



BSE Limited

(Formerly known as Bombay Stock Exchange Limited)

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

Statement of Consolidated Financial Results for the Quarter and Year Ended March 31, 2015

PARTICULARS	` In Lakh				
	For The Quarter Ended Mar 31, 2015 (Unaudited)	For The Quarter Ended Dec 31, 2014 (Unaudited)	For The Quarter Ended Mar 31, 2014 (Unaudited)	For The Year Ended Mar 31, 2015 (Audited)	For The Year Ended Mar 31, 2014 (Audited)
I. INCOME					
a) Operating Income	8,098	7,466	5,970	30,795	22,287
b) Investments and Deposits Income	7,126	6,462	7,421	27,576	26,219
Total Income	15,224	13,928	13,391	58,371	48,506
II. EXPENDITURE					
a) Employee Costs	2,662	2,573	2,484	10,307	8,784
b) Computer Technology Related Expenses	2,170	1,810	1,531	7,042	6,445
c) Administration and Other Expenses	3,220	2,700	2,658	12,016	9,008
d) Depreciation and Amortisation (Note 7)	1,818	1,632	944	5,877	3,235
Total Expenditure	9,870	8,715	7,617	35,242	27,472
III. Profit from Ordinary Activity before Other Income, Interest, Exceptional items & Tax	5,354	5,213	5,774	23,129	21,034
a) Other Income	1,073	977	1,229	4,104	4,476
IV. Profit from Ordinary Activity before Interest, Exceptional items & Tax	6,427	6,190	7,003	27,233	25,510
a) Interest	19	17	15	66	38
V. Profit from Ordinary Activity before Exceptional items & Tax	6,408	6,173	6,988	27,167	25,472
a) Exceptional Items (Note 4)	856	808	1,178	5,075	6,129
VI. Profit from Ordinary Activity before Tax	5,552	5,365	5,810	22,092	19,343
a) Extraordinary Item	-	-	-	-	(85)
VII. Profit before tax	5,552	5,365	5,810	22,092	19,428
a) Tax Expense	711	1,584	763	4,378	3,427
VIII. Profit after tax before share of loss of associate and minority interest	4,841	3,781	5,047	17,714	16,001
Less : Share in loss of associate	1	7	10	28	41
IX. Profit after tax before share of profit attributable to minority interest	4,840	3,774	5,037	17,686	15,960
Less : Share of profit attributable to minority interest	617	411	1,016	2,133	2,441
X. Net Profit For The Year attributable to shareholders of the Company	4,223	3,363	4,021	15,553	13,519
Paid up Equity Capital (Face Value Per Share ` 1 Each)	1,073	1,073	1,038	1,073	1,038
Reserves (Excluding Revaluation Reserve)				256,141	236,602
Basic and Diluted EPS in ` before Extraordinary Item (Refer Note Below)	3.71	3.02	3.78	14.00	12.68
Basic and Diluted EPS in ` after Extraordinary Item (Refer Note Below)	3.71	3.02	3.79	14.00	12.75

Note: Basic and Diluted EPS is not annualised for the quarter ended results. EPS is calculated on shares issued by the Company.

CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES AS AT MARCH 31, 2015

In Lakh

PARTICULARS		As at March 31, 2015 (Audited)	As at March 31, 2014 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' Funds		
	(a) Share Capital	1,073	1,038
	(b) Reserves and Surplus	256,142	236,602
		257,215	237,640
2	Share Application Money Pending Allotment	1	1
3	Minority Interest	19,864	18,754
4	Non-current Liabilities		
	(a) Deferred Tax Liabilities (net)	267	959
	(b) Long-term borrowings	356	131
	(c) Other Long-term Liabilities	4,499	2,863
	(d) Deposits from Members	1,900	3,100
	(e) Long-term provisions	77	42
		7,099	7,095
5	Current Liabilities		
	(a) Trade Payables	5,805	4,695
	(b) Other Current Liabilities	121,440	133,089
	(c) Short-term Provisions	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	16,919	13,917
	(b) Non-Current Investments	141,023	112,523
	(c) Deferred Tax Assets (net)	631	474
	(d) Long-term Loans and Advances	8,563	7,906
	(e) Other Non-current Assets	210	293
		167,346	135,113
3	Current Assets		
	(a) Investments	86,595	106,110
	(b) Trade Receivables	3,600	3,443
	(c) Cash and Bank Balances	145,248	146,946
	(d) Short-term Loans and Advances	2,470	1,688
	(e) Other Current Assets	5,972	5,287
		243,885	263,474
	TOTAL	419,735	407,091

- 1 The above consolidated financial results for the Quarter and Year ended March 31, 2015 have been reviewed by the Audit Committee and approved by the Board of Directors on May 18, 2015.
- 2 The Consolidated results of the Group includes the Company, its five direct subsidiaries, two joint ventures and an associate. The results of five direct subsidiaries, two joint ventures and an associate included in the consolidated results have been reviewed by their auditors.
- 3 As per the definition of 'business segment' and 'geographical segment', contained in Accounting Standard-17 (AS-17) "Segment Reporting", the Management is of the opinion that as the Group's operations comprise of two segments viz. a) Stock exchange activity i.e. facilitating trading of securities and the activities incidental there to and b) Depository activity i.e. providing depository related services, accordingly following disclosure is made.

₹ In Lakh

Sr. No	Particulars	For The Quarter Ended Mar 31, 2015 (Unaudited)	For The Quarter Ended Dec 31, 2014 (Unaudited)	For The Quarter Ended Mar 31, 2014 (Unaudited)	For The Year Ended Mar 31, 2015 (Audited)	For The Year Ended Mar 31, 2014 (Audited)
A	Segment Revenue					
	(a) Stock Exchange Activity					
	- Operations	7,542	6,885	5,774	28,780	21,474
	- Related Activities (Treasury)	4,126	4,476	3,731	17,658	15,476
	(b) Depository Activity	3,764	2,763	4,023	12,589	12,071
	Total	15,432	14,124	13,528	59,027	49,021
	Less : Inter Segment Revenue	-	-	-	-	-
	Total Income	15,432	14,124	13,528	59,027	49,021
B	Segment Results before exceptional items					
	(a) Stock Exchange Activity					
	- Operations	1,195	1,824	1,452	7,799	5,790
	- Related Activities (Treasury)	4,131	4,436	3,701	17,542	15,347
	(b) Depository Activity	2,225	1,508	2,568	7,267	6,986
	Total	7,551	7,768	7,721	32,608	28,123
	Less : Exceptional Items	856	808	1,178	5,075	6,129
C	Segment Results after exceptional items					
	(a) Stock Exchange Activity					
	- Operations	339	1,016	274	2,724	(339)
	- Related Activities (Treasury)	4,131	4,436	3,701	17,542	15,347
	(b) Depository Activity	2,225	1,508	2,568	7,267	6,986
	Total	6,695	6,960	6,543	27,533	21,994
	Add : Unallocated Corporate Income	865	781	1,092	3,448	3,961
	Less : Unallocated Corporate Expenses	2,008	2,376	1,825	8,889	6,612
	Less : Extraordinary Items	-	-	-	-	(85)
D	Profit before taxation	5,552	5,365	5,810	22,092	19,428
	Less : Provision for taxation	711	1,584	763	4,378	3,427
E	Profit after taxation	4,841	3,781	5,047	17,714	16,001
					As at	As at
					Mar 31, 2015 (Audited)	Mar 31, 2014 (Audited)
F	Capital Employed					
	(a) Stock Exchange Activity					
	- Operations				19,495	7,269
	- Related Activities (Treasury)				198,074	190,128
	(b) Depository Activity				39,432	37,281
	(c) Unallocated				215	2,963
	Total				257,216	237,641

- 4 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.

5 a) Pursuant to SEBI Circular CIR/DNP/5/2011 dated June 2, 2011 (BSE Notice no-20110602-18, dated June 02, 2011), the Company had launched a series of Liquidity Enhancement Incentive Programmes (LEIP) to enhance liquidity in BSE's Futures & Options Segment. LEIP was launched on 28th September, 2011 and an expense of ₹ 3,425 lakh has been incurred towards the programmes 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 Company, 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 ₹ 1,277 lakh has been incurred and has been treated as an exceptional item. [Refer V (a) above]

6 Depositories and Participants (Amendment) Regulations, 2012 dated September 11, 2012 requires every depository company 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 of the Exchange 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, CDSL has calculated IPF contribution of ₹ 1,235 lakh for the year ended March 31, 2015, being twenty five percent of the net profits before tax, available after making such contribution.

If the contribution is calculated at twenty five percent of the operating profits before tax, available after making such contribution, the amount of contribution would be ₹ 844 lakh for the year ended March 31, 2015.

7 During the year ended March 31, 2015, the Group 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 ₹ 497 lakh on account of assets whose useful lives 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. As a result of the change, the charge on account of the depreciation for the year ended March 31, 2015 is higher by ₹ 703 lakh compared to the charged based on useful lives estimated in earlier year. [Refer II (d) above]

8 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 These have been considered for the purpose of EPS calculation	34
Statutory Reserve transfer (Settlement Guarantee Fund 2)	328
Cancellation of Carrying value of investments in the Transferee Company	2,250
Difference credited to Capital Reserve pursuant to the Scheme	10,530

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.

9 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 ` 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 8.

10 The Board of Directors at its meeting held on May 18, 2015 has recommended a dividend of ` 5 per equity share.

11 The Statutory Auditors have carried out an audit of the financial results for the Year ended March 31, 2015.

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

For and on behalf of Board of Directors of
BSE LIMITED

Ashishkumar Chauhan
Managing Director & CEO

Mumbai, May 18, 2015