

Auditor's Report On Quarterly Financial Results and Year to Date Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
Board of Directors of
BSE Limited,

1. We have audited the accompanying statement of quarterly consolidated financial results of BSE Limited Group, comprising BSE Limited ('the Company'), its subsidiaries and associates (together referred to as the "Group") for the quarter ended March 31, 2018 and for the year ended March 31, 2018, attached herewith, being submitted by the Company pursuant to the requirement 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 quarterly consolidated financial results are the derived figures between the audited figures in respect of the year ended March 31, 2018 and the published year-to-date figures up to December 31, 2017, being the date of the end of the third quarter of the current financial year, which were subject to limited review. The consolidated financial results for the quarter ended March 31, 2018 and year ended March 31, 2018 have been prepared on the basis of the consolidated financial results for the nine-month period ended December 31, 2017, the audited annual consolidated financial statements as at and for the year ended March 31, 2018, and the relevant 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, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company. Our responsibility is to express an opinion on these consolidated financial results based on our review of the consolidated financial results for the nine-month period ended December 31, 2017 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS 34) Interim Financial Reporting, specified under Section 133 of the Companies Act 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual consolidated financial statements as at and for the year ended March 31, 2018; and the relevant 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.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors on separate financial statements and the other financial information of subsidiaries and associates, these quarterly consolidated financial results as well as the year to date results:
 - i. includes the results of the following entities;
 - a. **List of subsidiaries**
 - i. BSE Institute Limited.
 - ii. Marketplace Technologies Private Limited.
 - iii. Indian Clearing Corporation Limited.
 - iv. India International Clearing Corporation (IFSC) Limited.
 - v. BSE Investments Limited.
 - vi. BSE CSR Sammaan Limited.
 - vii. India International Exchange (IFSC) Limited.
 - viii. Central Depository Services (India) Limited (upto June 29, 2017)
 - b. **List of Associates**
 - i. Central Depository Services (India) Limited (after June 29, 2017)
 - ii. Asia Index Private Limited
 - ii. are presented in accordance with 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, in this regard; and
 - iii. give a true and fair view of the total comprehensive income comprising of net profit and other comprehensive income and other financial information of the Group for the quarter ended March 31, 2018 and for the year ended March 31, 2018.

S.R. BATLIBOI & CO. LLP

Chartered Accountants

4. The comparative financial information of the Company for the quarter and year ended March 31, 2017, included in these consolidated financial results, have been audited by the predecessor auditor. The report of the predecessor auditor on the comparative financial information dated May 5, 2017 expressed an unmodified opinion.
5. We did not audit the financial results / statements and other information, in respect of seven subsidiaries which have total assets of Rs. 1,85,617 lakhs, net assets of Rs. 89,801 lakhs as at March 31, 2018 and total revenue of Rs. 3,428 lakhs and Rs. 13,830 lakhs for the quarter and the year ended March 31, 2018 respectively. Further, the consolidated financial results include the Group's share of net profit of Rs. 619 lakhs for the quarter ended March 31, 2018 and Rs. 1,869 lakhs for the period from June 30, 2017 to March 31, 2018 and profit from discontinued operations of Rs. 2,547 lakhs, in respect of one company which was a subsidiary up to June 29, 2017 and associate for the subsequent period. These financial results/ statements and other information have been audited by other auditors whose reports have been furnished to us by the management. Our opinion, in so far as it relates to the affairs of such subsidiaries and associate is based solely on the reports of other auditors. Our opinion is not qualified in respect of this matter.
6. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2018 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2018 and the published year-to-date figures up to December 31, 2017, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under 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.

For S.R. BATLIBOI & CO. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Jayesh Gandhi

Partner

Membership No.: 037924

Mumbai

May 4, 2018



CIN L67120MH2005PLC155188

(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, 2018

(₹ in Lakh)

PARTICULARS	For the quarter ended March 31, 2018	For the quarter ended December 31, 2017	For the quarter ended March 31, 2017	For the year ended March 31, 2018	For the year ended March 31, 2017
	Audited	Unaudited	Audited	Audited	Audited
Continuing operation					
1 Revenue from operations	13,657	12,570	11,483	47,698	37,365
2 Investment income	4,625	3,544	5,921	16,870	19,806
3 Other income	1,252	1,161	1,047	5,324	4,657
4 Total income (1+2+3)	19,534	17,275	18,451	69,892	61,828
5 Expenses					
a) Employee benefits expense	3,201	2,925	3,989	12,008	11,662
b) Finance costs	17	25	17	103	96
c) Depreciation and amortisation expense	1,329	1,115	1,504	4,545	5,028
d) Computer technology related expenses	2,616	3,038	2,621	11,111	9,635
e) Administration and other expenses	5,198	3,238	4,925	14,579	14,518
Total expenses (5a to 5e)	12,361	10,341	13,056	42,346	40,939
6 Profit before exceptional items and tax (4-5)	7,173	6,934	5,395	27,546	20,889
7 Exceptional items (net) (refer note 4, 5 and 7)	138	75	-	260	2,079
8 Profit before tax and share of net profits of investments accounted for using equity method (6-7)	7,035	6,859	5,395	27,286	18,810
9 Share of profit of associates	660	626	31	1,990	107
10 Profit before tax (8+9)	7,695	7,485	5,426	29,276	18,917
11 Tax expense	1,487	1,618	511	5,545	1,066
12 Net profit after tax for the quarter / year from continuing operation (10-11)	6,208	5,867	4,915	23,731	17,851
Discontinued operation (refer note 6)					
13 Profit before tax from discontinued operation	-	-	2,771	3,169	11,656
14 Gain on sale of subsidiary (on loss of control)	-	-	-	46,175	-
15 Profit from discontinued operation before taxes (13+14)	-	-	2,771	49,344	11,656
16 Tax expense on discontinued operation	-	-	420	622	2,998
17 Profit from discontinued operation (15-16)	-	-	2,351	48,722	8,658
18 Net profit from total operation for the quarter / year (12+17)	6,208	5,867	7,266	72,453	26,509
Net profit attributable to the shareholders of the Company	6,208	5,867	6,011	71,128	22,057
Net profit attributable to the non controlling interest	-	-	1,255	1,325	4,452
19 Other comprehensive income (net of taxes)	33	(186)	(517)	13	(642)
20 Total comprehensive Income for the quarter / year (18+19)	6,241	5,681	6,749	72,466	25,867
Total comprehensive income attributable to the shareholders of the Company	6,241	5,681	5,496	71,141	21,431
Total comprehensive income attributable to the non controlling interest	-	-	1,253	1,325	4,436
21 Paid up equity share capital (face value per share ₹ 2 each)	1,065	1,076	1,076	1,065	1,076
22 Other equity	-	-	-	3,12,370	2,65,164
23 Earnings per equity share (face value per share ₹ 2 each)					
Continuing operations					
Basic and diluted before exceptional items (₹) (refer note below)	11.58	10.84	9.00	43.82	35.19
Basic and diluted after exceptional item (₹) (refer note below)	11.41	10.75	9.00	43.51	32.70
Total operations					
Basic and diluted after exceptional item (₹) (refer note below)	11.41	10.75	11.01	130.41	40.41

Note: Basic and diluted EPS is not annualised for the quarter ended results. EPS is calculated on outstanding shares issued by BSE Limited (the "Parent Company").



BSE Limited
(Formerly known as Bombay Stock Exchange Limited)
Consolidated Balance Sheet as at March 31, 2018

(₹ in Lakh)

	PARTICULARS	As at March 31, 2018	As at March 31, 2017
		Audited	Audited
	ASSETS		
1	Non-current assets		
	a. Property, plant and equipment	13,792	14,232
	b. Capital work-in-progress	232	446
	c. Investment property	393	347
	d. Goodwill	3,742	8,504
	e. Other intangible assets	2,788	1,860
	f. Intangible assets under development	470	151
	g. Financial assets		
	i. Investments		
	a. Investments in subsidiaries	1	5
	b. Investments in associates	39,611	252.00
	c. Other investments	1,25,657	1,49,162
	ii. Other financial assets	10,726	25,298
	h. Income tax assets (net)	7,950	8,920
	i. Deferred tax assets (net)	7,408	1,889
	j. Other assets	10	121
	Total non-current assets	2,12,780	2,11,187
2	Current assets		
	a. Financial assets		
	i. Investments	75,528	50,200
	ii. Trade receivables	5,487	6,886
	iii. Cash and cash equivalents	79,726	1,16,367
	iv. Bank balances other than (iii) above	1,17,171	1,23,931
	v. Other financial assets	5,163	7,955
	b. Other assets	2,581	1,775
	Total current assets	2,85,656	3,07,114
	Total assets (1+2)	4,98,436	5,18,301
	EQUITY AND LIABILITIES		
3	Equity		
	a. Equity share capital	1,065	1,076
	b. Other equity	3,12,370	2,65,164
	Equity attributable to shareholders of the Company	3,13,435	2,66,240
4	Non controlling interest	-	29,088
	Total equity	3,13,435	2,95,328
5	Core settlement guarantee fund	29,096	20,452
	Liabilities		
6	Non-current liabilities		
	a. Financial liabilities		
	Other financial liabilities	572	606
	b. Provisions	215	165
	c. Other liabilities	161	107
	Total non-current liabilities	948	878
7	Current liabilities		
	a. Financial liabilities		
	i. Trade payables		
	a. Total outstanding dues of micro enterprises and small enterprises	19	8
	b. Total outstanding dues of creditors other than micro enterprises and small enterprises	6,275	5,625
	ii. Other financial liabilities	1,34,126	1,67,102
	b. Provisions	1,366	1,671
	c. Income tax liabilities (Net)	1,415	1,471
	d. Other liabilities	11,756	25,766
	Total current liabilities	1,54,957	2,01,643
	Total equity and liabilities (3+4+5+6+7)	4,98,436	5,18,301



/s/



- 1 The above consolidated financial results for the quarter and year ended March 31, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors on May 4, 2018 and the statutory auditors of the Company have conducted an audit of the above consolidated financial results for the quarter and year ended March 31, 2018.
- 2 The above consolidated financial results for the quarter and year ended March 31, 2018 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 group operated in two reportable business segments viz: Stock Exchange Operations and Depository Services. However, pursuant to the partial disinvestment in a subsidiary which is enumerated in note 6, the group is operating only in one Segment viz. Facilitating Trading in Securities and other related ancillary Services as at the reporting date, and therefore has only one 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 Parent 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 Parent Company made provision for 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 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 consolidated financial results, 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 Parent 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 year ended March 31, 2018 and disclosed as an "Exceptional Item".
- 6 The Parent Company has partially divested its stake in a subsidiary company on June 29, 2017. The divestment has resulted in a loss of control and therefore the profit on sale of the investment in the subsidiary (including the Remeasurement of the retained investment at fair value in accordance with Ind AS 110 "Consolidated Financial Statements") amounting to ₹ 45,118 lakh has been credited to the statement of consolidated financial results during the year ended March 31, 2018. The residual investment retained in the subsidiary now considered as an investment in an associate.
Further, the Parent Company had partially divested its stake in the above subsidiary in October, 2016, which did not result in a loss of control and hence the profit on divestment amounting to ₹ 1,057 lakh was credited to Retained Earnings under the head Other Equity during the year ended March 31, 2017. The said profit of ₹ 1,057 lakh is now credited to the statement of consolidated financial results during the year ended March 31, 2018.
Since the operations of the above subsidiary represent a separate major line of business which has been disposed of, the disclosures required by Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations" have been presented in the financial results for the periods upto date of loss of control.



- 7 Pursuant to SEBI Circular SEBI/HO/MRD/DSA/CIR/P/2017/95 dated August 10, 2017 (INDIA INX Circular no-20171017-1, dated October 17, 2017), India International Exchange (IFSC) Limited (Subsidiary Company) had launched Liquidity Enhancement Scheme (LES) to enhance liquidity in INDIA INX's Futures & Options Segment. LES was launched on November 01, 2017 and an expense of ₹ 138 Lakh has been incurred towards the Scheme for the quarter ended March 31, 2018 and an expense of ₹ 213 Lakh has been incurred towards the scheme for the year ended March 31, 2018, considering the special nature of this expense, the same has been recognised as an "Exceptional Item".
- 8 Basic and Diluted Earnings per Share (not annualised for the quarter) for the discontinued operations is ₹ 2.01 for the quarter ended March 31, 2017, ₹ 86.90 for the year ended March 31, 2018, ₹ 7.71 for the year ended March 31, 2017.
- 9 The Board of Directors of the parent Company at its meeting held on January 15, 2018, has inter-alia approved the Buyback proposal for purchase by the parent Company of its fully paid-up equity shares of face value of ₹ 2/- each ("Equity Shares" and such buyback, the "Buyback"), from the shareholders/beneficial owners of the Company, at a price not exceeding ₹ 1,100 (Rupees One Thousand and One Hundred Only) per Equity Share ("Maximum Buyback Price") from the open market through stock exchange mechanism in such manner as may be prescribed in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 ("Buy-back Regulations") and the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force).
The Buyback shall not exceed ₹ 166 crore (Rupees One Hundred Sixty Six crore only), excluding brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges ("Maximum Buyback Size"). The Maximum Buyback Size represents 9.99% of the aggregate of the Company's paid-up Equity Share capital and free reserves based on the standalone audited financial statements of the Company as at March 31, 2017, which is in compliance with the maximum permissible limit of 10% of the total paid-up equity share capital and free reserves in accordance with Section 68(2) of the Companies Act, 2013.
As of March 31, 2018, the scheme of buyback was open and upto March 31, 2018, the Company bought back 5,48,640 equity shares as part of the aforementioned buy back process resulting in total cash outflow of ₹ 4,497 lakh. Out of 5,48,640 equity shares bought back, the Company extinguished 5,02,920 equity shares as at March 31, 2018 and the remaining 45,720 equity shares were extinguished in the month of April 2018 as per the records of the depositories. In line with the requirement of the Companies Act 2013, an amount of ₹ 4,487 lakh has been utilized from the securities premium account for the buy back. Further, capital redemption reserve of ₹ 10 lakh (representing the nominal value of the shares bought back) has been created.
- 10 The Board of Directors of the parent Company at its meeting held on May 4, 2018 have recommended a payment of dividend of ₹ 31/- per equity share of ₹ 2/- each. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting. After taking into account the interim dividend of ₹ 5/- per equity share paid in the month of February 2018, the total dividend for the financial year stands at ₹ 36/- per equity share of ₹ 2/- each.
- 11 The figures for the quarter ended March 31, 2018 and March 31, 2017 are arrived at as difference between audited figures in respect of the full financial year for the year ended March 31, 2018 and March 31, 2017 and the reviewed figures upto nine months period ended December 31, 2017 and December 31, 2016 respectively.
- 12 Previous quarter's / year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current quarter's / year's classification / disclosure.
- 13 Audited Financial results of BSE Limited (Standalone Information)

PARTICULARS	Quarter ended March 31, 2018	Quarter ended December 31, 2017	Quarter ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
	Audited	Unaudited	Audited	Audited	Audited
Revenue from operations	12,502	11,507	10,023	43,378	33,196
Profit before tax	7,495	6,946	4,216	61,409	20,326
Profit for the period	6,111	5,560	4,141	56,395	19,864

Note: The audited results of BSE Limited for the above mentioned period are available on our website, www.bseindia.com and on the stock exchange website www.nseindia.com. The information above has been extracted from the audited standalone financial results for the quarter and year ended March 31, 2018.



Mumbai, May 4, 2018

For and on behalf of Board of Directors of
BSE LIMITED

Ashishkumar Chauhan
Managing Director & CEO

