NOTICE

NOTICE is hereby given that the Tenth Annual General Meeting of BSE Limited will be held on Friday, 25th September, 2015 at 11.00 A.M. at Sir Dinshaw Petit International Convention Hall”, 1st Floor, P. J. Towers, Dalal Street, Mumbai - 400 001, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
   a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Report of the Board of Directors and the Auditors thereon; and

2. To declare a dividend on Equity Shares for the financial year ended 31st March, 2015.

3. To appoint a Shareholder Director in place of Mr. Thomas Lars Bendixen (DIN: 03595996), who retires by rotation, and being eligible, offers himself for re-appointment. However, his appointment shall be subject to prior approval of Securities and Exchange Board of India (SEBI) pursuant to Securities Contracts (Regulations) (Stock Exchanges and Clearing Corporations) Regulations, 2012 ("SECC Regulations").

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Eleventh AGM of the Company to be held in the year 2016 at a remuneration of Rs 75.00 Lakhs per annum plus applicable taxes and a reasonable out of pocket expenses for financial year 2015-16."

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 4 of the Notice, is annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

3. PROXIES IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

4. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person
shall not act as proxy for any other person or shareholder. A proxy shall not vote except on a poll.

5. A brief profile of Mr. Thomas Lars Bendixen is given in Annexure I to this notice.

**Note: Only the shareholders who are not Trading members of the Exchange or their Associates and Agents shall be eligible to vote for Item no. 3 of the notice**

6. The Register of Members and Share Transfer Books will remain closed from Saturday, 19th September, 2015 to Friday, 25th September, 2015 (both days inclusive) for the purpose of payment of dividend for the year ended 31st March, 2015, if declared at the Meeting and for the purpose of the Tenth Annual General Meeting or any adjournment thereof.

7. The Dividend, for the year ended 31st March, 2015 as recommended by the Board, if declared at the Tenth Annual General Meeting will be paid to those Members who hold shares:
   a. In electronic mode, based on beneficial ownership details received form Central Depository Services (India) Limited and National Securities Depository Limited as at the close of business hours on Friday, 18th September, 2015.
   b. In physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 18th September, 2015.

8. All Equity Shares issued by the Exchange rank pari-passu in all respects including dividend entitlement and accordingly, Equity Shares allotted/to be allotted by the Company till 18th September, 2015 will be entitled for full dividend for the financial year ended 31st March, 2015, if declared at the Meeting.

9. Members holding shares in demat form are requested to intimate all changes pertaining to their bank account details, Electronic Clearing Services (ECS) mandate, nominations, power of attorney, change of name, change of address etc., only to their Depository Participants (DPs) and not to the Registrar and Share Transfer Agent (RTA) or the Company. The RTA or the Company cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Once such intimations are taken on record by the DPs, they would then become effective. Similarly, in case the mailing address mentioned on this Notice is without the PIN Code, Members are requested to update their PIN Code with their DPs. Members holding shares in physical form may intimate all such changes to the RTA or the Company.

10. Members wishing to claim dividends, which remain unclaimed, except those members whose shares are held in abeyance, are requested to correspond with the Company Secretary/RTA. Members are requested to note that dividend which is unpaid or unclaimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, be transferred to the Investor Education and Protection Fund as per Section 205A and 205C of the Companies Act, 1956 (Section 124 of the Companies Act, 2013);

Members who have not yet claimed their Dividend for the financial year 2007-08 onwards are requested to make their claims without any delay. It may be noted that the unclaimed Final Dividend for the financial year 2007-08 declared by the Company on 19th September, 2008 can be claimed by the shareholders before 23rd September, 2015.
11. Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately:
   a. the change in the residential status and
   b. the particulars of the NRE Account with a Bank in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.

12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and through Courier/Speed Post/Registered Post or any other permissible means, to all the shareholder as on the cut off dated i.e. Friday, 21st August, 2015. The notice is also available on the website of the Company i.e. www.bseindia.com.

13. To support the ‘Green initiative’, the Members who have not registered their e-mail addresses, are requested to register the same with their depository participant or RTA of the Company.

14. All the documents referred to in the accompanying Notice are open for inspection at the registered Office of the Company on all working days between 11.00 A.M to 1.00 P.M up to the date of AGM.

15. The Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts and Arrangements maintained under Section 170 and 189 of the Companies Act, 2013 respectively are available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 1.00 P. M. except on holidays and will be made available for inspection at the venue of the meeting.

16. Members are requested to make all other correspondence in connection with the Equity Shares held by them by addressing letters directly to the RTA viz. Karvy Computershare Private Limited, Unit: BSE Limited, Karvy Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032 or to the Company at its Registered Office as mentioned in this Notice, quoting reference of their Client ID number and DP ID number or Folio No.

17. Members are requested to bring duly filled in Attendance Slip along with their copy of Annual Report to the Meeting.

18. Corporate Members intending to send their Authorised Representative to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).

Specimen Resolution for this purpose is as under:

(To be printed/typed on the letterhead of Corporate Member)

“RESOLVED THAT pursuant to the provisions of Section 113 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. _________________ or failing him, Mr.____________________ be and is hereby authorised to act as the representative of (name of the Corporate Member) to attend the Annual General Meeting of BSE Limited to be held on
RESOLVED FURTHER THAT the aforesaid representative of the Company, be and is hereby authorised to vote for and on behalf of the Company on any of the Resolutions as stated in the Notice of the Annual General Meeting of BSE Limited or at any such adjournment thereof, as may be deemed fit, proper and necessary.”

The aforesaid Resolution shall preferably be signed by such Director/Authorised Signatory of the Corporate Member whose specimen signature has been lodged with RTA.

In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorisations, such as Board Resolution or Power of Attorney or such other valid authorisation, may not be permitted to attend and/or vote at the Meeting.

19. The term ‘Members’ has been used to denote Shareholders of BSE Limited.

20. Mr. N. L. Bhatia, (FCS 1176/CP No. 422) Partner, Messrs. NL Bhatia and Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

Voting Options

VOTING THROUGH ELECTRONIC MEANS

21. In compliance with Section 108 of the Companies Act, 2013 and the rules framed thereunder, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting through ballot paper, will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

22. The instructions for shareholders voting electronically are as under:

(i) The e-voting period commences on Tuesday, 22nd September, 2015 (9.00 a.m. IST) and ends on Thursday, 24th September, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 18th September, 2015 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on “Shareholders” tab.

(iv) Enter your User ID.

a) For CDSL: 16 digits beneficiary ID.

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below

(vii) Fill up the following details in the appropriate boxes:

<table>
<thead>
<tr>
<th>For Members holding shares in Demat Form and Physical Form</th>
</tr>
</thead>
</table>
| **PAN** | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  
• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  
• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| **DOB** | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| **Dividend Bank Details** | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  
• Please enter DOB or dividend Bank details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password must be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of BSE Limited.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.
(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also print the voting details done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or Contact Mr. Wenceslaus Furtado : Dy. Manager Central Depository Services (India) Limited Office: 17th floor, P J Towers, Dalal Street, Fort, Mumbai – 400001 Telephone no 1800 200 5533 Email. helpdesk.evoting@cdslindia.com

Other Instructions

i. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, as well as voting at the meeting through ballot.
ii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

iii. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bseindia.com and on the website of CDSL www.evotingindia.com immediately after the result is declared.

By Order of the Board of Directors

For BSE Limited

Neena Jindal
Company Secretary

Date: 18th May, 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
EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

Deloitte Haskins & Sells LLP (DHS), (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai were appointed as the statutory auditors of the Company for a period of three years at the Annual General Meeting (AGM) of the Company held on 1st August, 2014.

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM.

Accordingly, ratification of the members is being sought for the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board commends the Resolution at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Note : This explanatory statement is provided though strictly not required as per Section 102 of the Act.

By Order of the Board of Directors
For BSE Limited

Neena Jindal
Company Secretary

Date: 18th May, 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
Details of Directors seeking appointment at the Tenth Annual General Meeting to be held on Friday, 25th September, 2015.

<table>
<thead>
<tr>
<th>Name of Director</th>
<th>Mr. Thomas Lars Bendixen</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item No.</td>
<td>3</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>16.06.1961</td>
</tr>
<tr>
<td>Date of Appointment</td>
<td>25.09.2014</td>
</tr>
<tr>
<td>Brief Resume</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Mr. Thomas Bendixen is a member of the Executive Office of Eurex Frankfurt AG for the areas of strategy and exchange cooperations. 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.</td>
</tr>
<tr>
<td>Expertise in specific functional area</td>
<td>Finance</td>
</tr>
</tbody>
</table>
| Other Directorship     | 1. GMEX Limited, London, UK  
2. Northwest Trust AB  |
| Chairman/ Member of the Committees of the Board of Directors of other companies in which he is a Director (only Audit Committee and Shareholders’/Investors’ Grievance Committee ) | NIL |
| No. of equity shares held in the Exchange | Nil |
ROUTE MAP FOR THE 10TH ANNUAL GENERAL MEETING VENUE
ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Details of Shareholders:-
No. of Shares held Folio No.
Client ID No. DP ID No.
Name(s) of the Shareholder(s) / Proxy (IN BLOCK CAPITALS)
Address : ____________________________________________________________
____________________________________________________________________

I/We hereby record my/our presence at the Tenth Annual General Meeting of BSE LIMITED held at "Sir Dinshaw Petit International Convention Hall", 1st Floor, P.J. Towers, Dalal Street, Mumbai - 400 001 on Friday, 25th day of September, 2015 at 11.00 a.m..

Signature of the Shareholder(s) / Proxy

Note: No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Annual Report to the Meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : __________________________________________________________
Registered address: _____________________________________________________________
E-mail ID: _____________________________________________________________________
Folio No./Client ID: _____________________________________________________________________
DP ID: _____________________________________________________________________

I /We, being the member(s) of ______________ shares BSE Limited, hereby appoint:

1. Name: ____________________________________________ Address: ________________________________________________
   E-mail ID: ____________________________________________ Signature: ________________________________, or failing him/her

2. Name: ____________________________________________ Address: ________________________________________________
   E-mail ID: ____________________________________________ Signature: ________________________________, or failing him/her

3. Name: ____________________________________________ Address: ________________________________________________
   E-mail ID: ____________________________________________ Signature: __________________________________________

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the Tenth Annual General Meeting of the Exchange, to be held on Friday, 25th day of September, 2015 at 11.00 a.m. at Sir Dinshaw Petit International Convention Hall, 1st Floor, P.J. Towers, Dalal Street, Mumbai – 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

<table>
<thead>
<tr>
<th>Resolutions</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. To receive, consider and adopt:</td>
</tr>
<tr>
<td>a. The Audited Financial Statements of the Company for the financial year ended 31st March, 2015, together with the Reports of the Board of Directors and the Auditors thereon; and</td>
</tr>
<tr>
<td>2. Declaration of dividend on Equity Shares for the financial year ended 31st March, 2015</td>
</tr>
<tr>
<td>3. Appointment of Mr. Thomas Lars Bendixen as a Shareholder Director who retire by rotation and being eligible offers himself for re-appointment.</td>
</tr>
</tbody>
</table>

Signed this ____________________________ day of ______________________, 2015

Signature of the shareholder_____________________________

Signature of the Proxy holders(s)________________________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Exchange not less than 48 hours before the commencement of the meeting time for holding the Meeting.