**S.R. BATLIBOI & CO. LLP**
Chartered Accountants

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## Limited Review Report on Standalone Financial Results

**To The Board of Directors**
**BSE Limited**

We have reviewed the accompanying statement of unaudited standalone financial results of BSE Limited (the 'Company') for the quarter and six month period ended September 30, 2017 ('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 is the responsibility of the Company's management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

The comparative financial results of the Company for the immediately preceding quarter ended June 30, 2017 and corresponding quarter ended September 30, 2016 were reviewed by the predecessor auditor who issued a limited review report on those quarterly financial results on August 3, 2017 and October 28, 2016 respectively. Further the condensed financial statements of the Company for the six months period ended September 30, 2016 and financial statements for the year ended March 31, 2017, were audited by predecessor auditor who expressed an unmodified opinion on those financial statements on October 28, 2016 and May 5, 2017 respectively.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For S.R. BATLIBOI & CO. LLP**
Chartered Accountants
**ICAI Firm registration number:** 301003E/E300005

**per Jayesh Gandhi**
Partner
Membership No.: 037924

Mumbai
November 3, 2017

**BSE Limited**

**CIN L67120MH2005PLC155188**

**Registered office: Floor 25, P J Towers, Dalal Street, Mumbai 400001**

(Formerly known as Bombay Stock Exchange Limited)

**Statement of Standalone Unaudited Financial Results for the quarter and six months ended September 30, 2017**

(₹ in Lakh)

| | PARTICULARS | For the quarter ended September 30, 2017 | For the quarter ended June 30, 2017 | For the quarter ended September 30, 2016 | For the six months ended September 30, 2017 | For the six months ended September 30, 2016 | For the year ended March 31, 2017 |
|---|---|---|---|---|---|---|---|
| | | Unaudited | Unaudited | Unaudited | Unaudited | Audited | Audited |
| 1 | Revenue from operations | 10,058 | 9,179 | 8,150 | 19,237 | 15,394 | 33,104 |
| 2 | Investment income | 4,778 | 6,538 | 4,382 | 11,316 | 10,203 | 18,969 |
| 3 | Other income | 598 | 578 | 666 | 1,176 | 1,993 | 3,026 |
| 4 | **Total revenue (1+2+3)** | **15,434** | **16,295** | **13,198** | **31,729** | **27,590** | **55,099** |
| 5 | **Expenses** | | | | | | |
| a) | Employee benefits expense | 1,753 | 1,650 | 1,748 | 3,403 | 3,427 | 7,611 |
| b) | Finance costs | 1 | 2 | 2 | 3 | 6 | 10 |
| c) | Depreciation and amortisation expense | 938 | 881 | 1,124 | 1,819 | 2,200 | 4,766 |
| d) | Computer technology related expenses | 2,917 | 3,333 | 2,683 | 6,250 | 5,181 | 11,234 |
| e) | Administration and other expenses | 2,426 | 2,416 | 2,502 | 4,842 | 5,538 | 11,516 |
| | **Total expenses (5a to 5e)** | **8,035** | **8,282** | **8,059** | **16,317** | **16,352** | **35,137** |
| 6 | **Profit before exceptional items and tax (4 -5)** | 7,399 | 8,013 | 5,139 | 15,412 | 11,238 | 19,962 |
| 7 | **Exceptional items (net) (refer notes 4 to 6)** | 47 | (31,603) | 718 | (31,556) | 2,079 | (364) |
| 8 | **Profit before tax (6 -7)** | **7,352** | **39,616** | **4,421** | **46,968** | **9,159** | **20,326** |
| 9 | **Tax expense** | 1,067 | 1,177 | 254 | 2,244 | 443 | 462 |
| 10 | **Profit for the period / year (8-9)** | **6,285** | **38,439** | **4,167** | **44,724** | **8,716** | **19,864** |
| 11 | Other comprehensive income (net of taxes) | 51 | (11) | (41) | 40 | (30) | (12) |
| 12 | **Total comprehensive income for the period / year (10+11)** | **6,336** | **38,428** | **4,126** | **44,764** | **8,686** | **19,852** |
| 13 | Paid up equity share capital (face value per share ₹ 2 Each) | 1,076 | 1,076 | 1,074 | 1,076 | 1,074 | 1,076 |
| 14 | Other equity | | | | | | 2,41,861 |
| 15 | **Earnings per equity share (face value per share ₹ 2 Each)** | | | | | | |
| | Basic and diluted before exceptional items (₹) (refer note below) | 11.57 | 12.52 | 8.49 | 24.09 | 18.46 | 34.40 |
| | Basic and diluted after exceptional item (₹) (refer note below) | 11.51 | 70.42 | 7.63 | 81.93 | 15.97 | 36.39 |

Note: Basic and diluted EPS is not annualised for the quarter and six months ended results. EPS is calculated on shares issued by the BSE Limited (the "Company"). The shareholders of the Company, at the Extraordinary General Meeting (EGM) held on November 25, 2016 accorded their consent to the consolidation of the entire authorised and issued share capital of the Company by increasing the nominal value of the equity share from Re. 1/- (Rupee one only) each to Rs. 2/- (Rupees two only) each, so that every two equity shares with nominal value of Re. 1/- (Rupee one only) each held by a shareholder are consolidated and re-designated into one equity share with a nominal value of Rs. 2/- each. Accordingly, the revised share capital of the Company now stands at 54,588,172 equity shares of Rs 2/- each. EPS for all the period is calculated on the basis of said number of shares as per the requirement of Indian Accounting Standard (Ind AS) 33 "Earnings per Share".

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

**BSE Limited**
(Formerly known as Bombay Stock Exchange Limited)
**Standalone Unaudited Balance Sheet as at September 30, 2017**

(₹ in Lakh)

| | PARTICULARS | As at September 30, 2017 | As at March 31, 2017 |
|---|---|---|---|
| | | Unaudited | Audited |
| | **ASSETS** | | |
| 1 | **Non-current assets** | | |
| | a. Property, plant and equipment | 10,054 | 10,695 |
| | b. Capital work-in-progress | 2,062 | 438 |
| | c. Investment properties | 466 | 477 |
| | d. Goodwill | - | - |
| | e. Intangible assets | 1,507 | 1,600 |
| | f. Intangible assets under development | 1,068 | 68 |
| | g. Financial assets | | |
| | i. Investments | | |
| | a. Investments in subsidiaries | 60,424 | 68,239 |
| | b. Investments in joint ventures | 1 | 1 |
| | c. Investments in associate | 5,666 | - |
| | d. Other investments | 1,19,796 | 1,19,245 |
| | ii. Other financial assets | 8,020 | 8,740 |
| | h. Deferred tax assets (net) | 6,757 | 1,017 |
| | i. Income tax assets (net) | 6,076 | 5,609 |
| | j. Other assets | 107 | 112 |
| | **Total non-current assets** | **2,22,004** | **2,16,241** |
| 2 | **Current assets** | | |
| | a. Financial assets | | |
| | i. Investments | 75,332 | 24,345 |
| | ii. Trade receivables | 5,608 | 5,246 |
| | iii. Cash and cash equivalents | 492 | 2,203 |
| | iv. Bank balances other than (iii) above | 34,392 | 64,091 |
| | v. Other financial assets | 7,655 | 4,773 |
| | b. Other assets | 3,714 | 853 |
| | **Total current assets** | **1,27,193** | **1,01,511** |
| | **Total assets (1+2)** | **3,49,197** | **3,17,752** |
| | **EQUITY AND LIABILITIES** | | |
| 3 | **Equity** | | |
| | a. Equity share capital | 1,076 | 1,076 |
| | b. Other equity | 2,72,319 | 2,41,861 |
| | **Total equity** | **2,73,395** | **2,42,937** |
| | **Liabilities** | | |
| 4 | **Non-current liabilities** | | |
| | a. Financial liabilities | | |
| | Other financial liabilities | 422 | 464 |
| | b. Other liabilities | 117 | 107 |
| | **Total non-current liabilities** | **539** | **571** |
| 5 | **Current liabilities** | | |
| | a. Financial liabilities | | |
| | i. Trade payables | | |
| | a. Total outstanding dues of micro enterprises and small enterprises | - | - |
| | b. Total outstanding dues of creditors other than micro enterprises and small enterprises | 5,838 | 4,932 |
| | ii. Other financial liabilities | 41,294 | 44,256 |
| | b. Provisions | 547 | 629 |
| | c. Income tax liabilities (net) | 4,542 | 952 |
| | d. Other liabilities | 23,042 | 23,475 |
| | **Total Current Liabilities** | **75,263** | **74,244** |
| | **Total Equity and Liabilities (3+4+5)** | **3,49,197** | **3,17,752** |

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

1 The above standalone unaudited financial results for the quarter and six months ended September 30, 2017 have been reviewed by the Audit Committee on November 3, 2017 and approved by the Board of Directors on November 3, 2017 and the statutory auditors of the Company have conducted a "Limited Review" of the above standalone unaudited financial results for the quarter and six months ended September 30, 2017.

2 The above standalone unaudited financial results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

3 The "Company" or the "Exchange" operates only in one Business Segment i.e. "Facilitating Trading in Securities and other related ancillary Services", hence does not have any reportable Segments as per Indian Accounting Standard 108 "Operating Segments".

4 The following regulation / circulars issued by SEBI from time to time requires the recognition by the Company of a Settlement Guarantee Fund and the transfer of the same to its clearing corporation and the contribution of a Minimum Required Corpus to a Core Settlement Guarantee Fund ("Core SGF") from time to time:

a) As per Regulation 33 of The Securities Contracts (Regulations) (SECC) Regulations, 2012 (the "Regulation") issued on June 20, 2012, every recognized stock exchange is required to transfer twenty five percent of its annual profits every period / 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.

b) As per Circular CIR/MRD/DRMNP/25/2014 dated August 27, 2014 issued by the Securities and Exchange Board of India ("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.

c) Further, a clarification was issued as per Circular SEBI/HO/MRD/DRMNP/CIR/P/2016/54 dated May 4, 2016 based on a recommendation given by the Expert Committee constituted by SEBI. It was clarified that twenty five per cent of profits till the date of amendment of Regulation 33 of SECC Regulations, 2012, shall be transferred by the Stock Exchange to the Core SGF maintained by Clearing Corporation within such time as may be specified by SEBI.

d) Thereafter, on August 29, 2016, SEBI amended Regulation 33 of SECC Regulations, 2012. Accordingly, the Company made provision for the transfer of twenty-five percent of its profit till August 29, 2016 (pro-rata based on profit for the six months ended September 30, 2016), being the date of the amendment, towards Settlement Guarantee Fund.

The above Regulations / Circulars were given effect to in the Financial Results as under :

For the quarter ended September 30, 2016 a sum of ₹ 718 lakh, for the six months ended September 30, 2016 and year ended March 31, 2017 a sum of ₹ 2,079 lakh (pursuant to the amendment of Regulation 33 of SECC Regulations, 2012 by SEBI enumerated in 4d) was charged to the Statement of Profit and Loss, being 25% of the profits earned till August 29, 2016, and disclosed as an "Exceptional Item" in the Financial Results. As specified by SEBI, the amount payable by the Exchange in respect of the SGF was subsequently paid to the Core Settlement Guarantee Fund.

5 The Company has partially divested its stake in a subsidiary company, on June 29, 2017. The profit on divestment amounting to ₹ 31,603 Lakh is reflected in the Statement of Standalone Financial Results during the quarter ended June 30, 2017 and same is also reflected in six months ended September 30, 2017. The residual investment retained in the subsidiary is now considered as an investment in an associate.

Further the Company had earlier partially divested its stake in subsidiary company in October, 2016 and profit amounting to ₹ 2,443 Lakh was credited to Statement of Standalone Profit and Loss for the year ended March 31, 2017. Considering the nature of the income and its impact on the profit, the same has been disclosed as an exceptional item in the respective periods.

6 The Company implemented a Voluntary Retirement Scheme 2017 (VRS) for all its eligible employees. Post the closure of the Scheme an expense of ₹ 47 lakh has been recognised for the quarter and six months ended September 30, 2017 and has been disclosed as an "Exceptional Item".

7 Previous quarter's / period's / year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current quarter's / period's classification / disclosure.

For and on behalf of Board of Directors of
**BSE LIMITED**

**Ashishkumar Chauhan**
**Managing Director & CEO**

Mumbai, November 3, 2017

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS