BSE LIMITED

ADDENDUM TO THE NOTICE OF THE TENTH ANNUAL GENERAL MEETING

BSE Limited ("the Company") had issued Notice dated 18th May, 2015 for convening of the Tenth Annual General Meeting ("AGM") of the Members of the Company scheduled to be held on 25th September, 2015 at Sir Dinshaw Petit International Convention Hall, 1st Floor, P. J. Towers, Dalal Street, Mumbai – 400001 at 11.00 A.M.. The AGM Notice has already been dispatched to all the Members of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

Subsequent to the issuance of the AGM Notice, the Company has received a requisition from the shareholders, holding in aggregate 1,37,35,951 (12.79%) Equity shares in the paid up Equity Share Capital of the Company, under Section 111 of the Companies Act, 2013 requiring circulation of resolution to the members of the Company for seeking their approval in the AGM. The Company therefore informs the shareholders that the following item of business shall be included in the aforesaid notice as a new item no. 5 under Special Business.

SPECIAL BUSINESS

5. LISTING AND OFFER FOR SALE OF SHARES OF THE COMPANY

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

"RESOLVED THAT approval of the shareholders of the Company be and is hereby accorded for filing of applications for listing of shares of the Company on any recognised stock exchange, other than itself and its associated stock exchange ("Indian Stock Exchange") and for undertaking an “Offer for Sale” ("OFS") in accordance with the provisions of the Companies Act, 2013 and rules framed thereunder, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"), Memorandum and Articles of Association of the Company and all other applicable laws and provisions, if any and subject to the approval of Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and all other appropriate statutory and other authorities, as required, and such other approvals, consent, permissions and sanctions as may be necessary.

RESOLVED FURTHER THAT the Board of Directors including any of Committee thereof formed for the purpose of listing and OFS be and is hereby authorized to do all such acts, deeds and things and take necessary actions and measures, as may be required to undertake listing and OFS of shares in accordance with applicable laws.

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded for establishing a committee to be called the “Listing Committee” and to do all necessary acts, deeds and things for listing and OFS of shares of the Company by the existing shareholders.

RESOLVED FURTHER THAT the Listing Committee shall be headed by the Chairman of the Board of Directors of the Company and shall consist of a minimum of five members of the Board of Directors including one Shareholder director and minimum of three representatives of shareholders including two representatives of FDI/FPI investors.

RESOLVED FURTHER THAT the Listing Committee shall meet on a quarterly basis either in person / via telecommunication / video conferencing or any other mode permissible under applicable law to formulate plans and expedite the steps for filling for listing and OFS of shares of the company.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

The Company has received a requisition under Section 111 of the Companies Act, 2013 and rules made thereunder from shareholders holding not less than one-tenth of the paid-up share capital of the Company as on the date of receipt of requisition and carries the right of voting, to move a resolution relating to the Listing and Offer for Sale of shares of the Company through offer for sale mechanism. Regulation 45 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulation"), allows a recognized stock exchange to apply for listing
of its securities on any recognized Indian Stock Exchange, other than itself and its associated stock exchange (“Indian Stock Exchange”). However, even after eight years of demutualization Company’s shares are not yet listed on any stock exchange in India.

Several shareholders have requested the Board to expedite the process of listing and enable them to offer their shares for sale through “Offer for Sale” mechanism (“OFS”) under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”).

Keeping the above in mind, the shareholders of the Company and the Board should work together towards expediting listing of the shares of the Company.

Listing of BSE will be beneficial for the Company as well as Indian capital markets. It will not only provide a source of funding for the Company, but also help strengthen the public sentiment regarding governance of Exchanges and attract retail participant.

To effectively coordinate between the shareholders that are interested in tendering their shares under the OFS route at the time of listing and other miscellaneous work related to listing, it has been proposed that a Listing Committee should be formed. This Listing Committee shall be headed by the Chairman of the Board of Directors of the Company and shall consist of a minimum of five members of the Board of Directors including one Shareholder Director and a minimum of three representatives of shareholders including two representatives of FDI/FPI investors. The Listing Committee shall meet on a quarterly basis either in person or via telecommunication / video conferencing to formulate plans and execute the steps to expedite listing of shares of the Company with an Indian Stock Exchange. Listing Committee shall work with the shareholders for OFS at the time of listing, compliance with the ICDR Regulations, and other applicable rules and regulations.

Accordingly, the proposed ordinary resolution authorizes the Board of Directors and Listing Committee thereof as may be constituted by the Board to do all such things as may be necessary for listing and for OFS, as may be required and decided by the Listing Committee. The proposed resolution also authorizes the Board / the Listing Committee to complete all legal formalities prescribed, amongst others, by SEBI and RBI and under the Companies Act, 2013 (read along with the rules and other modifications and clarifications provided from time to time) for the Company to formulate plans and execute the steps for filling for listing and OFS.

The Board recommends the Resolution at item no. 5 of the accompanying Notice. Your approval is sought for the same.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

By Order of the Board of Directors
For BSE Limited

Neena Jindal
Company Secretary

Date: 31st August, 2015
Place: Mumbai

Registered Office:
BSE Limited
25th Floor. P. J. Towers, Dalal Street,
Mumbai 400 001
CIN - U67120MH2005PLC155188
Tel: + 91 022 22722 1233/34
Fax: +91 022 2272 1003
Email: www.bse.shareholders@bseindia.com;
website: www.bseindia.com

Note: The Proxy Form sent alongwith the Annual Report containing the Annual General Meeting Notice dated 18th May, 2015 will be valid for the aforesaid item no. 5 also.