

## BSE LIMITED

**Registered Office:** Floor 25, P. J. Towers, Dalal Street, Mumbai – 400 001, Maharashtra  
Tel: +91 2272 1234/33 F: +91 22 2272 1003 Website: [www.bseindia.com](http://www.bseindia.com)  
Corporate Identification Number (CIN) - U67120MH2005PLC155188  
Email – [bse.shareholders@bseindia.com](mailto:bse.shareholders@bseindia.com)

**DECLARATION OF RESULTS OF VOTING BY POLL IN RESPECT OF THE COURT CONVENED MEETING OF THE SHAREHOLDERS OF BSE LIMITED HELD ON MONDAY, OCTOBER 20, 2014 AT 11.00 A.M. AT SIR DINSHAW PETIT INTERNATIONAL CONVENTION HALL, 1<sup>ST</sup> FLOOR, P.J. TOWERS, DALAL STREET, MUMBAI – 400 001.**

On the basis of the report submitted by Mr. Atul Mehta, Practising Company Secretary (Membership No. FCS 5782), the Scrutinizer and Mr. Balkishan Mohta, being a shareholder present at the meeting, appointed for the purpose of Scrutinizing the Poll, which was conducted on Monday, October 20, 2014, for the Court Convened Meeting of the Company, in a fair and transparent manner, I declare the results of the voting on the Resolution by the Members of the Company as contained in the Notice of Court Convened Meeting dated as follows:

**To consider and, if thought fit, approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 for approval of the arrangement embodied in the proposed scheme of amalgamation (“Scheme”) which provides for the amalgamation of United Stock Exchange of India Limited with BSE Limited, read along with the explanatory statement:**

*“RESOLVED THAT the amalgamation of United Stock Exchange of India Limited (“Transferor Company”) with BSE Limited (“Applicant Company” or “Transferee Company”) under the Scheme of Amalgamation between the Transferor Company, the Transferee Company and their respective shareholders and creditors, (“Scheme”), pursuant to Sections 391 to 394 of the Companies Act, 1956 (“Act”) and Rules 67 to 87 of the Companies (Court) Rules, 1959 (“Rules”) and other applicable provisions, if any, of the Act and the Rules (including any statutory modifications or re-enactments thereof for time being in force) and as placed before the meeting be effective from April 1, 2014 and is hereby approved subject to the said Scheme being sanctioned by the Hon’ble High Court of Judicature at Bombay under Sections 391 to 394 and other applicable provisions of the Act.*

*RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Applicant Company (which includes any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper to effectively implement the arrangement as embodied in the Scheme and to settle any questions or difficulties that may arise or to carry out such modifications / conditions/ directions, if any, which may be required and/or ordered by the Hon’ble High Court of Judicature at Bombay and/or by any other authority, while sanctioning the arrangement as embodied in the Scheme.”*

Since the votes cast in favour of the above Resolution are majority in number and more than three times in value the votes cast against the Resolution, I hereby declare that the above resolution has been passed with requisite majority.

Based on the Report of the Scrutinizers (Copy enclosed) the above resolution has been duly approved by the shareholders with requisite majority and such resolution is passed as on the date of the Court Convened Meeting of the company i.e. Monday, October 20, 2014.

For BSE Limited



**Neena Jindal**  
**Company Secretary**

Date – 21.10.2014  
Place - Mumbai

Encl: a/a

# Mehta & Mehta

COMPANY SECRETARIES

NAVJIVAN SOCIETY BLDG. NO. 3, 12TH FLOOR, OFFICE No. 9, LAMINGTON ROAD, MUMBAI - 400 008.  
TEL. : 022-6611 9696 □ FAX : 022-6611 9644 □ E-mail : dipti@mehta-mehta.com

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## Report of Scrutinizers of the Poll of the Equity Shareholders of BSE Limited at the Court Convened Meeting

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Chairman appointed by the Hon'ble High Court of Judicature at Bombay  
Court Convened Meeting of the Equity Shareholders of BSE Limited held on Monday,  
October 20, 2014 at 11.00 a.m. at BSE International Convention Hall, P. J. Towers, Dalal  
Street, Fort, Mumbai - 400 001.

Dear Sir,

We, Atul Mehta and Balkishan Mohta, appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution, at the court convened meeting of the Equity Shareholders of BSE Limited held on Monday, October 20, 2014 at 11.00 a.m. at BSE International Convention Hall, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

OR

~~We did not find any poll papers invalid.~~

4. The result of the Poll is as under :

**Resolution:** To consider and if thought fit, approve with or without modification(s), the following Resolution under Sections 391 to 394 of the Companies Act, 1956 for approval of the arrangement embodied in the proposed scheme of amalgamation ("**Scheme**") which provides for the



BK Mohta



amalgamation of United Stock Exchange of India Limited with BSE Limited, read along with the explanatory statement:

**"RESOLVED THAT** the amalgamation of United Stock Exchange of India Limited ("Transferor Company") with BSE Limited ("Applicant Company" or "Transferee Company") under the Scheme of Amalgamation between the Transferor Company, the Transferee Company and their respective shareholders and creditors, ("Scheme"), pursuant to Sections 391 to 394 of the Companies Act, 1956 ("Act") and Rules 67 to 87 of the Companies (Court) Rules, 1959 ("Rules") and other applicable provisions, if any, of the Act and the Rules (including any statutory modifications or re-enactments thereof for time being in force) and as placed before the meeting be effective from April 1, 2014 and is hereby approved subject to the said Scheme being sanctioned by the Hon'ble High Court of Judicature at Bombay under Sections 391 to 394 and other applicable provisions of the Act."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution and for removal of any difficulties or doubts, the Board of Directors of the Applicant Company (which includes any Committee thereof) be and are hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper to effectively implement the arrangement as embodied in the Scheme and to settle any questions or difficulties that may arise or to carry out such modifications / conditions/ directions, if any, which may be required and/or ordered by the Hon'ble High Court of Judicature at Bombay and/or by any other authority, while sanctioning the arrangement as embodied in the Scheme."

(i) Voted **in favour** of the resolution :

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (In person or by proxy)	% of total number of valid votes cast
35	1,51,29,573	92.11%	99.26%

(ii) Voted **against the resolution** :

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (In person or by proxy)	% of total number of valid votes cast
1	1,12,216	2.63%	0.74%



*Atul Mehta*



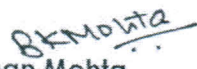
(iii) Invalid votes :

Number of Members present and voting (In person or by proxy)	Number of Votes cast by them	% of total number of members present and voting (In person or by proxy)	% of total number of valid votes cast
2	1,40,759	5.26%	0.92%

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you

  
Atul Mehta  
(Practicing Company Secretary)

  
Balkishan Mohta  
(Member of the Company)

(Names and Signatures of the Scrutinizers)

Place : Mumbai  
Date : 20<sup>th</sup> October 2014

