

1.6 Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is an indication of impairment based on the internal and external factors.

An asset is treated as impaired when its carrying cost exceeds the recoverable amount. An impairment loss, if any, is charged to the Statement of Profit and Loss in the period in which the asset is identified as impaired. Reversal of impairment loss recognised in prior years is recorded when there is an indication that impairment losses recognised for the assets no longer exist or have decreased.

1.7 Investments:

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually at the lower of cost and fair value.

Premium paid/discount received at the time of acquisition of government / Debt securities is amortised over the residual period of its maturity.

1.8 Employee Benefits:

Employee benefits are accrued in accordance with Accounting Standard-15 (Revised) "Employee Benefits"

1.8.1 Provident Fund – Defined Contribution Plan

Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contribution along with interest thereon is paid on cessation of services. Both the employee and the Exchange make monthly contributions to the Bombay Stock Exchange Employees' Provident Fund, a trust set up and administered by the Exchange. The Exchange is liable for any shortfall in the fund assets based on the minimum rate of return specified by the Government, which is debited to the Statement of Profit and Loss as and when services are rendered by the employees.

1.8.2 Compensated Absences – other long-term employee benefits

The leave balance is classified as long-term and short-term, based on the best estimates after considering the past trends. The short-term leave encashment liability has been measured on actual components eligible for leave encashment and expected short-term leave to be availed is valued at total cost to the Exchange. Long-term leave has been valued on actuarial basis as at the year end.

1.8.3 Gratuity – Defined Benefit Plan

The Exchange provides for gratuity, a defined benefit plan, in respect of employees. The cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced

by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

1.9 Leases:

Where the Company as a lessor leases assets under finance leases, such amounts are recognised as receivables at an amount equal to the net investment in the lease and the finance income is recognised based on a constant rate of return on the outstanding net investment.

Assets leased by the Company in its capacity as a lessee, where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalised at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

1.10 Provision for Current and Deferred Tax:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961. Deferred Tax, resulting from "timing differences" between the book and the taxable profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is reasonable certainty, except for carried forward losses and unabsorbed depreciation which are recognised based on virtual certainty that the difference will reverse in future.

1.11 Provisions and contingencies:

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

1.12 Foreign Currency Transactions:

Transactions in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

1.13 Earnings per Share:

The basic earnings per share is computed by dividing the net profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the reporting year.

The number of equity shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also weighted average number of equity shares which would have been issued on conversion of all dilutive potential shares. In computing diluted earnings per share only potential equity shares that are dilutive are included.

1.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Note 1

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS (CONTD.)..

1.15 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

1.16 Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Note 2

SHARE CAPITAL

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Authorised 500,000,000 (500,000,000 as at March 31, 2014) Equity Shares of ₹ 1/- each	5,000	5,000
Issued 105,747,772 (105,747,772 as at March 31, 2014) Equity Shares of ₹ 1/- each	1,057	1,057
Subscribed and Paid-up 103,927,772 (103,797,772 as at March 31, 2014) Equity Shares of ₹ 1/- each fully paid-up. Of the above, 95,933,328 (95,813,328 as at March 31, 2014) shares are allotted as bonus shares by capitalisation of free reserves.	1,039	1,038
Equity Share Capital Suspense Account (Equity shares of ₹ 1 /- each to be issued as fully paid-up pursuant to merger of United Stock Exchange Limited with the Company under the scheme of amalgamation without the payment being received in cash)	34	-
TOTAL	1,073	1,038

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year (excluding Equity Share Capital Suspense Account)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
No. of shares at the beginning of the year	103,797,772	103,667,772
Additions during the year (*)	130,000	130,000
No. of shares at the end of the year	103,927,772	103,797,772

Note 2

SHARE CAPITAL (CONTD.)..

Aggregate number and class of shares allotted as fully paid up by way of bonus shares.

PARTICULARS	As at March 31, 2015	As at March 31, 2014
2008-09	94,493,328	94,493,328
2009-10 (*)	840,000	840,000
2010-11 (*)	120,000	120,000
2011-12 (*)	120,000	120,000
2012-13 (*)	120,000	120,000
2013-14 (*)	120,000	120,000
2014-15 (*)	120,000	-
	95,933,328	95,813,328

(*) Represent allotment of shares held in abeyance including bonus entitlements on such shares.

Notes:

- (a) The Exchange has only one class of shares referred to as equity shares having a par value of ₹ 1/-. Each holder of equity shares is entitled to one vote per share.
- (b) Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the Exchange had allotted 10,000 equity shares of ₹ 1/- each to each of those card based Members of the erstwhile Bombay Stock Exchange Limited whose names appeared on the Register of Members under Rule 64 in accordance with Rules, Bye-laws and Regulations, on the Record Date fixed for the purpose.
- (c) Out of the total 95,550,000 equity shares of ₹ 1/- each (including 88,200,000 bonus shares of ₹ 1/- each) issuable to the card based Members, the Exchange has allotted 93,730,000 equity shares (93,600,000 equity shares as on March 31, 2014) upon implementation of the BSE (Corporatisation and Demutualisation) Scheme, 2005 ("The Scheme"). The allotment of 1,820,000 equity shares (1,950,000 equity shares as on March 31, 2014) of ₹ 1/- each have been kept in abeyance for specific reasons pursuant to the provisions of the Scheme. However all corporate benefits as declared from time to time, including dividend and bonus are accrued to all the 95,550,000 equity shares, as per the provisions of the Scheme.
- (d) As a part of the demutualisation process, the Exchange in order to fulfill its obligations under the Scheme and the Securities Contracts (Regulation) (Manner of Increasing and Maintaining Public Shareholding in Recognised Stock Exchanges) Regulations, 2006 (the SEBI Regulations) dated 13th November, 2006, and further amendments thereto on 23rd December, 2008, had issued shares to Deutsche Boerse AG (DBAG) and Singapore Exchange Limited (SGX). The Exchange has further agreed to issue additional shares to DBAG and SGX so as to maintain their holding percentage.
- (e)
 - i. The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting.
 - ii. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTE 3.

RESERVES AND SURPLUS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Capital Reserve (refer note below)	66,179	66,179
Capital Reserve on Amalgamation (refer note 28)	10,530	-
Securities Premium Account:		
Opening Balance	39,390	39,391
Less: Issue of Bonus Shares*	(1)	(1)
	39,389	39,390
Settlement Guarantee Fund 1 (refer note 27)		
Opening Balance	-	-
Add: Appropriations from Statement of Profit and Loss	5,156	-
	5,156	-
Settlement Guarantee Fund 2 (refer note 29)		
Opening Balance	-	-
Add: Transfer on account of Amalgamation	328	-
Add: Appropriations from Statement of Profit and Loss	32	-
	360	-
Other Reserves		
General Reserve:		
Opening Balance	69,415	68,667
Add: Transferred from Statement of Profit and Loss	-	748
	69,415	69,415
Surplus in Statement of Profit and Loss:		
Balance brought forward from previous year	32,494	30,221
Contribution to Settlement Guarantee Fund 1 (refer note 27)	(2,620)	-
Add: Rebate of Dividend Distribution Tax	628	493
Add: Profit for the year	10,144	7,477
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax) (refer footnote of note 9)	(327)	-
Less: Contribution to Settlement Guarantee Fund 1 (refer note 27)	(2,536)	-
Less: Contribution to Settlement Guarantee Fund 2 (refer note 29)	(32)	-
Amount available for appropriation	37,751	38,191
Appropriations		
- General Reserve	-	(748)
- Dividend	(5,459)	(4,230)
- Tax on Dividend	(1,111)	(719)
	31,181	32,494
TOTAL	222,210	207,478

* Represents allotment of shares held in abeyance.

Note 3

RESERVES AND SURPLUS (CONTD.)..

Note:

Capital Reserve

Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the balance in Contribution by Members, Forfeiture of Members Application Money, Technology Reserve, Stock Exchange building, Seth Chunnilal Motilal Library, Charity, Income and Expenditure Account as at 19th August, 2005 as appearing in the Exchange are transferred to Capital Reserve being reserves which shall not be used for purposes other than the operation of the Exchange.

Note 4

DEFERRED TAX LIABILITIES (NET)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Deferred Tax Liabilities:		
Depreciation	943	1,151
TOTAL (A)	943	1,151
Deferred Tax Assets:		
Expenses allowed on payment basis	183	117
Provision for Trade Receivable	122	114
Voluntary Retirement Scheme	354	-
Others	33	17
TOTAL (B)	692	248
Net Deferred Tax Liability (A-B)	251	903

Note 5

OTHER LONG-TERM LIABILITIES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Security Deposits (for premises)	-	104
Trade Payables		
- Accrued Employee benefit expenses	309	192
- Payable to Service Provider	-	137
Income Received in Advance	113	67
Other Liabilities		
- Non Current maturities of finance lease obligations	127	181
- Other Deposits Received from Members	1,723	-
TOTAL	2,272	681

Note 6

TRADE PAYABLES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Payable to service providers	3,410	2,328
Accrued employee benefit Expenses	1,118	1,017
TOTAL	4,528	3,345

Note : On the basis of the information available with the Exchange, there are no suppliers registered under the Micro, Small, and Medium Enterprises Development Act, 2006. Hence, the information as required by the Act is not given.

Note 7

OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
<u>Owned:</u>		
Deposits Received from Trading Members	7,157	6,444
Other Deposits Received from Members	977	708
Deposits - Others	2,988	787
Income Received in Advance	1,649	1,563
Advance from Customers	107	103
Statutory Remittances	9,804	1,396
Due to Subsidiaries	4	350
Other Liabilities (Refer Note below)	1,778	1,879
Payables on purchase of fixed assets	1,011	1,042
Current maturities of finance lease obligations	54	49
Accrued Interest on finance lease obligations (Not due)	14	17
Investor Education and Protection Fund - Unpaid Dividend (Not due)	29	28
TOTAL (A)	25,572	14,366
<u>Earmarked:</u>		
From Companies - 1% of their Public Issue (*)	13,325	11,540
Defaulters' Liabilities (*)	6,496	5,936
Less: Receivable from Defaulters	-	(9)
	6,496	5,927
Withheld Liabilities (*)	3,860	3,661
Investors' Protection - Derivatives (*)	-	877
Others	1,103	815
TOTAL (B)	24,784	22,820
TOTAL (A+B)	50,356	37,186
(*) Investments and Deposits have been earmarked against these liabilities.		

Note 7**OTHER CURRENT LIABILITIES (CONTD.)..****Note: Other Liabilities includes:****a) Investors' Services Fund (ISF):**

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Annual Listing Fees Received for the Year	6,180	3,201
20% of the above (Amount to be Contributed Annually)	1,236	640
Expenses incurred on behalf of ISF	561	467
Expenses Recoverable (Subject to maximum of the contribution)	561	467

As per SEBI directive, from 1996-97, BSE decided to set aside 20% of the Annual listing fees received to an Investors' Services Account. The Exchange has charged all direct expenses incurred towards Investors Services to this Account and has also charged on a pro-rata basis other relevant expenses. The balance in the Account as on March 31, 2015 is ₹ 1,172 Lakh (As at March 31, 2014 is ₹ 497 Lakh) which is shown as under and the same is forming part of Other Liabilities.

b) Other Liabilities includes dividend for earlier years in respect of shares held in abeyance as referred to in Note 2(c) , amounting to ₹ 543 lakh (As at March 31, 2014 ₹ 504 lakh).

Note 8**SHORT TERM PROVISIONS**

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Compensated Absences	518	302
Income Taxes Provisions (Net of advance Tax ₹ 14,047 Lakh (As at March 31, 2014 ₹ 1,518 Lakh))	852	247
Proposed Dividend	5,459	4,230
Tax on Dividend	1,111	719
TOTAL	7,940	5,498

Note 9
STATEMENT OF FIXED ASSETS FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2015
₹ In Lakh

Sr. No.	Particulars of Assets	Cost As at April 01, 2014	Additions During the year	Deductions/ Adjustments	Addition on account of Merger	Cost As at March 31, 2015	Depreciation upto March 31, 2014	Depreciation/ Amortisation for the year	Transition adjustment recorded against surplus balance in the Statement of Profit and Loss	Deductions / Adjustments	Depreciation upto March 31, 2015	Net Assets March 31, 2015	Net Assets March 31, 2014
		A	B	C	D	E =A+B-C+D	F	G	H	I	J =F+G+H-I	K =E-J	L =A -F
	Tangible Assets :												
1	Freehold Land (Previous year)	1,010 (1,010)	- -	- -	- -	1,010 (1,010)	- -	- -	- -	- -	- -	1,010 (1,010)	1,010 (1,010)
2	Buildings (Previous year)	3,859 (3,730)	1,797 (135)	22 (6)	- -	5,634 (3,859)	2,447 (2,378)	123 (69)	- -	4 -	2,566 (2,447)	3,068 (1,412)	1,412 (1,352)
3	Plant and Equipments (Previous year)	2,688 (2,682)	423 (6)	11 -	- -	3,100 (2,688)	1,847 (1,709)	233 (138)	39 -	5 -	2,114 (1,847)	986 (841)	841 (973)
4	Electrical Installations (Previous year)	2,140 (2,109)	1,679 (47)	2 (16)	- -	3,817 (2,140)	1,287 (1,090)	375 (209)	22 -	1 (12)	1,683 (1,287)	2,134 (853)	853 (1,019)
5	Computers -												
	(a) Hardware and Networking Equipments - Owned (Previous year)	26,817 (30,913)	4,553 (679)	169 (4,775)	8 -	31,209 (26,817)	24,868 (28,267)	2,105 (1,138)	277 -	163 (4,539)	27,087 (24,866)	4,122 (1,951)	1,949 (2,646)
	(b) Hardware and Networking Equipments - On Lease (Previous year)	304 -	- (304)	- -	- -	304 (304)	68 -	100 (68)	- -	- -	168 (68)	136 (236)	236 -
6	Furniture, Fixtures and Office Equipments (Previous year)	3,130 (3,620)	410 (62)	21 (552)	- -	3,519 (3,130)	2,409 (2,733)	359 (164)	157 -	13 (486)	2,912 (2,411)	607 (719)	721 (887)
7	Motor Vehicles (Previous year)	- (13)	23 -	- (13)	- -	23 -	- (12)	3 -	- -	- (12)	3 -	20 -	- (1)
	Sub Total	39,948	8,885	225	8	48,616	32,926	3,298	495	186	36,533	12,083	7,022
	Intangible Assets (other than internally generated):												
8	Software (Previous year)	6,371 (5,201)	1,302 (1,175)	- (5)	5 -	7,678 (6,371)	4,406 (3,540)	1,138 (871)	- -	- (5)	5,544 (4,406)	2,134 (1,965)	1,965 (1,661)
9	Goodwill on Merger (Previous year)	- -	1,565 -	- -	- -	1,565 -	- -	780 -	- -	- -	780 -	785 -	- -
	Total	46,319	11,752	225	13	57,859	37,332	5,216	495	186	42,857	15,002	8,987
10	Capital work in progress											305	3,246
11	Intangible Assets under development											61	122
	Previous Year	49,278	2,408	5,367	-	46,319	39,729	2,657	-	5,054	37,332	8,987	

Footnote:

During the year ended March 31, 2015, the Company has reassessed depreciation rate on tangible fixed assets as per the useful life specified in the Companies Act, 2013. Based on current estimates, depreciation of ₹ 495 lakh on account of assets whose useful life is already exhausted as on April 01, 2014 and deferred tax of ₹ 168 lakh thereon have been adjusted against the opening surplus in the Statement of Profit and Loss (refer note 3). As a result of the change, the charge on account of the depreciation for the quarter and year ended March 31, 2015 is higher by ₹ 703 lakh compared to the useful lives estimated in earlier periods.

Note 10

NON-CURRENT INVESTMENTS

PARTICULARS	As at March 31, 2015 ₹ In Lakh	As at March 31, 2014 ₹ In Lakh
Non-current Investments (At cost, unless otherwise specified): (Fully Paid-up, unless otherwise stated)		
Trade Investment		
Investments in Equity Instruments (Unquoted)		
Own Funds		
- 30,875 Shares of Calcutta Stock Exchange Limited of ₹ 1/- each	618	618
- 225,000,000 Shares of United Stock Exchange Limited of ₹ 1/- each (refer note 28)	-	2,250
- 2,187,015 Shares of National Power Exchange Limited of ₹ 10/- each	219	219
- 1,00,00,000 Shares of BFSI Sector Skill Council of India of ₹ 1/- each	100	100
	937	3,187
Joint Ventures		
- 98,000 Shares of BOI Shareholding Limited of ₹ 100/- each	98	98
- 5,000 Shares of Asia Index Private Limited of ₹ 10/- each	1	1
Associate		
- 30,00,750 Shares of Institutional Investor Advisory Services India Limited of ₹ 10/- each	400	400
Subsidiaries		
- 3,540,000,000 Shares of Indian Clearing Corporation Limited of ₹ 1/- each	35,400	35,400
- 20,000,000 Shares of Marketplace Technologies Private Limited of ₹ 1/- each	4,250	4,250
- 500,000,000 Shares of BSE Institute Limited of ₹ 1/- each	5,000	5,000
- 56,634,600 Shares of Central Depository Services (India) Limited of ₹ 10/- each	12,795	12,795
- 1,000,000 Shares of BSE Investments Limited of ₹ 1/- each	10	10
	57,455	57,455
Less: Provision for Diminution in value of Non current Investments	(878)	(106)
	58,013	61,035
Non - Trade Investment		
Investments in Debentures and Bonds		
(a) Own Funds		
- Bonds and Non-Convertible Debentures (Quoted)	83,527	73,242
(b) Earmarked Funds		
- Bonds and Non-Convertible Debentures (Quoted)	1,509	1,517
	85,036	74,759
Investments in Mutual Funds		
Own Funds		
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	150	150
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	1,000	-
TOTAL	144,199	135,944
Aggregate Amount of Quoted Investments	86,186	74,909
Market Value of Quoted Investments	88,625	73,773
Book Value of Unquoted Investments	58,013	61,035

Note 10

NON-CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
A.	NON CURRENT INVESTMENTS				
(a)	Own Funds				
	Bonds & Non Convertible Debentures (Quoted)				
1	9.49 % HDB Financial Services Limited, June 2019	50	499	-	-
2	9.85 % Housing Development Finance Corporation Limited, June 2015	-	-	250	2,502
3	9.18 % Housing Development Finance Corporation Limited, February 2018	250	2,453	250	2,436
4	9.70 % Housing Development Finance Corporation Limited, March 2017	200	2,005	-	-
5	9.75 % Housing Development Finance Corporation Limited, December 2016	297	2,962	297	2,957
6	8.10 % HUDCO Limited, March 2022	1,069,400	11,141	-	-
7	8.51 % HUDCO Limited, January 2024	250,000	2,500	250,000	2,500
8	8.29 % HUDCO Limited, March 2024	100,000	1,000	100,000	1,000
9	10.00% ICICI Bank Ltd., November 2017	7,551	755	7,551	755
10	9.97% Infrastructure Leasing Financial Services Ltd., September 2016	100,000	1,000	100,000	1,001
11	11.25% Infrastructure Leasing Financial Services Ltd., August 2016	100,000	1,015	100,000	1,026
12	9.95% Infrastructure Leasing Financial Services Ltd., February 2019	100,000	1,000	100,000	1,000
13	6.72% Indian Railway Finance Corporation Ltd (Tax Free), December 2020	7,500	7,478	7,500	7,474
14	7.55% Indian Railway Finance Corporation Ltd (Tax Free), November 2021	500	500	500	500
15	8.00% Indian Railway Finance Corporation Ltd (Tax Free), February 2022	631,898	6,462	631,898	6,483
16	7.19% Indian Railway Finance Corporation Ltd (Tax Free), December 2022	200	2,000	200	2,000
17	8.23% Indian Railway Finance Corporation Ltd (Tax Free), February 2024	200,000	2,035	150,000	1,500
18	8.35% Indian Railway Finance Corporation Ltd (Tax Free), November 2023	200	2,000	200	2,000
19	8.64% LIC Housing Finance Ltd, May 2016	200	1,976	200	1,955
20	9.30% LIC Housing Finance Ltd, October 2016	250	2,492	250	2,487
21	9.40% LIC Housing Finance Ltd, February 2016	-	-	250	2,486
22	10.18% LIC Housing Finance Ltd, September 2016	100	1,001	100	1,002

Note 10

NON CURRENT INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
23	10.60% LIC Housing Finance Ltd, September 2016	250	2,526	250	2,544
24	8.20% National Highway Authority of India Ltd (Tax Free), January 2022	61,810	618	61,810	618
25	8.27% National Highway Authority of India Ltd (Tax Free), February 2024	250,000	2,500	250,000	2,500
26	8.26% National Housing Bank (Tax Free), January 2024	18,050	903	18,050	903
27	8.41% NTPC Ltd (Tax Free), December 2023	79,162	792	79,162	792
28	7.19 % Power Finance Corporation Ltd. (Tax Free), Januray 2023	100,000	1,000	100,000	1,000
29	7.60 % Power Finance Corporation Ltd., December 2015	-	-	100	991
30	8.20 % Power Finance Corporation Ltd. (Tax Free), February 2022	1,205,982	12,480	1,005,982	10,429
31	8.90 % Power Grid Corporation Ltd., February 2016	-	-	40	502
32	9.20 % Power Grid Corporation Ltd., March 2016	-	-	160	2,019
33	8.01 % Rural Electrification Corporation Ltd. (Tax Free), August 2023	250	2,501	250	2,501
34	8.01 % Rural Electrification Corporation Ltd. (Tax Free), September 2023	500,000	5,000	500,000	5,000
35	9.30 % State Bank of India, March 2021	3,791	379	3,791	379
36	9.25% Tata Sons, June 2019	100	992	-	-
37	8.09% Power Finance Corporation Ltd. (Tax Free), November 2021	1,000	1,053	-	-
38	7.93% Rural Electrification Corporation Ltd. (Tax Free), March 2022	48,991	509	-	-
	TOTAL		83,527		73,242
Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)					
1	HDFC Debt Fund for Cancer Cure - 100% Dividend Donation, March 2017	1,500,000	150	1,500,000	150
	TOTAL		150		150
Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)					
1	Reliance Fixed Horizon Fund - XXVIII - Series4 - Direct - 24-Jan-2018	10,000,000	1,000	-	-
	Total		1,000		-
(b) Earmarked Funds					
Bonds & Non Convertible Debentures (Quoted)					
1	9.25% Vijaya Bank Ltd., August 2016	150	1,509	150	1,517
	TOTAL		1,509		1,517

Note 11

LONG TERM LOANS AND ADVANCES (UNSECURED, CONSIDERED GOOD)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Deposit with Public Bodies and Others	269	297
Income Taxes Paid in Advance (Net of Provisions ₹ 19,459 Lakh (As at March 31, 2014 ₹ 31,284 Lakh))	5,238	5,338
MAT Credit entitlement - Unsecured, considered good	-	209
Advance To Staff	78	126
Prepaid Expenses	84	95
TOTAL	5,669	6,065

Note 12

OTHER NON CURRENT ASSETS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Others		
Gratuity asset (net)	210	290
Contribution to Core Settlement Guarantee Fund	2,579	-
TOTAL	2,789	290

Note 13

INVESTMENTS

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
(Non Trade)		
A) Current Investments		
(At lower of cost and fair value)		
Investments in Debentures and Bonds/CDs		
Own Funds		
- Certificate of Deposits (Quoted)	32,456	2,987
- Bonds and Non Convertible Debentures (Quoted)	-	6,480
Investments in Mutual Funds		
(a) Own Funds		
- Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted) - Maintained by ICCL on behalf of the company	426	-
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	1,337	2,464
	1,763	2,464

Note 13

INVESTMENTS (CONTD.)..

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
(b) Earmarked Funds		
- Units of Dividend Oriented Debt Schemes of Mutual Funds (Quoted)	229	947
- Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)	75	75
	304	1,022
B) Current Portion of Long Term Investments (At Cost, unless otherwise Specified)		
Investments in Debentures and Bonds		
Own Funds		
- Bonds and Non-Convertible Debentures (Quoted)	8,500	15,452
TOTAL	43,023	28,405
Aggregate Amount of Quoted Investments	43,023	28,405
Market Value of Quoted Investments	42,710	28,470

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
A	CURRENT INVESTMENTS				
	Investment in Mutual Funds				
(a)	Own Funds				
	Certificate of Deposit (Quoted)				
1	IndusInd Bank Ltd., April 2014	-	-	3,000	2,987
2	Bank Of India 06Apr2015	8,500	8,489	-	-
3	Indusind Bank 06Apr2015	15,000	14,979	-	-
4	South Indian Bank 06Apr2015	9,000	8,988	-	-
	TOTAL		32,456		2,987
	Bonds & Non Convertible Debentures (Quoted)				
1	9.75% Infrastructure Development Finance Company Ltd., July 2014	-	-	200	1,999
2	9.37% LIC Housing Finance Ltd, November 2014	-	-	250	2,491
3	8.85% Power Finance Corporation Ltd., October 2014	-	-	200	1,990
	TOTAL	-	-		6,480
	Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)				
1	ICICI Prudential Money Market - Direct - Dividend - ISF	1,109,593	1,111	-	-
2	ICICI Prudential Liquid - Super IP - Dividend - ISF	-	-	462,248	462
3	SBI Magnum Insta Cash - Cash Plan	-	-	119,500	2,002
4	L&T Liquid Fund - Daily Dividend	-	-	30	-

Note 13

INVESTMENTS (CONTD.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2015		Balance as on March 31, 2014	
		Units	Amount	Units	Amount
			₹ In Lakh		₹ In Lakh
5	HDFC Liquid Fund Direct Plan	1,771,700	425	-	-
6	ICICI Prudential Liquid-Dir-DDR-SGF	825	1	-	-
7	Baroda Pioneer Liquid Fund Collection A/c	2,644	40	-	-
8	ICICI Prudential Liquid Fund Growth Plan	86,155	177	-	-
9	Reliance Liquidity Direct (Growth Plan)	441	9	-	-
	TOTAL		1,763		2,464
(b)	Earmarked Funds				
	Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)				
1	SBI Magnum Insta Cash - Cash Plan	-	-	56,542	947
2	Birla Sunlife Floating Rate Fund - STP	228,535	229	-	-
	TOTAL		229		947
	Units Of Growth Oriented Debt Schemes Of Mutual Funds (Quoted)				
1	ICICI Prudential FRF - Plan C - Growth	71,460	75	71,460	75
	TOTAL		75		75
B.	CURRENT PORTION OF LONG TERM INVESTMENTS				
	(At cost, unless otherwise specified)				
(a)	Own Funds				
	Investments in Debentures and Bonds				
	Bonds and Non Convertible Debentures (Quoted)				
1	7.95 % Housing Development Finance Corporation Limited, April 2014	-	-	200	2,000
2	8.40 % Housing Development Finance Corporation Limited, December 2014	-	-	500	4,966
3	8.25 % ICICI Home Finance Co. Ltd., May 2014	-	-	250	2,500
4	9.85 % Housing Development Finance Corporation Limited, June 2015	250	2,500	-	-
5	7.95% Infrastructure Development Finance Company Ltd., May 2014	-	-	250	2,500
6	9.20% Infrastructure Development Finance Company Ltd., February 2015	-	-	200	1,989
7	9.80% LIC Housing Finance Ltd., January 2015	-	-	100	999
8	9.39% LIC Housing Finance Ltd., February 2015	-	-	50	498
9	7.60 % Power Finance Corporation Ltd., December 2015	100	996	-	-
10	8.90% POWER GRID CORPORATION OF INDIA LTD, February 2016	40	501	-	-
11	9.40% LIC Housing Finance Ltd, February 2016	250	2,494	-	-
12	9.20% POWER GRID CORPORATION OF INDIA LTD, March 2016	160	2,009	-	-
	TOTAL		8,500		15,452

Note 14

TRADE RECEIVABLES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
1. Secured and Considered Good		
- Outstanding for a period exceeding six months (from date of Invoice)	57	109
- Other Debts	1,089	1,154
	1,146	1,263
2. Unsecured and Considered Good		
- Outstanding for a period exceeding six months (from date of Invoice)	541	239
- Other Debts	943	899
	1,484	1,138
3. Unsecured and Considered Doubtful		
- Outstanding for a period exceeding six months (from date of Invoice)	681	580
- Other Debts	-	1
Less: Provision for Doubtful Debts	(681)	(581)
	-	-
TOTAL	2,630	2,401

Note 15

CASH AND BANK BALANCES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Cash and Cash Equivalents		
1. Cash on Hand	-	-
2. Balances with Banks		
Owned		
- In Current Accounts	886	971
- In Deposit Accounts	46,727	48,295
	47,613	49,266
Earmarked		
- In Current Accounts	2	140
- In Deposit Accounts	22,433	19,489
	22,435	19,629
TOTAL	70,048	68,895

Notes:

- Balances in Deposit Account with Banks (Owned) includes ₹ 4,044 Lakh (As at March 31, 2014 ₹ 754 Lakh), which have a remaining maturity of more than 12 months.
- Of the above, balances that meet the definition of cash and cash equivalent as per Accounting Standard 3 Cash Flow Statements is ₹ 343 Lakh (As at March 31, 2014 ₹ 439 Lakh)

Note 16

SHORT TERM LOANS AND ADVANCES

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
1. Unsecured and Considered Good		
- Advances to Staff	26	33
- Due from Subsidiaries	2,060	91
- Prepaid Expenses	117	301
- Balances with Government Authorities		
CENVAT Credit Receivable	566	437
- Others		
Advances Recoverable in Cash or in Kind or for value to be received	227	154
- Receivable from Selling Shareholders	170	170
	3,166	1,186
2. Unsecured and Considered Doubtful	771	771
Less: Provision for Doubtful Advances	(771)	(771)
	-	-
TOTAL	3,166	1,186

Note 17

OTHER CURRENT ASSETS (UNSECURED, CONSIDERED GOOD)

PARTICULARS	As at March 31, 2015	As at March 31, 2014
	₹ In Lakh	₹ In Lakh
Accrued Interest		
Owned		
- On Deposits	20	65
- On Investments	3,094	3,554
	3,114	3,619
Earmarked		
- On Deposits	525	70
	525	70
TOTAL	3,639	3,689

Note 18
INCOME FROM TRADING MEMBERS

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Transaction Charges	5,049	2,940
Charges Recovered	1,985	2,084
Annual Subscription and Admission Fees	173	156
Processing Fees	221	223
TOTAL	7,428	5,403

Note 19
INCOME FROM SERVICES TO CORPORATES

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Listing Fees	9,579	4,838
Book Building Software Charges	553	744
Company Reinstatement Fees	302	142
Other Fees	105	190
TOTAL	10,539	5,914

Note 20
OTHER OPERATING INCOME

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Income from Indian Clearing Corporation Limited	2,539	-
Income from Core Settlement Guarantee Fund Deposit	61	-
TOTAL	2,600	-

Note 21

INCOME FROM INVESTMENTS AND DEPOSITS

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Income From Long Term Investments:		
Interest Income	7,071	6,348
Dividend Income From Subsidiary	3,697	2,904
Dividend Income From Others	202	104
Income From Current Investments:		
Interest Income	493	330
Dividend Income	919	1,130
Profit on Sale / Redemption	18	25
Interest From Fixed Deposits and Term Deposits	6,275	5,972
Interest Income on Application Money	-	79
TOTAL	18,675	16,892

Note 22

OTHER INCOME

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Rent and Infrastructure Charges	1,579	2,370
Website Income	303	208
Miscellaneous Income	601	455
TOTAL	2,483	3,033
Note: Miscellaneous Income includes foreign exchange gain / loss	1	30

Note 23

EMPLOYEE BENEFITS EXPENSE

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Salaries, Allowances and Bonus	4,937	4,622
Contribution to Provident and Other Funds	266	101
Staff Welfare Expenses	328	372
Compensated Absences	318	67
TOTAL	5,849	5,162

Note 24

ADMINISTRATION AND OTHER EXPENSES

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Advertising & Marketing Expenses	352	308
Building Repairs & Maintenance Expenses	525	463
Charity and Donations	-	17
Clearing House Expenses	1,613	588
Computer Technology Related Expenses (Refer note below)	6,746	5,701
Contribution to Investors Service Fund	675	173
Contribution to Investors' Protection Fund	62	32
Contribution to SEBI	623	322
Corporate Social Responsibility (CSR Expenditure refer note 2 below)	56	-
Directors' Fees	32	6
Electricity Charges (Net of Recoveries)	1,362	1,004
Insurance	88	55
Legal Fees	503	362
Professional Fees	532	374
Loss on sale of Fixed Assets	39	242
Postage and Telephone Expenses	122	113
Printing and Stationery	58	100
Property Taxes (Net of Recoveries)	475	106
Diminution in Value of Current Investments	-	(1)
Provision for Diminution in Value of Long term Investment	772	2
Provision for Trade Receivables	18	182
Rebate on Transaction Charges	11	94
Rent	312	249
Repairs to Other Assets	154	139
SEBI Regulatory Fees	219	200
Travelling Expenses	275	177
Miscellaneous Expenses (Refer note 1 below)	730	416
TOTAL	16,354	11,424

Notes: 1.

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
a) Computer Technology Related Expenses include Repairs and Maintenance on Computers	3,518	3,042
b) Auditors' Remuneration included in Miscellaneous Expenses:		
Statutory Audit Fees	74	67
Tax Audit Fees	8	7
Other Services	1	1
TOTAL	83	75
Net of Service Tax Credit availed ₹ 9 lakh (₹ 13 lakh as at March 31, 2014)		

Note 24

ADMINISTRATION AND OTHER EXPENSES (CONTD.)..

2. CSR Expenditure

- a) The gross amount required to be spent by company during the year is ₹ 147 Lakh.
- b) Amount spent during the year was for the purpose other than construction / acquisition of any asset. The entire amount was paid in cash during FY 2014-15.

Note 25 to 39

25. Contingent Liabilities not provided for in respect of:

Sr. No.	PARTICULARS	As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
a)	Claims against the Exchange not acknowledged as debts in respect of :		
	i) Income tax matters	2,713	1,465
	ii) Service tax matters	36	36
	iii) Department of telecommunication license matters (Refer Note below)	401	401
	iv) Other matters(Including ₹ 10,394 Lakh (₹ 10,383 Lakh for the year ended March 31, 2014) which in the opinion of the Management are remote)	10,510	11,016
b)	Guarantees given by the Exchange to the loan provider:Aggregate loans outstanding from employees of the Exchange as on date. The employees have mortgaged their flats/ properties with the loan provider.	60	104

Note: During the year 2012-13, the Exchange has received notices from Department of Telecommunication (DoT), Government of India to pay a revised VSAT Network License Fees, Royalty etc. aggregating ₹ 636 Lakh against which amount of ₹ 235 Lakh has been paid and expensed during the previous year. In respect of the balance of ₹ 401 lakh the Management has filed a reply, after legal consultations, with DoT challenging the claim stating that the demand notices are based on an incorrect interpretation of the existing guidelines/orders. Hence no provision for the same is made in the accounts and the amount has been considered as a Contingent Liability.

26. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 3,153 lakh as on March 31, 2015 (₹ 4,287 lakh as on March 31, 2014).
27. In accordance with The Securities Contracts (Regulations) (SECC) Regulations, 2012 (The Regulations) issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every year to a fund of the recognized clearing corporation(s) which clear(s) and settle(s) trades executed on that stock exchange to guarantee the settlement of trades. Further, as per Circular CIR / MRD / DRMNP / 25 / 2014 dated August 27, 2014 issued by SEBI regarding a Core Settlement Guarantee Fund, every stock exchange shall contribute at least 25% of the Minimum Required Corpus (can be adjusted against transfer of profit by Stock Exchange as per Regulation 33 of SECC Regulations) to a Core Settlement Guarantee Fund established and maintained by its clearing corporation. Pending receipt of clarifications regarding the Regulation and the implementation of the circulars mentioned, the Company made an appropriation of ₹ 2,620 lakh being 25% of the profit after tax for Financial Years 2012-13 and 2013-14, out of the opening balance of the Surplus in the Statement of Profit and Loss as on April 1, 2014 and ₹ 2,536 lakh being 25% of the profit after tax for the year. As mandated by the aforementioned circular, the exchange has implemented the provisions of this circular by December 1, 2014. Accordingly Company has transferred ₹ 2,539 Lakh to Indian Clearing Corporation Limited.
28. a) In terms of the Scheme of Amalgamation ("the Scheme"), approved by the Court, with an appointed date of April 01, 2014 and an effective date of May 14, 2015 ('the Effective Date'), being the date on which all the requirements under the Companies Act, 1956 United Stock Exchange of India Limited (USE) has been amalgamated with the Company (Transferee Company). Upon the amalgamation undertaking and the entire business, including all assets and liabilities of USE stand transferred to and vested in the Company. The amalgamation has been accounted

under “Purchase Method” as envisaged in the Accounting Standard (AS) – 14 “Accounting for Amalgamations” notified under the Companies (Accounting Standards) Rules, 2006. Accordingly, the assets and liabilities taken over on amalgamation of the Transferor Company are fair valued as on the date of the acquisition by a firm of Chartered Accountants as at the appointed date. Further, in consideration, the Company has issued equity shares in accordance with the swap ratio approved by the Hon’ble High Court of Judicature at Bombay (Court). These shares are fair valued for the purpose of recording in the books of account based on the equity valuation considered in arriving at the swap ratio by a firm of Chartered Accountants. Further the Company had obtained a fairness opinion on the ratio approved by the Court.

- b) Details of the fair value of assets and liabilities as at April 01, 2014 acquired on amalgamation and treatment of the difference between the fair value of net assets acquired is as under:

PARTICULARS	₹ In Lakh
Fixed assets	664
Loans and advances	887
Investments	2,155
Trade Receivable	92
Cash and cash equivalents	12,705
Other Current Assets	111
TOTAL ASSETS – A	16,614
Provisions	35
Long term liabilities	6
Current Liabilities	4,537
Trade Payables	459
TOTAL LIABILITIES – B	5,037
Net Assets (A-B)	11,577
Fair value of 3,428,571 equity shares at ₹ 383.30 each to be issued to the equity shareholders of USE (Other than the Company investment in USE)	13,142
Goodwill on amalgamation	1,565
Accounted as : Pending issue of 3,428,571 equity shares at ₹ 1, the same has been credited to Share Capital Suspense Account (Refer Note 2) These have been considered for the purpose of EPS calculation	34
Statutory Reserve transfer (Settlement Guarantee Fund 2) (Refer Note 29)	328
Cancellation of Carrying value of investments in the Transferee Company	2,250
Difference credited to Capital Reserve pursuant to the Scheme	10,530

Note 25 to 39

(CONTD.)..

Figures in the Statement of Profit and Loss for the year ended March 31, 2015 of BSE Limited include the following line items of income earned, expense incurred and the resultant loss pertaining to the United Stock Exchange of India Limited during FY 2014-15:

PARTICULARS	₹ In Lakh
Revenue from Trading Operations	118
Data Dissemination	1
Income from Investments and Fixed Deposits and Other Income	1,179
Other Income	14
Total Revenue	1,312
Employee Benefit Expenses	396
Operating & Other Expenses	1,011
Depreciation & Amortization	66
Total Expenses	1,473
Loss for the year before Exceptional Items	(161)
Exceptional items	218
Loss for the year before tax	(379)

In view of the aforesaid amalgamation with effect from April 1, 2014, the figures for the current year are not comparable with those of the previous year.

29. In 2010-11, United Stock Exchange (USE), set up a Settlement Guarantee Fund to guarantee the settlement of bonafide transactions of members of the exchange, which forms part of the exchange settlement system so as to ensure timely completion of settlement of trades and thereby protect the interest of investors and the members of the exchange. The Constitution of the fund was approved by The Securities and Exchange Board of India (SEBI). USE had contributed a sum of ₹ 250/- Lakh as initial contribution during the year 2010-11. The fund is maintained by Indian Clearing Corporation Limited (ICCL) and the income earned on these deposits is credited to the Statement of Profit and Loss and then appropriated to the Fund (net of applicable taxes). This fund has been transferred to the Company as part of the Scheme of Amalgamation as described in note no 28.
30. As per the definitions of 'business segment' and 'geographical segment', contained in Accounting Standard – 17 (AS-17) "Segment Reporting", the Management is of the opinion that as the Company's operations comprise only facilitating trading in securities and the activities incidental thereto, there is neither more than one business segment nor more than one reportable geographical segment and therefore following disclosure is made.

PARTICULARS		For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
Segment Revenue			
Stock Exchange Activity			
(a)	Operation	24,833	16,147
(b)	Related Activity (Treasury)	17,093	14,586
Total		41,926	30,733
Less : Inter Segment Revenue			
Total Segment Revenue		41,926	30,733

PARTICULARS		For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
Segment Results before exceptional item			
Stock Exchange Activity			
(a)	Operation	2,590	485
(b)	Related Activity (Treasury)	17,003	14,474
Total		19,593	14,959
Less : Exceptional Item		4,920	6,129
Segment Results after exceptional item			
Stock Exchange Activity			
(a)	Operation	(2,330)	(5,644)
(b)	Related Activity (Treasury)	17,003	14,474
Total Segment Results		14,673	8,830
Add : Unallocated Corporate Income		1,992	2,550
Less : Unallocated Corporate Expenses		5,108	3,486
Profit before taxation		11,557	7,894
Less : Provision for taxation		1,413	417
Profit after taxation		10,144	7,477

PARTICULARS		As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
Segment Assets			
Stock Exchange Activity			
(a)	Operation	64,262	47,442
(b)	Related Activity (Treasury)	211,942	200,248
Total Segment Assets		276,204	247,690
Unallocated Assets		14,327	11,540
Total Assets		290,531	259,230
Segment Liabilities			
Stock Exchange Activity			
(a)	Operation	56,043	42,691
(b)	Related Activity (Treasury)	-	500
Total Segment Liabilities		56,043	43,191
Unallocated Liabilities		4,634	7,522
Total Liabilities		60,677	50,713

Note 25 to 39

(CONTD.)..

PARTICULARS		As at March 31, 2015	As at March 31, 2014
		₹ In Lakh	₹ In Lakh
Fixed Asset acquired during the year			
Stock Exchange Activity			
(a)	Operation	6,417	821
(b)	Related Activity (Treasury)	-	-
Total Fixed Asset Addition		6,417	821
Unallocated Fixed Asset Addition		5,335	1,587
Total Fixed Asset Addition		11,752	2,408
Depreciation and amortisation			
Stock Exchange Activity			
(a)	Operation	1,467	1,103
(b)	Related Activity (Treasury)	-	-
Total Depreciation and amortisation		1,467	1,103
Unallocated Depreciation and amortisation		3,749	1,554
Total Depreciation and amortisation		5,216	2,657

31. As per the Accounting Standard-18 "Related Party Disclosures" the related parties of the Exchange are as follows:

a) **Subsidiaries:**

NAME
Indian Clearing Corporation Limited
Marketplace Technologies Private Limited
BSE Institute Limited
Central Depository Services (India) Limited
BSE Investments Limited (w.e.f March 28, 2014)

b) **Indirect Subsidiaries:**

NAME
Marketplace Tech Infra Services Private Limited
CDSL Ventures Limited
CDSL Insurance Repository Limited
BSE Skills Limited

Transactions with the Subsidiaries:

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
INCOME			
Indian Clearing Corporation Limited	Rent and Infrastructure Charges	38	38
	Miscellaneous Income	215	165
	Dividend Income	2,564	1,721
	Other Employee cost Recovery	2	1
	Administrative and Other Expenses (Recoveries)	105	694
	Income from Indian Clearing Corporation Ltd.	2,539	-
Marketplace Technologies Private Limited	Charges Recovered	3	3
	Other Employee cost Recovery	5	-
BSE Institute Limited	Salaries, Allowances and Bonus (Recoveries)	48	78
	Other Employee cost Recovery	-	1
	Rent and Infrastructure Charges	269	274
	Dividend Income	-	50
	Miscellaneous Income	-	10
	Administrative and Other Expenses (Recoveries)	75	129
Central Depository Services (India) Limited	Administrative and Other Expenses (Recoveries)	65	61
	Charges Recovered	141	84
	Dividend Income	1,133	1,133
	Rent and Infrastructure Charges	273	277
	Miscellaneous Income	9	6
EXPENDITURE			
Indian Clearing Corporation Limited	Clearing House Services Charges	1,613	588
Marketplace Technologies Private Limited	Computer Technology Related Expenses (net of recovery)	1,380	1,162
	Purchase of Capital Assets	66	463
	Capital Work in Progress	10	68
Central Depository Services (India) Limited	Building Repair and Maintenance	5	5
BSE Institute Limited	Reimbursement of services	135	-

Note 25 to 39

(CONTD.)..

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS			
Indian Clearing Corporation Limited	Investments	35,400	35,400
	Receivable (Net)	2,108	-
Marketplace Technologies Private Limited	Investments	4,250	4,250
BSE Institute Limited	Investments	5,000	5,000
	Receivable	47	74
BSE Investments Limited	Investments	10	10
	Receivable	3	3
BFSI Sector Skill Council of India	Investments	100	100
Central Depository Services (India) Limited	Investments	12,795	12,795
	Receivable	7	17
LIABILITIES			
Indian Clearing Corporation Limited	Payable (Net)	-	62
Marketplace Technologies Private Limited	Payable	202	288
Central Depository Services (India) Limited	Other Deposits Received	73	73

c) **Entities under control:**

NAME
The Stock Exchange Investors' Protection Fund
The Stock Exchange Education & Research Services
The Stock Exchange Foundation
The Stock Exchange Charities
Seth K. R. P. Shroff Stock Exchange Sarvajanik Fund
Shri Phiroze Jeejeebhoy Memorial Trust

Transactions with the entities under control:

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
EXPENDITURE			
The Stock Exchange Investors’ Protection Fund	Contribution to IPF (a proportion of listing fee)	62	32

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS			
The Stock Exchange Investors' Protection Fund	Receivable	131	111
LIABILITIES			
The Stock Exchange Investors' Protection Fund	Deposit	6	-

d) Joint Ventures:

NAME
BOI Shareholding Limited
Asia Index Private Limited

Transactions with the Joint Ventures:

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
INCOME			
BOI Shareholding Limited	Dividend Income	196	98
	Rent and Infrastructure Charges	64	-
	Charges Recovered	3	-
	Miscellaneous Income	1	-
	Administrative and Other Expenses (Recoveries)	12	33
Asia Index Private Limited	Salaries, Allowances and Bonus (Recoveries)	-	14
	Rent and Infrastructure Charges	102	20
	Administrative and Other Expenses (Recoveries)	14	2
EXPENDITURE			
Asia Index Private Limited	Data Dimension Fee	30	-

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS and Liabilities			
BOI Shareholding Limited	Investments	98	98
	Receivable	-	2
Asia Index Private Limited	Investments	1	1
	Payable	2	17
	Deposit	92	12

e) Associate

NAME
Institutional Investor Advisory Services India Limited

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
INCOME	Rent and Maintenance Charge	29	29
	Administrative and Other Expenses (Recoveries)	4	4

NAME	PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
ASSETS (At Cost)	Investments	400	400
LIABILITIES	Deposit	15	15

f) Key Management Personnel (KMP) and their relatives :

NAME	RELATION
Shri Ashishkumar Chauhan	Managing Director and Chief Executive Officer
Mrs. S. A. Chauhan	Relative of KMP

Transactions with Key Management Personnel and their relatives:

NAME	PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
EXPENDITURE			
Shri Ashishkumar Chauhan	Salaries, Allowances and Bonus	292	245

NAME	PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
		₹ In Lakh	₹ In Lakh
LIABILITIES :			
Mrs. S. A. Chauhan	Payable towards shares in subsidiary company purchased in October 2009	-	500
	Payment made during the year	500	200

- g) Details of the Exchange's interest in its Joint Venture, having Joint Control, as per the requirement of Accounting Standard (AS) - 27 on "Financial Reporting of Interests in Joint Ventures", are as under:

Sr. No.	PARTICULARS	BOI Shareholding Limited (BOISL) – 49.00% Asia Index Private Limited (AIPL) – 50.00% (Incorporated and Registered in India)			
		As on March 31, 2015	As on March 31, 2014	As on March 31, 2015	As on March 31, 2014
		₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
	% Shares Held	50.00% (AIPL)	50.00% (AIPL)	50.00% (AIPL)	49.00% (BOISL)
(a)	Assets	597	1,357	187	1,560
(b)	Liabilities	541	92	212	364
(c)	Income	555	517	41	729
(d)	Expenses	474	448	67	311
(e)	Other Matters – Contingent Liability	Nil	Nil	Nil	Nil

32. Finance Lease

- i) Assets acquired on finance lease mainly comprise computer equipments.
- ii) The Minimum lease rentals as at March 31, 2015 and the present value as at March 31, 2014 of minimum lease payments in respect of assets acquired under finance lease are as follows:

Sr. No.	PARTICULARS	Minimum Lease Payments		Present value of Minimum Lease Payments	
		As on March 31, 2015	As on March 31, 2014	As on March 31, 2015	As on March 31, 2014
		₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
1	Payable not later than 1 Year	75	75	54	67
2	Payable later than 1 Year and not later than 5 Years	149	224	127	163
3	Payable later than 5 Years	-	-	-	-
	Total	224	299	181	230
	Less : Future Finance Charges	43	69		
	Present Value of Minimum Lease Payments	181	230		

- iii) Contingent rent recognised/(adjusted) in the Statement of Profit and Loss in respect of finance lease: ₹ Nil (Previous year: ₹ Nil)

Note 25 to 39

(CONTD.)..

33. Earnings Per Share:

PARTICULARS	For the Year ended March 31, 2015	For the year ended March 31, 2014
Profit After Tax (₹ in Lakh)	10,144	7,477
Weighted Average Number of Equity Shares for Basic Earnings Per Share (in Nos.) – refer note 28	109,176,343	105,747,772
Weighted Average Number of Equity Shares for Diluted Earnings Per Share (in Nos.) – refer note 28	109,176,343	105,747,772
Basic EPS (in ₹)	9.29	7.07
Diluted EPS (in ₹)	9.29	7.07

34. Earnings / Expenditure in Foreign Currency:

a. Earnings:

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Data feed	1,342	1,592
Website	250	173
Other	-	8
Total	1,592	1,773

b. CIF Value of Imports:

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Equipments	1,339	112
Total	1,339	112

c. Expenses:

PARTICULARS	For the year ended March 31, 2015	For the year ended March 31, 2014
	₹ In Lakh	₹ In Lakh
Computer technology related expenses	82	2
Annual Subscription Charges	122	169
Traveling Expenses	70	40
Legal and Professional Fees	15	121
Advertising and Marketing Expenses	26	-
Seminar and Sponsorship Expenses	9	-
Sitting Fees	4	1
Purchase of software	91	99
Total	419	432

35. The Exchange offers Deposit Based Membership. Trading Members are required to deposit a specified amount with the Exchange which is included in Deposits from Members. As at March 31, 2015 the deposit amount of ₹ 1,900 lakh (₹ 3,100 lakh as at March 31, 2014) have a lock in period of more than a year and have been disclosed as Non-Current Liabilities. Current portion of deposits from Trading Members amounting to ₹ 7,157 lakh (₹ 6,444 lakh as at March 31, 2014) have been disclosed as Other Current Liabilities.
36. Disclosure as required under Accounting Standard –15 on “Employee Benefits” is as under:

Defined Benefit Plan – Gratuity:

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees. Commitments are actuarially determined at year-end. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees. On adoption of the Accounting Standard (AS 15) on “Employee Benefits”, actuarial valuation is done based on “Projected Unit Credit” method. Gains and losses of changed actuarial assumptions are charged to the Statement of Profit and Loss.

The following table sets out the funded status of the Gratuity benefit scheme and the amount recognised in the Financial Statements

I Summary of Membership Data			
YEAR OF ACCOUNTING		March 31, 2015	March 31, 2014
Number of Employees		416	430
Total Monthly Salary (₹ in Lakh)		121	144
Average Age (in Years)		40.24	42.12
Average Past Service (in Years)		11.88	13.77
II ASSUMPTIONS AS AT		March 31, 2015	March 31, 2014
Mortality		Published rates under the Indian Assured Lives Mortality (2006- 08) Ult table.	
Discount Rate		7.80% - 7.90%	9.20%
Salary Escalation rate(p.a)		7.00%	7.00%
Expected rate of return on plan assets		8.50%	8.50%
Withdrawal rate			
-21 to 44 years		2.5%	2.5%
-45 to 60 years		1%	1%

Amount to be recognised in the Balance Sheet and Movement in Net Liability / (Assets)

III. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Present Value of Funded Obligations	1,560	1,646
Fair Value of Plan Assets	(1,794)	(1,976)
Amount not recognized as an asset (limit in para 59(b)) under AS 15 (R)	24	40
Net Liability / (Asset)	(210)	(290)

Expenses recognised in Statement of Profit and Loss

IV. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Current Service Cost	98	105
Interest on Defined Benefit Obligations	157	148
Expected Return on Plan Assets	(162)	(163)
Net Actuarial Losses / (Gains) Recognised during the year	(8)	(226)
Effect of Limit in para 59(b) under AS 15 (R)	(17)	31
Total Gratuity expenses included in "Employee Benefit Expense"	68	(105)
Actual Return on Plan Assets	324	93

Reconciliation of Benefit Obligation

V. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Defined Benefit Obligation	1,677	1,776
Current Service Cost	98	105
Interest Cost	157	148
Actuarial Loss / (Gain)	154	(297)
Liabilities assumed on acquisition	11	-
Benefits Paid	(536)	(86)
Closing Defined Benefit Obligation	1,561	1,646

Reconciliation of Fair Value of Plan Assets

VI PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Opening Fair Value of Plan Assets	1,977	1,969
Expected Return on Plan Assets	162	163
Actuarial Gain / (Loss)	162	(70)
Assets assumed on acquisition	11	-
Benefits Paid	(518)	(86)
Closing Fair Value of Plan Assets	1,794	1,976

Composition of Plan Assets

VII. PARTICULARS	March 31, 2015	March 31, 2014
	₹ In Lakh	₹ In Lakh
Government of India Securities	40%	49%
Corporate Bonds	34%	41%
Special Deposit Schemes	5%	0%
Others	21%	10%

Experience Adjustments:

VIII. PARTICULARS	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012	March 31, 2011
	₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh	₹ In Lakh
Defined Benefit Obligations	1,560	1,646	1,776	1,722	1,767
Plan Assets	1,794	1,976	1,969	1,853	1,750
Surplus / (Deficit)	234	330	193	131	(17)
Experience Adjustments on Plan Liabilities	(33)	(105)	(140)	(187)	(128)
Experience Adjustments on Plan Assets	162	(70)	18	50	42

Other Details:

The discount rate is based on the prevailing market yields of Indian Government Securities as at the balance sheet date for the estimated term of the obligations.

The estimates of future salary increase considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market. The above information is certified by the actuary and relied upon by the Auditors.

Expected rate of return on Plan Assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

The plan assets in respect of gratuity represent funds managed by the BSE employee Gratuity Fund. The Employer's best estimate of the contributions expected to be paid to the plan during the next year is ₹ NIL (₹ NIL for the year ended March 31, 2014).

Defined Contribution Plan:

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company offers its employees defined contribution plan in the form of provident fund and family pension fund. Provident fund and family pension fund cover substantially all regular employees. While both, the employees and the Company pay predetermined contributions into the provident fund, contributions into the family pension fund are made by only the Company. The contributions are based on a certain proportion of the employee's salary.

The Company recognised charge of ₹ 198 lakh (₹ 206 lakh for the year ended March 31, 2014) for provident fund and family pension fund contribution in the Statement of Profit and Loss.

37. a) Pursuant to SEBI Circular CIR / DNPD / 5 / 2011 dated June 2, 2011 (BSE Notice no-20110602-18, dated June 02, 2011), permitting stock exchanges to introduce Liquidity Enhancement Schemes (LES) for illiquid securities in their equity derivatives segment, the Exchange has launched a series of Liquidity Enhancement Incentive Programmes (LEIPS) to enhance liquidity in BSE's Futures & Options Segment. The programme was launched on 28th September, 2011 and an expense of ₹ 3,425 lakh has been incurred towards the same for the year ended March 31, 2015 (₹ 6,129 lakh for the year ended March 31, 2014). Considering the special nature of this expense and its impact on the profit of the Exchange, the same has been recognised as an exceptional item.
- b) During the year, the Company implemented a Voluntary Retirement Scheme 2014 (VRS) for all its eligible employees. Post the closure of the Scheme in the current quarter, an expense of ₹ 1,277 lakh has been incurred and has been treated as an exceptional item.
- c) Consequent to the scheme of amalgamation, the Company has terminated a software development contract and paid ₹ 218 lakh as full and final settlement which has been recognized as expenses.
38. As per the agreement entered in to between BSE and ICCL and considering that the business activities undertaken by ICCL primarily derived out of transactions executed on the trading platform of BSE and in consideration of the same, ICCL agreed to pay Income from Indian Clearing Corporation Limited. The same will be payable on monthly basis. Accordingly, BSE Limited has received an amount of ₹ 2,539 Lakhs for FY 2014-15.
39. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors

S. Ramadorai
Chairman

Ashishkumar Chauhan
Managing Director & CEO

Place : Mumbai
Date : May 18, 2015

Nayan Mehta
Chief Financial Officer

Neena Jindal
Company Secretary

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary/associate to be presented with amounts ₹ in Lakh)

Sr. No.	Name of the subsidiary	Central Depository Services (India) Limited	Indian Clearing Corporation Limited	BSE Institute Limited	BSE Investments Limited*	Marketplace Technologies Private Limited	BFSI Sector Skill Council of India**	Marketplace Tech Infra Services Private Limited ¹	CDSL Ventures Limited ²	CDSL Insurance Repository Limited ³	BSE Skills Ltd.***
1	Share capital	10,450	35,400	5,000	10	200	205	1	300	3,000	5
2	Reserves & surplus	22,976	11,419	290	(1)	2,001	296	21	5,226	147	(9)
3	Total assets	44,033	126,137	6,010	12	2,588	799	54	5,636	3,221	6
4	Total Liabilities	10,607	79,318	720	3	387	298	32	110	74	9
5	Investments	36,101	55,288	3,029	9	1,126	-	-	5,179	1,374	-
6	Turnover	10,520	9,041	1,543	-	2,575	1,003	280	2,005	273	-
7	Profit before taxation	4,939	7,239	142	(1)	299	281	24	1,389	(65)	(9)
8	Provision for taxation	1,465	896	(4)	-	80	-	2	465	(10)	-
9	Profit after taxation	3,474	6,343	146	(1)	219	281	22	924	(55)	(9)
10	Proposed Dividend	2,299	4,757	50	-	-	-	-	-	-	-
11	% of shareholding	54.20%	100%	100%	100%	100%	48.78%	-	-	-	-
		India	India	India	India	India	India	India	India	India	India

* BSE Investments Limited was incorporated on February 27, 2014 which is yet to commence operations

** BFSI Sector Skill Council of India is as Section 25 company under the Companies Act, 1956 and the same has not been considered for consolidation. Additional 2.44% of share are held by BSE Institute Limited.

*** BSE Skills Limited was incorporated on March 26, 2014 which is yet to commence operations and it is a wholly owned subsidiary of BSE Institute Limited

1. Wholly owned subsidiary of Marketplace Technologies Private Limited

2. Wholly owned subsidiary of Central Depository Services (India) Limited

3. Subsidiary of Central Depository Services (India) Limited

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

₹ in Lakh

Sr. No.	Name of Joint Ventures / Associate Companies	Institutional Investor Advisory Services India Limited	Asia Index Private Limited	BOI Shareholding Limited
1	Latest audited Balance Sheet Date (Financial year ended)	31-Mar-15	31-Mar-15	31-Mar-15
2	Shares of Associate/Joint Ventures held by the company on the year end			
	a. No. of shares	3,000,750	50,000	98,000
	b. Amount of Investment in Associates/Joint Venture (₹)	400	1	98
	c. Extend of Holding %	30%	50%	49%
3	Description of how there is significant influence	30% Equity Shares Stake	50% Equity Shares Stake	49% Equity Shares Stake
4	Reason why the associate/joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹)	841	111	2,581
6	Profit / Loss for the year			
	i. Considered in Consolidation	(93)	162	139
	ii. Not Considered in Consolidation	Not Applicable	Not Applicable	Not Applicable
<p style="text-align: center;">For and on behalf of the Board of Directors</p> <div style="display: flex; justify-content: space-between; align-items: flex-start;"> <div style="text-align: center;"> <p>S. Ramadorai Chairman</p> <p>Nayan Mehta Chief Financial Officer</p> </div> <div style="text-align: center;"> <p>Ashishkumar Chauhan Managing Director & CEO</p> <p>Neena Jindal Company Secretary</p> </div> </div>				

New Listings at BSE



Listing Ceremony of Wonderla Holidays Ltd.
on 9th May, 2014.



Listing Ceremony of Bansal Roofing Products Ltd
on 14th July, 2014.



Listing Ceremony of Gulf Oil Lubricants India Ltd
on 31st July, 2014.



Listing Ceremony of Shemaroo Entertainment Limited
on 1st October, 2014.



Listing Ceremony of Ultracab (India) Ltd.
on 10th October, 2014.



Listing Ceremony of Dhabariya Polywood Ltd
on 17th October, 2014.



Listing Ceremony of Vibrant Global Capital Ltd.
on 21st October 2014.



Listing Ceremony of ADCC Infocad Ltd.
on 22nd October, 2014.



Listing Ceremony of Jet Infraventures Ltd.
on 25th November, 2014.



Listing Ceremony of Aanchal Ispat Ltd
on 10th December, 2014.



Listing Ceremony of Monte Carlo Fashions Ltd.
on 19th December, 2014.



Listing Ceremony of Akme Star Housing Finance Ltd
on 20th March , 2015.



Listing Ceremony of AGI Infra Limited
on 27th March , 2015.



Listing Ceremony of Inox Wind Ltd.
on 9th April, 2015.



Listing Ceremony of Filtra Consultants & Engineers Ltd.
on 15th April, 2015.



Listing Ceremony of VRL Logistics Ltd.
on 30th April, 2015.



BSE Limited

(CIN: U67120MH2005PLC155188)

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