

August 7, 2023

To,
Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex, Bandra (E)
Mumbai – 400 051

Symbol: BSE

ISIN: INE118H01025

Sub: Annual Report 2022-23 including Notice of Eighteenth Annual General Meeting

Dear Sir/Madam,

This is further to our letter dated June 19, 2023, wherein the Company had informed that the 18th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, August 31, 2023 through Video Conferencing / Other Audio-Visual means, in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India (SEBI).

In terms of requirements of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company and the Notice of the 18th AGM for the financial year 2022-23, which is being sent through electronic mode to the Members.

The Annual report containing the Notice of the 18th AGM is also uploaded on the Company's website at https://www.bseindia.com/investor_relations/annualreport.html and the same shall also be available on the website of CDSL at www.evotingindia.com.

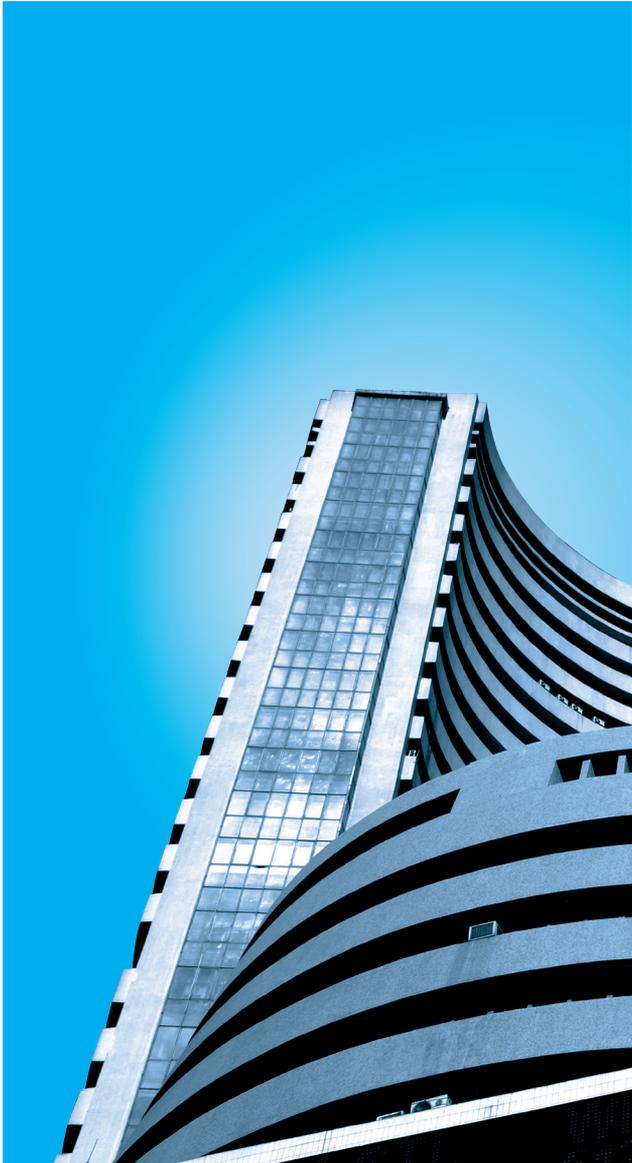
This is for your information and record.

Thanking you,
Yours faithfully,
For BSE Limited

Vishal Bhat
Company Secretary and Compliance Officer
Encl: a/a



ANNUAL REPORT
2022-2023



COMPOSITION OF COMMITTEES OF THE COMPANY

AUDIT COMMITTEE

Dr. Padmini Srinivasan – Chairperson
Prof. Subhasis Chaudhuri – Member
Shri S. S. Mundra – Member
Shri Umakant Jayaram – Member
Shri T. C. Suseel Kumar – Member

STAKEHOLDER RELATIONSHIP / SHARE ALLOTMENT COMMITTEE

Shri T. C. Suseel Kumar – Chairman
Sushri Jayshree Vyas – Member
Shri David Wright – Member
Shri Sundararaman Ramamurthy – Member

CORPORATE SOCIAL RESPONSIBILITY AND ENVIRONMENT, SOCIAL, GOVERNANCE COMMITTEE

Sushri Jayshree Vyas – Chairperson
Dr. Padmini Srinivasan – Member
Shri Sundararaman Ramamurthy – Member

NOMINATION & REMUNERATION COMMITTEE

Shri Umakant Jayaram – Chairman
Shri S. S. Mundra – Member
Sushri Jayshree Vyas – Member
Prof. Subhasis Chaudhuri – Member

RISK MANAGEMENT COMMITTEE

Shri David Wright – Chairman
Shri Umakant Jayaram – Member
Justice Shiavax Jal Vazifdar – Member
Prof. Subhasis Chaudhuri – Member
Dr. Padmini Srinivasan – Member
Shri Ramabhadran S. Thirumalai – Member

DELISTING COMMITTEE

Justice Shiavax Jal Vazifdar – Chairman
Sushri Jayshree Vyas – Member
Shri T. C. Suseel Kumar – Member
Shri Sundararaman Ramamurthy – Member
Shri Ramjibhai B. Mavani – Member
Shri Santosh Kumar – Member

MEMBER COMMITTEE

Shri S. S. Mundra – Chairman
Sushri Jayshree Vyas – Member
Shri David Wright – Member
Shri T.C. Suseel Kumar – Member
Shri Sundararaman Ramamurthy – Member

STANDING COMMITTEE ON TECHNOLOGY AND CYBER SECURITY

Shri David Wright – Chairman
Shri Umakant Jayaram – Member
Justice Shiavax Jal Vazifdar – Member
Prof. Subhasis Chaudhuri – Member
Prof. Sivakumar G – Member
Shri Pravir Vohra – Member

REGULATORY OVERSIGHT COMMITTEE

Shri Umakant Jayaram – Chairman
Shri S. S. Mundra – Member
Shri David Wright – Member
Justice Shiavax Jal Vazifdar – Member
Dr. Padmini Srinivasan – Member
Dr. D.P. Goyal – Member

PUBLIC INTEREST DIRECTORS / INDEPENDENT DIRECTORS

Shri S. S. Mundra – Chairman
Shri David Wright – Member
Shri Umakant Jayaram – Member
Sushri Jayshree Vyas – Member
Justice Shiavax Jal Vazifdar – Member
Prof. Subhasis Chaudhuri – Member
Dr. Padmini Srinivasan – Member

EXECUTIVE MANAGEMENT COMMITTEE

Shri Sundararaman Ramamurthy – Managing Director & CEO
Sushri Kamala K – Chief Regulatory Officer
Shri Nayan Mehta – Chief Financial Officer
Shri Sameer Patil – Chief Business Officer
Shri Subhash Kelkar – Chief Information Officer
Shri Girish Joshi – Chief Trading Operations and Listing Sales

REGISTRAR AND TRANSFER AGENT

KFin Technologies Limited
Unit: BSE Limited, Selenium Building, Tower - B, Plot no. 31 & 32,
Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad
– 500 032 E-Mail: einward.ris@kfintech.com
Toll Free No.: 1-800-309-4001

STATUTORY AUDITOR

M/s. S.R. Batliboi & Co. LLP Chartered Accountants

BOARD OF DIRECTORS



Shri S. S. Mundra
Chairman & Public Interest Director



Shri. Sundararaman Ramamurthy
Managing Director & CEO



Shri David Wright
Public Interest Director



Shri Umakant Jayaram
Public Interest Director



Sushri Jayshree Vyas
Public Interest Director



Justice Shiavax Jal Vazifdar
Public Interest Director



Prof. Subhasis Chaudhuri
Public Interest Director



Dr. Padmini Srinivasan
Public Interest Director



Shri T. C. Suseel Kumar
Shareholder Director

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Visit of His Excellency Ibrahim Mohamed Solih, President of the Republic of Maldives on 3rd Aug, 2022



Visit of Shri Naveen Patnaik, Chief Minister of Odisha on 15th Sep, 2022



Visit of Shri Pema Khandu, Hon'ble CM of Arunachal Pradesh on 15th Dec, 2022



Visit of Shri Bhagwant Mann, Hon'ble Chief Minister of Punjab on 24th Jan, 2023



Mr. Piyush Goyal, Hon'ble Minister of Commerce & Industry, Consumer Affairs & Food & Public Distribution and Textiles, Govt. of India along with Mr. S. S. Mundra, Chairman, BSE, Senior Officials from BSE and Others ringing the BSE Bell to mark the 400th Listing on the BSE SME Platform on 10th Oct, 2022



Mr. S. S. Mundra, Chairman, BSE along with Mr. Sundararaman Ramamurthy, MD & CEO, BSE and other BSE officials unveiling the new BSE Logo on the 149th Foundation Day



Mr. Mangal Prabhat Lodha, Minister of Tourism, Skill Development & Entrepreneurship & Women & Child Development, Maharashtra unveiled the "THE TRAFFIC ISLAND" - BSE Bull, Common Man and BSE Gong at Horniman Circle on 27th April, 2023



Listing Ceremony of Public Issue of Bonds of National Highways Infra Trust on 28th Oct, 2022



Visit of Journalists from Latin American Countries on 27th March, 2023



Visit of Ms. Yatri Dave Vitekar, CVO, SEBI on 18th April, 2023



Visit of Senior Management from LIC, Mr. Ravi Kumar Jha, ED, Mr. SK Shrivastava, Chief Investment, Back Office and Mr. Abhijeet Dastidar, Secretary Investment Back Office on 28th March, 2023



Bollywood Actor Shri Ajay Devgn along with his team and Senior Officials from BSE ringing the BSE Bell to mark the start of Diwali Muhurat Trading on 24th Oct, 2022 at BSE



Visit of Shri Rohan Khaunte, Minister, Government of Goa on 5th Dec, 2022



Visit of Ambassador of Norway, Mr. Hans Jacob Frydenlund on 16th March, 2023



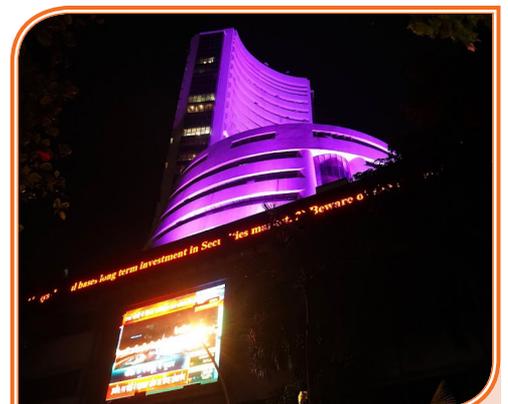
BSE - HDFC Blood Donation Camp on 9th Dec, 2022



Visit of Parliamentarians from EFTA Countries on 21st April, 2023



BSE CPAI seminar on EGRs on 16th Dec, 2022



BSE building illuminated for World Investor Week

AGM Notice

NOTICE is hereby given that the Eighteenth Annual General Meeting (“AGM”) of Shareholders of BSE Limited will be held on Thursday, August 31, 2023 at 3.00 p.m. (IST) through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 12.00 per equity share, for the Financial Year ended March 31, 2023.
3. To appoint a Director in place of Shri T. C. Suseel Kumar (DIN:06453310), Shareholder Director (Non-Independent Director), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, subject to approval of the Securities and Exchange Board of India.

SPECIAL BUSINESS

4. To consider and approve buyback of equity shares of the Company.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Article 23 of the Articles of Association of the Company and in accordance with the provisions of Sections 68, 69, 70 and 108 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Companies Act”**) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **“Share Capital Rules”**), the Companies (Management and Administration) Rules, 2014 (to the extent applicable) (hereinafter referred to as the **“Management Rules”**), and other relevant rules made under the Companies Act, and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (**“SEBI Buyback Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) (including any statutory amendments(s), modification(s), and re-enactment of the Companies Act or the rules made thereunder or the SEBI Buyback Regulations, or the SEBI Listing Regulations) and subject to such other approvals, permissions, consents, sanctions and exemptions of Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and/or Registrar of Companies (**“RoC”**) and/ or other authorities, institutions or bodies (together with SEBI, RBI and RoC, the **“Appropriate Authorities”**), as may be necessary, and subject to such conditions, alterations, amendments and modifications as may be prescribed or imposed by them while granting such approvals, permissions, consents, sanctions and exemptions which may be agreed to by the board of directors of the Company (**“Board”**, which term shall be deemed to include any committee of the Board and/ or officials, which the Board may constitute/authorize to exercise its powers, including the powers conferred by this resolution), the consent of the shareholders be and is hereby accorded for the buyback by the Company of its fully paid-up equity shares having a face value of ₹ 2/- (Indian Rupees Two Only) each (**“Equity Shares”**), not exceeding 45,93,137 Equity Shares (representing 3.39% of the total number of Equity Shares in the total paid-up equity share capital of the Company as of March 31, 2023), at a price of ₹ 816/- (Indian Rupees Eight Hundred and Sixteen Only) per Equity Share (**“Buyback Offer Price”**) payable in cash for an aggregate maximum amount not exceeding ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs Only), excluding any expenses incurred or to be incurred for the buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback payable by the Company as per applicable provisions of the Income Tax Act, 1961 and other applicable laws, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other Appropriate Authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges (**“Transaction Costs”**), (such maximum amount hereinafter referred to as the **“Buyback Offer Size”**) which represents 25% and 19.64% of the aggregate of the Company’s paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2023, respectively, (being the latest audited financial information available as on the date of the board meeting recommending the proposal for the buyback (**“Board Meeting”**) (which is within the statutory limits of 25% of the aggregate of the fully paid-up equity share capital and free reserves of the Company, based on both standalone financial statements and consolidated financial statements of the Company, under the shareholders’ approval route as per the provisions of the Companies Act and Buyback Regulations)) from all the shareholders/ beneficial owners of the Equity Shares, as on a record date to be subsequently decided by the Board/Buyback Committee (**“Record Date”**), through the “tender offer” route, on a proportionate basis as prescribed under the SEBI Buyback Regulations (hereinafter referred to as the **“Buyback”**), in compliance with the SEBI Buyback Regulations, the Board may, till one working day prior to the Record Date, increase the Buyback Offer Price and decrease the number of securities proposed to be bought back in the Buyback, such that there is no change in the Buyback Offer Size.

RESOLVED FURTHER THAT as required under Regulation 6 of the SEBI Buyback Regulations, the Company may buyback Equity Shares from the existing shareholders as on Record Date, on a proportionate basis, provided that either fifteen percent of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares which small shareholders are entitled to as per their shareholding, whichever is higher, shall be reserved for the small shareholders as defined in the SEBI Buyback Regulations. (“**Small Shareholders**”).

RESOLVED FURTHER THAT the Company shall implement the Buyback using the “*Mechanism for acquisition of shares through Stock Exchange*” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the SEBI’s circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with the SEBI’s circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI’s circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable (“**SEBI Circulars**”), and the Company shall approach the National Stock Exchange of India Limited (“**NSE**”), as may be required, for facilitating the same.

RESOLVED FURTHER THAT, all the shareholders of the Company, as on the Record Date, shall be eligible to participate in the Buyback, except any shareholders who may be specifically prohibited under the applicable laws by the Appropriate Authorities.

RESOLVED FURTHER THAT, in terms of Regulation 4 of the SEBI Buyback Regulations, the proposed Buyback be implemented from the existing shareholders as on Record Date in a manner the Board may consider appropriate, from out of its free reserves and/or securities premium account and/or such other sources or by such mechanisms as may be permitted by applicable laws, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit under the applicable laws.

RESOLVED FURTHER THAT the Buyback from shareholders/ beneficial owners of Equity Shares who are persons resident outside India, including non-resident Indians, foreign nationals, qualified institutional buyers including foreign portfolio investors and foreign corporate bodies (including erstwhile overseas corporate bodies), etc., shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed thereunder, Income Tax Act, 1961 and rules framed thereunder, as amended if any, and that such approvals shall be required to be taken by such non-resident shareholders themselves.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee (“**Buyback Committee**”) / any one or more Director(s)/Officer(s)/ Authorized Representative(s) of the Company to give effect to the aforesaid resolutions, including but not limited to finalizing the terms of Buyback including the mechanism for the Buyback, the schedule of activities including the dates of opening and closing of the Buyback, entitlement ratio, the timeframe for completion of the Buyback; deciding the Record Date for the purposes of Buyback; appointment and finalization of merchant bankers to the Buyback, buying brokers, legal counsel, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, compliance officer, advertising agency, consultants or representative and such other intermediaries/agencies/persons, as may be required, for the implementation of the Buyback; preparing, finalizing, signing and filing of the affidavit for declaration of solvency, public announcement, letter of offer with NSE and other appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the SEBI and RBI; and initiating all necessary actions for preparation and issue of various documents including public announcement and letter of offer, and using the common seal of the Company wherever necessary on relevant documents required to be executed; opening, operation and closure of necessary accounts including bank accounts, trading account, depository accounts, escrow account, special escrow account, and authorizing persons to operate such accounts, negotiating and execution of escrow arrangement(s) as required under the SEBI Buyback Regulations, earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback including arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable laws, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishing dematerialized shares and physically destroying share certificates in respect of the Equity Shares bought back by the Company, filing of ‘compliance certificate’ as required under the SEBI Buyback Regulations; filing return of Buyback with RoC and other statutory authorities and maintaining register of securities bought back; deciding the form (whether cash deposit or bank guarantee) and the amount to be deposited in the escrow account; verifying offer/ acceptances received, finalizing basis of acceptance, paying the members consideration for shares bought back pursuant to the Buyback; providing such confirmations and opinions as may be required in relation to the Buyback; filing of ‘certificate of extinguishment’ required to be filed in connection with the Buyback on behalf of the Board and filing such other undertakings, agreements, papers, documents and correspondence, as may be required to be filed in connection with the Buyback with the SEBI, RBI, Government of India, NSE, RoC, Depositories and / or other relevant authorities and to do all such acts, deeds, matters and things incidental and in connection with the Buyback and deliver such documents as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on any shareholder to offer, and/or any obligation on the part of the Company or the Board or the Buyback Committee to buyback any shares, or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Buyback Committee be and are hereby jointly and/or severally empowered and authorized on behalf of the Company to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorized by the Board may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

By Order of the Board of Directors

Vishal Bhat

Company Secretary and Compliance Officer

Membership No. A41136

Mumbai, July 6, 2023

NOTES:

1. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013 ("the Act") relating to the Item Nos. 3 and 4 of the notice to be transacted at the AGM along with details pursuant to Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 ("SEBI Buyback Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings are annexed hereto.
2. Pursuant to the General Circular Nos. 10/2022, 20/2020 and 2/2022 issued by the Ministry of Corporate Affairs ("MCA"), companies are allowed to hold AGM through VC/OAVM up to September 30, 2023, without the physical presence of Members at a common venue. Further, the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 has granted relaxation in respect of sending physical copies of annual report to members. Hence, in compliance with the provisions of the Companies Act, 2013, Listing Regulations, MCA & SEBI Circulars, the Eighteenth AGM of the Company is being held through VC/OAVM. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
4. Since the AGM will be held through VC, the Route Map is not annexed to this Notice. The registered office of the Company shall be deemed to be the venue for the AGM.
5. In compliance with the aforementioned Circular, Annual Report along with the Notice of the AGM, and instructions for remote e-Voting/ e-Voting are being sent only through e-mail to those Shareholders whose e-mail addresses are registered with the Company's Registrar and Transfer Agents, KFin Technologies Limited ("RTA")/ Depository Participant(s) ("DP"). The copy of Annual Report along with the Notice is also available on Company's website at www.bseindia.com, www.nseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
6. M/s. N.L. Bhatia and Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-Voting/e-Voting process in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman, or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result will also be displayed on the website of the Company at www.bseindia.com, www.nseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).
7. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at bhaskar@nlba.in and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
8. **Trading Members or their associates and agents as on cut-off date shall not be eligible to vote on Item No. 3 of the Notice.**

9. Pursuant to Regulation 46 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the securities of a Recognized Stock Exchange are required to be maintained in Demat mode. Further, in terms of Listing Regulations, securities of listed companies can only be transferred in Demat mode w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize their shares held in physical mode.
10. The Board of Directors has recommended Final Dividend of ₹ 12.00 per equity share for the Financial Year ended March 31, 2023 which is proposed to be paid on or before September 29, 2023 to those Members whose names appears in the Register of Members of the Company as on the Record date i.e., Friday, August 4, 2023 (close of business hours of record date) subject to the approval of the Shareholders at the AGM.
11. Members whose shareholding is in demat mode are requested to notify any change in address or bank account details to their respective DPs. Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System ("ECS") mode to receive dividend on time in line with the aforementioned Circulars. We urge Members to utilize the ECS for receiving dividends. Please refer to point No. 14 & 15 for the process to be followed for updating bank account details.
12. The final dividend for FY 2022-23, once approved by the Members, will be paid electronically through various online transfer modes to those Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants / cheques will be sent out to their registered addresses. To avoid delay in receiving dividend, Members are requested to update their email address, Bank details, Postal Address, PAN, Mobile number etc. ("KYC details") with their depositories (where shares are held in demat mode) and with the RTA (where shares are held in physical mode) to receive dividend directly into their bank account.
13. Members who have not yet registered their e-mail addresses are requested to register the same with their DP in case the shares are held by them in demat mode.
14. SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, to avoid freezing of their folios on or after October 01, 2023, has mandated the following for members holding shares in physical form:
 - a. Furnishing of PAN, email address, mobile number, bank account details and nomination by holders of physical securities.
 - b. Linking of PAN to Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes (CBDT).Further, the circular states that folio in which PAN is not linked with Aadhaar number as on the notified cut-off date of June 30, 2023, or in the event wherein any one of the above cited details are not available on or after **October 01, 2023**, such folios shall be frozen by the RTA.
Accordingly, the security holder whose folio have been frozen shall be eligible:
 - a. To lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned above.
 - b. For any payment including dividend in respect of such frozen folios, only through electronic mode with effect from **April 01, 2024**.Further, in order to avoid freezing of folios, Members are requested to forward the duly filled in self-attested documents as provided in the circulars along with the related forms to KFin Technologies Limited, Unit: BSE Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Toll free No. 1800-309-4001
Members may also furnish the documents to RTAs electronically by way of email at einward.ris@kfintech.com, provided the documents furnished shall have e-sign of the holder(s)/ claimant(s).
15. Members holding shares in Demat mode can get their email id and bank details registered/updated only by contacting their respective DP.
16. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in demat mode are, therefore, requested to submit their PAN to their DP.
17. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same with their DP in case the shares are held by them in demat mode.

18. Tax Deducted at Source (“TDS”) on Dividend:

Pursuant to the provisions of the Finance Act, 2020 dividend income is taxable in the hands of the Shareholders w.e.f. April 1, 2020 and accordingly, the Company would be required to deduct tax at source from the dividend paid to Shareholders, if so approved at the ensuing AGM at the prescribed rates.

The rate of TDS as per the Income Tax Act, 1961 (“IT Act”), would depend upon the status of the recipient and is explained herein below:

i. Resident Shareholders:

In case of resident Shareholders, Section 194 of the IT Act provides mandate for withholding tax @ 10% on dividend income. No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the Financial Year to **Individual** Shareholder does not exceed ₹ 5,000/-. In absence of PAN, TDS rate of 20% will apply. Further, tax may be deducted at double the applicable rate, if any shareholder required to file their return of income has not filed their return of income as required as per the provisions of Section 206AB of the Act. The said requirement will be verified by the Company from the Government enabled online facility. Further for shareholders who have not linked PAN and Aadhaar, the PAN will be considered as invalid and higher rate of taxes shall apply (Applicable if dividend is declared, distributed or paid on or after 1 July 2023, subject to any further relaxation as may be provided by the CBDT).

Resident Shareholders, being individuals, whose total dividend income in a Financial Year exceeds ₹ 5,000/- and who wish to receive dividend without deduction of tax at source may submit a declaration in Form No. 15G (for individuals below the age of 60 years, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form No. 15H (applicable to an individual of the age of 60 years and above with no tax liability on total income), in original to the RTA at einward.ris@kfintech.com. Format for Form 15G and Form 15H have been uploaded on Company's website as Annexure 1 and Annexure 2 respectively. Where a Shareholder furnishes a valid Nil or lower tax rate deduction certificate under Section 197 of the IT Act, TDS will be applied as per the rates prescribed in such certificate.

Any other entity entitled to exemption from TDS:

- i. **Insurance companies:** Documentary evidence (PAN and registration certificate along with self-declaration in the format is uploaded on Company's website as Annexure 3) that the provisions of Section 194 of the IT Act are not applicable to them (self-attested by the competent authority with affixed stamp).
- ii. **Mutual Funds:** Documentary evidence to prove that the mutual fund is a mutual fund specified under clause (23D) of Section 10 of the IT Act and is covered under Section 196 of the IT Act. (Format of declaration form is uploaded on Company's website as Annexure 3).
- iii. **Alternative Investment Fund (AIF) established in India:** Self- declaration that its dividend income is not chargeable under the head 'Profit and Gains of Business or Profession' and exempt under Section 10(23FBA) of the IT Act and they are established as Category I or Category II AIF under the SEBI regulations. (Format of declaration form is uploaded on Company's website as Annexure 3).
- iv. **Entities Exempt under Section 10 of the IT Act:** In case of resident non-individual Shareholders, if the income is exempt under the IT Act, the authorized signatory shall submit the declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS (Format of declaration form is uploaded on Company's website as Annexure 3).
- v. **Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income** - Documentary evidence that the person is covered under Section 196 of the IT Act.
- vi. **Beneficial ownership:** In case of equity share(s) held in the Company as a beneficiary; and are not subject to TDS under Section 196 of the IT Act, the person shall submit self-attested copy of the documentary evidence supporting the exemption status along with self-attested copy of PAN card (Format of declaration form is uploaded on Company's website as Annexure 3).
- vii. **Benefit under Rule 37BA:** In case where shares are held by Clearing Members/ Intermediaries/ Stockbrokers and TDS is to be applied by the Company in the PAN of the beneficial Shareholders then intermediaries/ stockbrokers and beneficial Shareholders will have to provide a declaration. (Format of declaration is uploaded on Company's website as Annexure 4). This declaration should be submitted within 6 days from the record date to the RTA on einward.ris@kfintech.com. Kindly note that no declaration shall be accepted after 6 days from the record date.

Shareholders are requested to note that while submission of original form / documentary evidence is mandatory, they may upload and submit the said documents online, on the portal of the RTA at <https://ris.kfintech.com/form15> or e-mail the same at einward.ris@kfintech.com on or before Thursday, August 10, 2023.

ii. **Non-resident Shareholders (including Foreign Portfolio Investors/ Foreign Institutional Investors ('FPI / FII'))**

In case of non-resident Shareholders other than foreign companies, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 50,00,000	Nil	20.80%
Dividend Income exceeds ₹ 50,00,000 but does not exceed ₹ 1,00,00,000	10%	22.88%
Dividend Income exceeding ₹ 1,00,00,000	15%	23.92%

In case of Shareholders, being foreign companies, the IT Act provides mandate for withholding tax at the rate of 20% plus applicable surcharge and health and education cess of 4% on dividend income making effective rate of TDS as under:

Particulars	Surcharge Rate	Effective TDS rate
Dividend Income not exceeding ₹ 1,00,00,000	Nil	20.80%
Dividend Income exceeds ₹ 1,00,00,000 but does not exceed ₹ 10,00,00,000	2%	21.216%
Dividend Income exceeding ₹ 10,00,00,000	5%	21.84%

In respect of non-resident Shareholders (including foreign companies and including FPI/ FII), the TDS rates mentioned above will be further subject to any benefits available under the Double Taxation Avoidance Agreement ("DTAA") read with Multilateral Instrument ("MLI") provisions, if any, between India and the country in which the non-resident is considered resident in terms of such DTAA read with MLI.

In order to claim benefit under DTAA, the non-resident Shareholders would be required to submit the following documents in each Financial Year on or before the record date fixed for determining the Shareholders who are eligible to receive the final dividend, if so, approved at the respective AGMs:

- A. Self-Attested PAN
- B. Tax Residency Certificate ("TRC") issued by the Tax / Government authority of the country in which the Non-Resident shareholder is a resident of (valid for the relevant financial year).
- C. Form 10F filed electronically on the Indian Income Tax web portal pursuant to Notification no. 03/2022 dated 16th July 2022 and a subsequent notification dated December 12, 2022 issued by the Central Board of Direct Taxes (CBDT), as required under the Income-tax Act, 1961. (Please note that the shareholders who have PAN may not be eligible for DTAA benefit if the e-filed Form 10F is not furnished. However, pursuant to the Notification dated March 28, 2023, CBDT exempted those non-residents who are not having PAN and are not required to have PAN as per the law from mandatory e-filing of Form 10F online until September 30, 2023, and such non-residents may make this statutory compliance of filing Form 10F in manual form as was being done prior to issuance of the Notification No. 3/2022 till September 30, 2023 only) Form 10F (manual file) Uploaded on Company's website only for NR's not having PAN in India and are not required to obtain PAN in India as Annexure 5.
- D. Declaration from Shareholders stating the following (template uploaded on Company's website as Annexure 6):
 - That the shareholder did not at any time during the relevant year have a permanent establishment in India
 - That the shareholder is the beneficial owner of the dividend
 - That the construct and affairs of the shareholder is not arranged with the main or principal purpose of obtaining any tax benefits, directly or indirectly, under the Tax Treaty.
 - That the arrangement of the shareholder is not covered under impermissible avoidance arrangement

- E. The Company will apply at its sole discretion and is not obligated to apply the beneficial DTAA rates for tax deduction on dividend payable to Shareholders. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Shareholders.
- F. Where a shareholder furnishes valid nil / lower withholding tax certificate under Section 195/ 197 of the IT Act, withholding tax will be applied as per the rates prescribed in such certificate.
- G. Valid self-attested documentary evidence in support of the entity being entitled to exemption from TDS needs to be submitted. Shareholders are requested to note that while submission of original form / documentary evidence is mandatory, they may upload and submit the said documents online (except Annexure 4), on the portal of the RTA at <https://ris.kfintech.com/form15> on or before Thursday, August 10, 2023.

Please note: Shareholders holding shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares are held under a PAN will be considered on their entire holding in different accounts.

Please note that the Company in its sole discretion reserves the right to call for any further information and/or to apply domestic law for TDS.

Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Record Date, documents, information available in public domain, etc. In case of ambiguous, incomplete, or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents from you, option is available to you to file the return of income as per the Act and claim for a credit / appropriate refund, if eligible.

No claim shall lie against the Company for such taxes deducted.

Shareholders, whose **valid PAN** is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information / documents and co- operation in any appellate proceedings.

Please note that all the relevant annexures, as mentioned above, can be downloaded from the link:

https://www.bseindia.com/investor_relations/annualreport.html

The summary of annexures are as follows:

1. **Annexure 1** - FORM 15G.
 2. **Annexure 2** - FORM 15H.
 3. **Annexure 3** - Declaration of category of shareholder.
 4. **Annexure 4** - TDS Declaration Format under Rule 37BA
 5. **Annexure 5** - FORM 10F (only for shareholders who do not have a PAN and are not required to obtain in PAN in India).
 6. **Annexure 6** - Non-Resident Tax Declaration.
19. Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), and relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred ₹ 5,09,535/- and ₹ 4,49,292/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend for Financial Year 2014-15 and Interim Dividend for the Financial Year 2015-2016 respectively to the IEPF Authority. The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF Authority. Details of the unpaid/ unclaimed dividend are also uploaded on the Company's website at www.bseindia.com.

20. Pursuant to the provisions of IEPF Rules, all equity shares in respect of which dividend has not been paid or claimed for last seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF Authority. Accordingly, 336 equity shares of ₹ 2/- each and 933 equity shares of ₹ 2/- each on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of October 27, 2022 and March 7, 2023 respectively, were transferred to the IEPF Authority, after following the prescribed procedure.
21. Pursuant to Section 124 of the Act read with IEPF Rules, the Company is in the process of transferring the dividend of Financial Year 2015-16 and corresponding shares, of those shareholders who have not encashed their unclaimed/unpaid dividend and which were due for transfer during the financial year 2023-24.

22. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and applicable circulars, the Members are provided with the facility to cast their vote electronically (through remote e-Voting as well as the e-Voting system on the date of the AGM), through the e-Voting services provided by CDSL, on all the resolutions set forth in this Notice.
- ii. The remote e-Voting period commences on Monday, August 28, 2023 (**9.00 A.M. IST**) and ends on Wednesday, August 30, 2023 (**5.00 P.M. IST**). During this period, Members holding shares either in physical mode or in demat mode, as on Thursday August 24, 2023 i.e. **cut-off date**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter. A person who is not a Member as on the Cut-off date should treat Notice of this Meeting for information purposes only.
- iii. The Members who have cast their vote by remote e-Voting prior to the AGM may attend/ participate in the AGM through VC but shall not be entitled to cast their vote again.
- iv. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Thursday August 24, 2023
- v. Any person or non-individual Shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow the steps mentioned below.

vi. Login method for remote e-Voting and e-Voting during the AGM for Individual Shareholders holding securities in demat mode

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider ("ESP") for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESP so that the user can visit the ESP website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com. 2) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 3) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider-CDSL and you will be re-directed to the CDSL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 5) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 6) A new screen will open. You will have to enter your User ID (i.e. your 16 digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 7) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider- CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1) You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2) After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3) Click on Company name or e-Voting service provider name -CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

vii. Login method for remote e-Voting and e-Voting during the AGM for Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.

- a) The Shareholders should log on to the e-Voting website www.evotingindia.com.

- b) Click on “Shareholders” module.
- c) Now 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. Shareholders holding shares in Physical mode should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in Demat mode and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Shareholders holding securities in physical mode and Shareholders other than Individual Shareholders holding securities in demat mode.	
PAN	Enter your 10-digit alpha-numeric “PAN” issued by Income Tax Department. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your Demat account or in the Company records in order to login. If both the details are not recorded with the depository or the Company, please enter the Member id / folio number in the Dividend Bank details field.

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Shareholders holding shares in physical mode will then directly reach the Company selection screen. However, Shareholders holding shares in Demat mode 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 is to be also used by the Demat account 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.
- i) For Shareholders holding shares in physical mode, the details can be used only for e-Voting on the resolutions contained in this Notice.
- j) Click on the EVSN for <BSE Limited> on which you choose to vote.
- k) 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.
- l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m) 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.
- n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- p) If a Demat account holder has forgotten the login 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.
- q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r) Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-Voting only.

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login shall be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, 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.
- Alternatively, Non-Individual Shareholders are mandatorily required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the e-mail address viz; bhaskar@nlba.in, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC AND E-VOTING DURING THE AGM:

- i. The procedure for attending AGM and e-Voting on the day of AGM is same as the instructions mentioned above for e-Voting.
- ii. Members attending the AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- iii. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM.
- iv. The link for VC to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- v. Shareholders who have voted through remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- vi. Shareholders are encouraged to join the Meeting through Laptops / Tablets for better experience.
- vii. Further Shareholders will be required to allow Camera (in case of speakers) and use Internet with a good speed to avoid any disturbance during the AGM.
- viii. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- ix. Members (holding shares as on Cut-off date) who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, on or before Tuesday, August 29, 2023, from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at bse.shareholders@bseindia.com. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- x. Only those Shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- xi. If any Votes are cast by the Shareholders through the e-Voting available during the AGM and if the same Shareholders have not participated in the meeting through VC facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the Shareholders attending the AGM.

xii. Process for those Shareholders whose e-mail/mobile no. are not registered with the company/depositories:

- a. For Shareholders holding shares in Physical mode- Refer point 14.

- b. For Shareholders holding shares in Demat mode- Please update your e-mail id & mobile no. with your respective Depository Participant
- c. For Individual holding shares in Demat mode - Please update your e-mail id & mobile no. with your respective Depository Participant which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

- 23. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, shall be available for inspection during the AGM at e-Voting portal.
- 24. All documents referred to in the accompanying Notice and the Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an e-mail to bse.shareholders@bseindia.com.
- 25. The term 'Members' or 'Shareholders' has been used to denote Shareholders of BSE Limited.
- 26. To enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference.

Sr. No.	Particulars	Details
1	Record date for dividend	Friday, August 4, 2023
2	Cut-off date for e-Voting	Thursday, August 24, 2023
3	For updating E-mail ID & Bank details before the Cut-off date for e-Voting	Refer point No. 14 & 15
4	Time period for remote e-Voting	Commences on Monday, August 28, 2023 (9.00 A.M. IST) and ends on Wednesday, August 30, 2023 (5.00 P.M. IST).
5	Speaker Registration/Post your Queries	Refer point No. 22 (B) (ix)
6	TDS on Dividend & Link for downloading formats for submission	Refer point No. 18

EXPLANATORY STATEMENT

Item No. 3

Details of Director seeking re-appointment at the AGM (Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings)

Name of Director	Shri. T.C. Suseel Kumar
Designation	Shareholder Director (Non-independent Director)
DIN	06453310
Date of Appointment	October 22, 2020
Date of Reappointment	July 14, 2022
Item No.	3
Date of Birth (Age)	February 1, 1961 (62 years)
Brief Resume	<p>Shri T.C. Suseel Kumar has retired as Managing Director of Life Insurance Corporation of India in January 2021. A University Rank-holder in Post Graduate, Shri T. C. Suseel Kumar joined the Corporation as a Direct Recruit Officer in 1984. During a span of more than 3 decades in the Corporation, Shri T.C. Suseel Kumar held various distinguished positions in the Corporation pan India and abroad. Holding the senior position as Managing Director and earlier as Executive Director & Zonal Manager, Shri T.C. Suseel Kumar has the distinction of working in all major streams that included Marketing, Customer Relationship Management, Personnel, Finance & Accounts, Audit, Corporate Planning, Inspection, Estates, Human Resource Development, Bancassurance and Investments besides heading foreign operations in Mauritius.</p> <p>Quite strong at analytics and interpretation of data, Shri T.C. Suseel Kumar had authored the business strategies of the Corporation aligning the short and long term goals to regain the market share. During his stewardship in Marketing, LIC has crossed many a milestone with all time high First Year Premium Income and consolidated its market leadership with appreciable growth.</p> <p>He also pioneered the market research program to target the millennial for both new business and agency recruitment. The Corporation, after over a decade, could add more than a lakh of Agents during the year 2020-21. He was also instrumental in rolling out automated business data compilation and analysis in real time across the Corporation and that enabled the managers to strategies and execute the business plans.</p> <p>With his rich experience and expertise in the field of insurance and finance behind his name, Shri T. C. Suseel Kumar has held position in the Board of many important companies viz. National Mutual Fund- Mauritius, LIC Lanka Limited, LIC HFL AMC Limited, LIC Pension Fund, LIC Mutual Fund Trustee Company, National Insurance Academy. His contribution as Board member was significant as companies derived rich benefits from his cross functional expertise. He has attended various senior management training seminars and that include sessions at Asian Institute of Management, Manila, Indian School of Business, Hyderabad and various Indian Institute of Management. Presently he is on the board of Axis Bank Limited, BSE Limited, PCBL Limited and Lakshmi Machine Works Limited.</p>
Expertise in specific functional area	Marketing, Customer Relationship Management, Personnel, Finance & Accounts, Audit, Corporate Planning, Inspection, Estates, Human Resource Development, Bancassurance, Investments and Foreign operations
Qualifications	M.A (Economics)
Remuneration last drawn	₹ 24,90,000 (Sitting Fees)
Terms and Conditions of appointment/ re-appointment	Liable to retire by rotation
Number of Meetings of the Board held and attended during the year	10 of 10
Directorships held in other Company	<ul style="list-style-type: none"> • Axis Bank Limited • Lakshmi Machine Works Limited • PCBL Limited

Committee position held in other Companies (Including BSE Limited) *	<p>BSE Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholder Relationship/ Share Allotment Committee <p>Axis Bank</p> <ul style="list-style-type: none"> • Audit Committee <p>PCBL Limited</p> <ul style="list-style-type: none"> • Audit Committee
Relationship with other directors	None
No. of equity shares held in the Company	NIL

*Chairmanship and membership of Audit Committee and Stakeholders' Relationship / Share Allotment Committee have been considered.

Item No. 4

To consider and approve buyback of equity shares of the Company

Pursuant to the provisions of the Companies Act, 2013, as amended (the “**Companies Act**”) read with the Companies (Share Capital and Debentures) Rules, 2014 (to the extent applicable) (hereinafter referred to as the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the “**Management Rules**”), (to the extent applicable) and other relevant rules made under the Companies Act, and the provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“**SEBI Buyback Regulations**”), this Explanatory Statement contains relevant and material information to enable the shareholders holding Equity Shares of the Company to consider and approve the Special Resolution for the Buyback of the Equity Shares.

The Board of Directors of the Company (the “**Board**”) at its meeting held on July 6, 2023 (the “**Board Meeting**”) has, subject to the approval of the shareholders of the Company by way of special resolution and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the buyback of up to 45,93,137 fully paid-up equity shares of face value of ₹ 2/- (Indian Rupees Two only) each of the Company (“**Equity Shares**”) at a price of ₹ 816 (Indian Rupees Eight Hundred and Sixteen only) per Equity Share (the “**Buyback Offer Price**”) payable in cash, for an aggregate maximum amount not exceeding ₹3,74,80,00,000/- Crore (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs only), which is 25% and 19.64% of the Company's paid-up capital and free reserves as per the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2023, respectively (the “**Buyback Offer Size**”) (excluding any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on buyback payable by the Company as per applicable provisions of the Income Tax Act, 1961 and other applicable laws, securities transaction tax and goods and services tax (if any), stamp duty, printing and dispatch expenses, if any, filing fees to SEBI and any other Appropriate Authorities, stock exchange charges, advisor/legal fees, public announcement publication expenses and other incidental and related expenses and charges (“**Transaction Costs**”), from the shareholders/ beneficial owners of the Equity Shares of the Company, as on a record date, as may be decided by the Board on a proportionate basis through the “tender offer” route as prescribed under the SEBI Buyback Regulations, as amended from time to time, read and the “Mechanism for acquisition of shares through Stock Exchange” as notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with the SEBI's circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and read with the SEBI's circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI's circular with reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 8, 2023, including any amendments or statutory modifications for the time being in force or such other circulars or notifications, as may be applicable (“**SEBI Circulars**”) (the process being referred hereinafter as “**Buyback**”).

Certain figures contained in this notice, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Requisite details and material information relating to the Buyback are given below:

(a) Date of the Board meeting at which the proposal for buyback was approved by the Board of Directors of the Company –July 6, 2023 (“Board Meeting Date”)

(b) Compliance with the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Regulations”)

Pursuant to Regulation 17 read with Regulation 19 of the SECC Regulations, all shareholders of the Company shall be responsible for adhering to the limits on their shareholding, whether held directly or indirectly, either individually or together with persons acting in concert, and for obtaining any approvals from SEBI, including as specified below, and shall comply with the ‘fit and proper person’ requirement as set out in Regulation 20 of the SECC Regulations:

No person resident in India shall at any time, directly or indirectly, either individually or together with persons acting in concert, acquire or hold more than five per cent of the paid up equity share capital in the Company subject to the following;

- (i) For stock exchanges, depositories, banking companies, insurance companies and public financial institutions directly or indirectly, either individually or together with persons acting in concert, holding up to 15% of the paid-up equity share capital of the Company subject to obtaining the approval of SEBI before crossing 5% of the paid-up equity share capital of the Company.
- (ii) For foreign stock exchanges, foreign depositories, foreign banking companies, foreign insurance companies, foreign commodity derivatives exchanges and bilateral or multilateral financial institutions approved by the central government directly or indirectly, either individually or together with persons acting in concert, holding up to 15% of the paid-up equity share capital of the Company subject to obtaining the approval of SEBI before crossing 5% of the paid-up equity share capital of the Company.

Any application for seeking any of the aforesaid approvals shall be made to SEBI, in the manner as specified under Regulation 19(4) of the SECC Regulations, through the Company. Further, the 5% threshold, as indicated in paragraphs (i) and (ii) above, will be determined based on the post-buyback equity share capital of the Company, assuming the Company buys back all the Equity Shares as proposed to be bought back i.e. 45,93,137 Equity Shares. However, please note that the actual post-buyback equity share capital of the Company may differ upon the number of Equity Shares bought back by the Company pursuant to the Buyback.

Since, the Buyback is more than 10% of the total paid-up capital and free reserves of the Company, in terms of Section 68(2)(b) of the Companies Act, it is necessary to obtain consent of the shareholders of the Company, for the Buyback, by way of a special resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution.

(c) Necessity for the Buyback

The Board at its meeting held on July 6, 2023 considered the accumulated free reserves as well as the cash liquidity reflected in the last audited standalone financial statements and audited consolidated financial statements as on March 31, 2023 and considering these, the Board decided to allocate up to ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs only) excluding the Transaction Costs for distributing to the shareholders holding Equity Shares of the Company through the Buyback. The Buyback will not in any manner impair the ability of the Company to pursue growth opportunities or meet its cash requirements for business operations.

After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to recommend Buyback of Equity Shares at a price of ₹ 816 (Indian Rupees Eight Hundred and Sixteen only) per Equity Share for an aggregate maximum amount of ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs only).

The Buyback is being undertaken, *inter alia*, for the following objects:

- (i) The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- (ii) The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- (iii) The Buyback may help in improving return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value;
- (iv) The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

(d) Maximum number of securities that the Company proposes to buyback

The Company proposes to buy back up to 45,93,137 fully paid-up Equity Shares of face value of ₹ 2/- (Indian Rupees Two only) each.

(e) Maximum price at which the Equity Shares are proposed to be bought back and the basis of arriving at the price of the Buyback

- (i) The Equity Shares of the Company are proposed to be bought back at a price of ₹ 816 (Indian Rupees Eight Hundred and Sixteen only) per Equity Share.

(ii) The Buyback Offer Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average prices and closing price of the Equity Shares on the National Stock Exchange of India Limited (“NSE”) i.e. the stock exchange where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Equity Share.

(iii) The Buyback Offer Price represents:

- Premium of 48.94% over the volume weighted average market price of the Equity Shares on NSE, during the three months preceding July 3, 2023, being the date when intimation for considering and approving the proposed buyback offer at the Board Meeting was sent to NSE (“Intimation Date”).
- Premium of 35.27% over the volume weighted average market price of the Equity Shares on, for two weeks preceding the Intimation Date.
- Premium of 34.09% over the closing price of the Equity Shares on NSE, respectively, on June 30, 2023, being a day preceding the Intimation Date.
- Premium of 19.94% over the closing price of the Equity Shares on NSE, as on July 5, 2023, being a day preceding the Board Meeting Date.

The closing market price of the Equity Shares as on June 30, 2023, being a day preceding the Intimation Date was ₹ 608.55 on the NSE. The closing market price of the Equity Shares as on July 5, 2023, being one working day prior to the Board Meeting Date was ₹ 680.35 on the NSE.]

(f) Maximum amount of funds required for the Buyback and its percentage of the total paid-up capital and free reserves and source of funds from which Buyback would be financed.

The maximum amount required for Buyback will not exceed ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs only) (excluding Transaction Costs).

The maximum amount mentioned aforesaid is 25% and 19.64% of the aggregate of the fully paid-up equity share capital and free reserves as per the latest audited standalone financial statements and consolidated financial statements of the Company as on March 31, 2023 (being the latest audited financial statements available as on the Board Meeting Date), respectively, which is within the prescribed limit of 25%.

The funds for the implementation of the proposed Buyback will be sourced out of free reserves of the Company, and securities premium account of the Company and any other source as may be permitted by the SEBI Buyback Regulations or the Companies Act.

The Company shall transfer from its free reserves or securities premium account and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account.

(g) Method to be adopted for the Buyback

The Buyback shall be on a proportionate basis through the tender offer route, as prescribed under the SEBI Buyback Regulations, to the extent permissible, and the “*Mechanism for acquisition of shares through Stock Exchanges*” as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Companies Act, read with the rules framed thereunder, to the extent applicable, the SEBI Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the SEBI Buyback Regulations, the Company will announce a record date (“**Record Date**”) for the Buyback for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback (“**Eligible Shareholder(s)**”). Subject to the approval of the special resolution, Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

- (i) Reserved category for small shareholders; and
- (ii) General category for all other shareholders.

As defined in Regulation 2(i)(n) of the SEBI Buyback Regulations, a “small shareholder” is a shareholder who holds Equity Shares having market value, on the basis of closing price on Stock Exchanges having highest trading volume as on Record Date, of not more than ₹ 200,000/- (Indian Rupees Two Hundred Thousand only).

In accordance with Regulation 6 of the SEBI Buyback Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs.

In order to ensure that the same shareholders with multiple demat accounts/folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholder records received from the Depositories.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholders holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Eligible Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholders holding Equity Shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in SEBI Buyback Regulations. The settlement under the Buyback will be done using the **"Mechanism for acquisition of shares through Stock Exchange"** notified by SEBI Circulars.

Income arising to the Eligible Shareholders under the Buyback is exempt from income tax in India. However, the participation in the Buyback by non-resident shareholders may be taxable in their country of residence according to tax laws of their respective countries. The Buyback transaction would also be chargeable to securities transaction tax in India. The shareholders are advised to consult their own legal, financial and tax advisors prior to participating in the Buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant time table will be included in the letter of offer to be sent to the Eligible Shareholder(s).

(h) Time limit for completing the Buyback

Subject to receipt of regulatory consents and approvals, if any, the Buyback is proposed to be completed within 12 months from the date of passing of the special resolution detailed in this Notice.

(i) Compliance with Section 68(2)(c) of the Companies Act

The aggregate paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2023, is ₹1,499.34 crores and ₹1,908.19 crores, on a standalone and consolidated basis, respectively. Under the provisions of the Companies Act, the funds deployed for the Buyback cannot exceed 25% of the aggregate of the fully paid-up share capital and free reserves of the Company i.e., ₹374.84 crores and ₹477.05 crores on a standalone and consolidated basis, respectively. The maximum amount proposed to be utilized for the Buyback, ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs only), is therefore within the limit of 25% of the Company's fully paid-up share capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2023. Further, under the Companies Act, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company in that financial year. Since the Company proposes to buyback up to 45,93,137 Equity Shares, the same is within the aforesaid 25% limit.

(j) Details of holding and transactions in the shares of the Company

The Company is professionally managed and does not have any identifiable promoters or promoter group or persons in control, therefore, the disclosures as required as per paragraph (vii) of the Schedule I of the SEBI Buyback Regulations is not applicable.

None of the directors of the Company (“**Directors**”) or key managerial personnel of the Company, as defined under Companies Act, 2013, as amended, and the rules framed thereunder (“**KMPs**”) hold any Equity Shares in the Company, as on the date of this Notice. Further, no Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) by the Directors or KMPs of the Company during a period of twelve months preceding the date of the board meeting till the date of this Notice for Buyback

(k) Intention of Promoter and Promoter Group to participate in Buyback

The Company is professionally managed and does not have any identifiable promoters or promoter group or persons in control, therefore, the disclosure of intention of the promoter, promoter group and persons in control to tender Equity Shares in the Buyback is not applicable.

(l) Confirmations from Company as per the provisions of SEBI Buyback Regulations and Companies Act:

- (i) All Equity Shares of the Company are fully paid up;
- (ii) The Company shall not issue any Equity Shares or other specified securities from the date of this resolution including by way of bonus issue or convert any outstanding employee stock options/outstanding instruments into Equity Shares till the expiry of the period of Buyback i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (iii) In terms of the Companies Act, the Company shall not make any further issue of the same kind of Equity Shares or other specified securities including allotment of new equity shares under clause (a) of sub-section (1) of section 62 or other specified securities within a period of six months after the completion of the Buyback except by way of bonus shares or Equity Shares issued in order to discharge subsisting obligations including but not limited to the allotment of 19,50,000 Equity Shares which are kept in abeyance pursuant to a notification issued by SEBI dated May 20, 2005 under the Securities Contract (Regulation) Act, 1956, thereby approving the BSE (Corporatisation and Demutualisation) Scheme, 2005 submitted by the Company;
- (iv) In terms of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of one year from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback offer is made except in discharge of subsisting obligations including but not limited to the allotment of 19,50,000 Equity Shares which are kept in abeyance pursuant to a notification issued by SEBI dated May 20, 2005 under the Securities Contract (Regulation) Act, 1956, thereby approving the BSE (Corporatisation and Demutualisation) Scheme, 2005 submitted by the Company;
- (v) The Company shall not buyback its Equity Shares or other specified securities from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
- (vi) The Buyback Offer Size i.e. ₹ 3,74,80,00,000/- (Indian Rupees Three Hundred and Seventy Four Crore and Eighty Lakhs Only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2023;
- (vii) The number of Equity Shares proposed to be purchased under the Buyback i.e. 45,93,137 (Forty Five Lakhs Ninety Three Thousand One Hundred and Thirty Seven Only) Equity Shares does not exceed 25% of the total number of Equity Shares in the total paid-up equity capital of the Company as on March 31, 2023;
- (viii) There are no pending schemes of amalgamation or compromise or arrangement pursuant to the Companies Act (“**Scheme**”) involving the Company, and no public announcement of the Buyback shall be made during pendency of any such Scheme;
- (ix) The Company shall not make any further offer of buyback within a period of one year reckoned from the expiry of the period of Buyback i.e., the date on which the payment of consideration to shareholders who have accepted the buyback offer is made in accordance with the Companies Act and the Buyback Regulations;
- (x) The Company shall not withdraw the Buyback offer after the public announcement of the Buyback is made;
- (xi) The Company shall comply with the statutory and regulatory timelines in respect of the Buyback in such manner as prescribed under the Companies Act and/or the SEBI Buyback Regulations and any other applicable laws;
- (xii) The Company shall not utilize any money borrowed from banks or financial institutions for the purpose of buying back its Equity Shares;
- (xiii) The Company shall not directly or indirectly purchase its own Equity Shares through any subsidiary company including its own subsidiary companies, or through any investment company or group of investment companies;
- (xiv) The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Companies Act;

- (xv) The Company confirms that there are no defaults (either in the past or subsisting) in the repayment of deposits (or interest payment thereon), redemption of debentures (or payment of interest thereon) or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
- (xvi) The Company shall not buyback Equity Shares which are locked-in or non-transferable until the pendency of such lock-in, or until the time the Equity Shares become transferable, as applicable;
- (xvii) The ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up equity share capital and free reserves based on the audited standalone financial statements and audited consolidated financial statements for the year ended March 31, 2023;
- (xviii) The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Companies Act within 7 (seven) working days of the expiry of the period of Buyback, i.e., date on which the payment of consideration to shareholders who have accepted the offer of Buyback is made in accordance with the Companies Act and the SEBI Buyback Regulations;
- (xix) The Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
- (xx) The Buyback shall not result in delisting of the Equity Shares from NSE.
- (xxi) The confirmation pertaining to public shareholding post buyback not falling below the minimum level required as per Regulation 38 of the SEBI Listing Regulations is not applicable to the Company since the Company does not have any promoter, promoter group or persons in control;
- (xxii) The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the Board Meeting Date;
- (xxiii) The Company is not required to obtain any prior approvals from the lenders of the Company, pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations;
- (xxiv) The Company shall not allow buyback of its shares unless the consequent reduction of its share capital is affected; and
- (xxv) The statements contained in the public announcement and the letter of offer in relation to the Buyback shall be true, fair and adequate in all material respects and shall not contain any misleading information.

(m) Confirmations from the Board

The Board of Directors of the Company has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- (i) Immediately following the Board Meeting date or the date on which the results of the shareholders' resolution in the ensuing eighteenth annual general meeting with regard to the proposed Buyback are declared, there will be no grounds on which the Company could be found unable to pay its debts;
- (ii) As regards the Company's prospects for the year immediately following the Board Meeting date or the date on which the results of the shareholders' resolution in the ensuing eighteenth annual general meeting of the Company for the proposed Buyback will be announced, and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
- (iii) In forming the aforementioned opinion, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016, as amended.

(n) Prior approval obtained from the lenders of the company in case of a breach of any covenant with such lender(s)

The Company is not required to obtain any prior approvals from lenders pursuant to Regulation 5(i)(c) read with Schedule I (xii) of the SEBI Buyback Regulations.

(o) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by Directors regarding insolvency

The text of the Report dated July 6, 2023 of S.R.Batilboi & Co. LLP, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE

Independent Auditor's Report on the proposed buy back of equity shares pursuant to the requirements of Section 68 and Section 70 of the Companies Act, 2013 and Clause (xi) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 as amended

The Board of Directors
BSE Limited
25th Floor, P.J. Towers,
Dalal Street,
Mumbai – 400001, Maharashtra

1. This Report is issued vide request email from BSE Limited (hereinafter the “Company”) dated June 27, 2023 and in accordance with the terms of our master engagement agreement dated September 29, 2022.
2. The proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68 and 70 of the Companies Act, 2013 (“the Act”) and Clause (xi) of Schedule I of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“the SEBI Buyback Regulations”) has been approved by the Board of Directors of the Company in their meeting held on July 06, 2023 (hereinafter referred to as the “Board Meeting”). The proposal for buyback is subject to the approval of the shareholders of the Company. The Company has prepared the attached “Statement of determination of the amount of permissible capital payment for proposed buyback of equity shares” (the “Statement”) which we have initialed for identification purposes only. The Statement contains the computation of amount of permissible capital payment towards the buyback of equity shares in accordance with the requirements of section 68(2)(c) of the Act and regulation 4(i) of the SEBI Buyback Regulations, based on the latest audited standalone and consolidated financial statements of the Company for the year ended March 31, 2023.

Board of Directors Responsibility

3. The preparation of the Statement is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the shareholders’ resolution in the annual general meeting to be held on August 31, 2023 (hereinafter referred to as “the date of Approval”) with regards to the proposed buyback. The Board of Directors are also responsible for ensuring that the Company complies with the requirements Act and SEBI Buyback Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of the Act and SEBI Buyback Regulations, it is our responsibility to provide reasonable assurance on the following reporting criteria:
 - (i) Whether we have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2023.
 - (ii) Whether the amount of permissible capital payment for the proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) Whether the Board of Directors have formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Approval.
6. The audited standalone and consolidated financial statements, referred to in paragraph 5(i) above, have been audited by us on which we issued unmodified audit opinions vide our reports dated May 11, 2023. Our audits of these financial statements were conducted in accordance with the Standards on Auditing, as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
9. Our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial results of the Company taken as a whole. We have not performed an audit, the objective of which would be the expression of an opinion on the financial results, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.
10. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the applicable criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the applicable criteria. Our procedures included the following in relation to the Statement:
 - i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2023. We have obtained and read the audited standalone and consolidated financial statements for the year ended March 31, 2023 including the unmodified audit opinions dated May 11, 2023;
 - ii) Read the Articles of Association of the Company to verify the permissibility of buy back;
 - iii) Traced the amounts of paid-up share capital, general reserves and retained earnings as mentioned in Statement from the audited standalone and consolidated financial statements for the year ended March 31, 2023.
 - iv) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy back was approved and compared the buy-back amount with the permissible limit computed in accordance with section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations detailed in the Statement;
 - v) Examined that all equity shares of the Company are fully paid-up;
 - vi) Examined that the ratio of debt outstanding, if any, of the Company, will not be more than twice the paid-up capital and its free reserve after such buy-back;
 - vii) Obtained the minutes of the meeting of the Board of Directors in which the proposed buy back was approved and read the Board had formed the opinion as specified in SEBI Buyback Regulations on reasonable grounds that the Company will not, having regard to the state of affairs, be rendered insolvent within a period of one year from that date.
 - viii) Examined Directors' declarations dated July 06, 2023 in respect of the buyback and solvency of the Company; and
 - ix) Obtained necessary representations from the management of the Company.

Opinion

11. Based on our examination as above, and the information and explanations given to us, we report that:
 - (i) We have inquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for year ended March 31, 2023.
 - (ii) The amount of permissible capital payment for proposed buyback of the equity shares as included in the Statement has been properly determined in accordance with the provisions of Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations;
 - (iii) The Board of Directors, in their meeting held on July 06, 2023, have formed the opinion as specified in clause (x) of Schedule I of the SEBI Buyback Regulations on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Approval.

Restriction on Use

12. The Report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of Section 68 and Section 70 of the Act read with Clause (xi) of Schedule I of SEBI Buyback Regulations solely to enable them to include it (a) in the explanatory statement to be included in the postal ballot notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies the National Securities Depository Limited and the Central Depository Securities (India) Limited, and (d) for onward submission to the manager to the buyback, in connection

with the buyback, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S.R. Batliboi & CO. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per **Jayesh Gandhi**
Partner

Membership Number: 037924
UDIN: 23037924BGXUAI7904

Place of Signature: Mumbai

Date: July 06, 2023

Statement of permissible capital payment (“the Statement”) for the proposed buy back of equity shares.

Statement of computation of the amount of permissible capital payment (“the Statement”) towards buy back of equity shares of BSE Limited in accordance with Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 and Section 68(2)(c) of the Companies Act, 2013, as amended based on both the audited standalone financial statements and the audited consolidated financial statements as at March 31, 2023:

Computation of permissible capital payment:

Particulars	Amount (₹ in lakhs)	
	Standalone	Consolidated
A. Paid-up Equity Share Capital[#] (13,54,62,891 equity shares of INR 2/- each fully paid-up)	2,709.26	2,709.26
B. Free reserves^{*#^}		
- General reserve	42,824.47	43,879.00
- Retained earnings	104,400.75	144,231.00
Total free reserves	1,47,225.22	1,88,110.00
Total of paid-up Equity Share Capital and Free Reserves (A+B)	1,49,934.48	1,90,819.26
Maximum permissible capital payment in accordance with Section 68(2)(c) of the Companies Act, 2013, as amended and Regulation 4(i) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (25% of the total paid-up Equity Share Capital and free reserves)	37,483.62	47,704.82
Amount approved by the Board of Directors in the meeting held on July 6, 2023 approving buyback, subject to approval of shareholders		37,480.00
Buy back size as a percentage of total paid-up Equity Share Capital and free reserves	25.00%	19.64%

* Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

The above calculation of the total paid-up Equity Share Capital and free reserves as at March 31, 2023 for buy back of equity shares is based on the amounts appearing in the audited standalone financial statements and the audited consolidated financial statements of the Company for the year ended March 31, 2023. These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, each as amended from time to time.

^ Capital Reserve being reserves retained pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) have not been considered for computation of permissible capital payment towards buyback of equity shares of BSE Limited in the above Statement.

For and on behalf of **BSE Limited**

Sundaraman Ramamurthy
Managing Director & CEO
DIN: 00898469

Nayan Mehta
Chief Financial Officer

Date: July 6, 2023

Place: Navi Mumbai

Date: July 6, 2023

UNQUOTE

For any clarifications related to the Buyback process, Eligible Shareholders of the Company may contact the Compliance Officer or the Investors Service Centre, details of which shall be mentioned in the Public Announcement and Letter of Offer.

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buyback, the Auditor's Report dated July 6, 2023 and the last audited standalone and consolidated financial statements of the Company as on March 31, 2023 are available for inspection to the shareholders of the Company at its registered office on any working day between 10:00 A.M. and 5:00 P.M. IST up to the date of eighteenth annual general meeting i.e. August 31, 2023.

In the opinion of the Board, the proposal for Buyback is in the interest of the Company and its Members holding Equity Shares of the Company. The Directors, therefore, recommend the Special Resolution as set out in the accompanying Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the company of which they are members.

By Order of the Board of Directors

Vishal Bhat
Company Secretary & Compliance Officer
Mumbai, July 6, 2023

Board's Report

The Board of Directors ("Board") present the 18th Annual Report of BSE Limited ("the Company" or "BSE" or "Exchange") together with audited financial statements for the Financial Year ended March 31, 2023.

1. STATE OF COMPANY'S AFFAIRS

A. FINANCIAL SUMMARY AND HIGHLIGHTS:

The financial performance for Financial Year ("FY") 2022-23 is summarised in the following table:

Particulars	Standalone		Consolidated	
	2022-23	2021-22	2022-23	2021-22
Total revenue	74,239	72,402	95,394	86,353
Total expenses	50,479	46,292	70,591	60,045
Profit before tax and share of profits of associates	23,760	26,110	24,803	26,308
Share of profits of associates	-	-	4,923	6,418
Profit before tax	23,760	26,110	29,726	32,726
Tax expenses	7,069	6,598	9,161	8,233
Net profit for the year	16,691	19,512	20,565	24,493
Net profit attributable to the Shareholders of the Company	16,691	19,512	22,067	25,433
Net profit attributable to the non-controlling interest	-	-	(1,502)	(940)
Other comprehensive income	44	107	1,994	639
Total comprehensive income for the year	16,735	19,619	22,559	25,132
Total comprehensive income attributable to the Shareholders of the Company	16,735	19,619	23,294	25,895
Total comprehensive income attributable to the non-controlling interest	-	-	(735)	(763)
Basic and diluted EPS (₹)	12.15	14.20	16.06	18.51

(₹ in Lakh)

I. Consolidated Results

The total income of the Company during FY 2022-23 on a consolidated basis was ₹ 95,394 Lakh reflecting an increase of ₹ 9,041 Lakh (up by 10%) over previous FY. However, the total expenses for the year were higher by ₹ 10,546 Lakh (up by 18 %) at ₹ 70,591 Lakh.

During the FY, the income was higher mainly due to increase in income from securities services (up by 12%); income from corporate services (up by 1%); data dissemination (up by 8%); income from training institute (up by 39%); income from sale of software licenses, development, customisation & maintenance of software (up by 74%); investments income (up by 12%) and other income (up by 27%). Increase in expenses are mainly due to increase in employee benefits expense (up by 2%); computer technology related expenses (up by 28%); administration and other expenses (up by 25%); depreciation (up by 25%); finance cost (up by 24%) and liquidity enhancement scheme expenses (up by 4%).

The net profit after tax was lower by ₹ 3,928 Lakh (down by 16%) to ₹ 20,565 Lakh as against ₹ 24,493 Lakh in the previous FY.

II. Standalone results

The total income of the Company during the FY 2022-23 on a standalone basis was ₹ 74,239 Lakh reflecting an increase of ₹ 1,837 Lakh (up by 3%) over previous FY. However, the total expenses for the year were higher by ₹ 4,187 Lakh (up by 9 %) at ₹ 50,479 Lakh.

During the FY, the income was higher mainly due to increase in income from Investments (up by 20%), other income (up by 28%), income from corporate services (up by 2%) and data dissemination (up by 8%). Increase in expenses are mainly due to Increase in computer technology expenses (up by 20%); administration and other expenses (up by 7%); liquidity enhancement scheme (up by 5%); depreciation and amortisation expenses (up by 18%) and tax expenses (up by 7%).

The net profit after tax was lower by ₹ 2,821 Lakh (down by 14%) to ₹ 16,691 Lakh as against ₹ 19,512 Lakh in the previous FY.

B. DIVIDEND

The Board of the Company, in its meeting held on May 11, 2023, has recommended a final dividend of ₹ 12/- per equity share of the face value

of ₹ 2/- each fully paid up for the financial year ended March 31, 2023, subject to the approval of the Shareholders at the Annual General Meeting (AGM).

The said dividend is in line with the Dividend Distribution Policy of the Company.

The final dividend on equity shares for FY 2022-23, if approved, would result in a cash outflow of approximately ₹ 16,490 Lakh, resulting in a pay out of 98.8% of the standalone profits of the Company.

In view of the changes made under the Income-Tax Act, 1961, by the Finance Act, 2020, dividends paid or distributed by the Company shall be taxable in the hands of the Shareholders. The Company shall, accordingly, make the payment of the Final Dividend after deduction of tax at source. For more clarity on deduction of tax, please refer para on 'Tax Deducted at Source ("TDS") on Dividend' as mentioned in the notes to the Notice of 18th AGM.

Under Clause 5.3 of the BSE (Corporatisation and Demutualisation) Scheme, 2005, the allotment of equity shares to 10 Trading Members of the erstwhile BSE has been kept in abeyance for various reasons as on March 31, 2023. All corporate benefits including dividend as may be declared by the Company from time to time are being provided for and would be payable on the allotment of these shares. Brief details about the shares being kept in abeyance by the Company are given in 'Share Capital' section.

C. TRANSFER TO RESERVES

The Company was not required to transfer any amount of profits to general reserves for FY 2022-23 pursuant to provisions of Companies Act, 2013.

D. INVESTOR RELATIONS

The Company believes in leading from the front with emerging best practices in investor relations and building a relationship of mutual understanding with International and Domestic investors. To this end, the Company continuously strives for excellence in its Investor Relations engagement with investors through physical, video and audio meetings through structured conference-calls and periodic investor/analyst interactions like one-on-one meetings, participation in investor conferences, quarterly earnings calls, and analyst meet from time to time. The Company's leadership team, including the Managing Director and Chief Executive Officer (MD & CEO), Chief Financial Officer, and Chief Business Officer, spent significant time to interact with investors to communicate the strategic direction of the business in a number of investors meets organized by reputed Global and Domestic Broking Houses, during the previous financial year. All the four quarterly earnings calls conducted during the year were also well attended by investors and analysts. No unpublished price sensitive information is discussed in these meetings. The Company ensures that critical information about the Company is available to all the investors, by uploading all such information on the Company's website.

2. MAJOR EVENTS OCCURRED DURING THE YEAR

A. MATERIAL CHANGES FROM END OF FINANCIAL YEAR TILL DATE OF REPORT

There are no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

B. CHANGE IN NATURE OF BUSINESS

During the FY 2022-23, there was no change in the nature of business of the Company.

C. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

During the Year following orders were passed

- i. SEBI had passed an Order dated April 12, 2022, against BSE imposing a penalty of ₹ 3 crores in the matter of supervision and inspection of Karvy Stock Broking Ltd. BSE had filed an appeal before Hon'ble Securities Appellate Tribunal challenging the SEBI's Order. The Hon'ble Securities Appellate Tribunal has stayed the said Order vide its Order dated November 14, 2022, and the appeal is pending.
- ii. SEBI had passed an Order dated July 29, 2022, against BSE imposing a penalty of ₹ 3 lakhs for alleged violation of Regulation 38 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. BSE had challenged the said Order before Hon'ble Securities Appellate Tribunal by filing an appeal. The Hon'ble Securities Appellate Tribunal, vide its Order dated January 30, 2023, has stayed the said SEBI Order and the appeal is pending.

3. SHARE CAPITAL

Pursuant to clause 5 of BSE (Corporatisation and Demutualisation) Scheme, 2005 ("BSE Demutualisation Scheme") approved by Securities Exchange Board of India ("SEBI"), vide its notification dated May 20, 2005, every Trading Member having membership right of the Exchange or his nominee, as the case may be, as on record date, decided for the purpose, was entitled to 10,000 equity shares of the face value of ₹ 1/- per share, against membership right of erstwhile BSE. It may be noted that the entitlement against membership rights post consolidation of share capital stands changed to 5,000 equity shares of face value ₹ 2/- per share. As on March 31, 2023, entitlement of 10 Trading Members of erstwhile BSE, against their membership rights, continue to remain in abeyance for various reasons. All corporate benefits including dividend as may be declared by the Company from time to time on the shares which remain in abeyance, are being provided for and would be payable on the allotment of these shares.

CHANGE IN PAID-UP SHARE CAPITAL

Allotment of shares held in Abeyance:

During the FY 2022-2023, the Company allotted 1,95,000 equity shares of face value of ₹ 2/- per share, along with the corporate benefits to one

of the abeyance case whose entitlement to shares was kept in abeyance pursuant to BSE Demutualisation Scheme, to the bank account(s) of BSE.

4. INVESTOR EDUCATION AND PROTECTION FUND

TRANSFER OF UNCLAIMED/UNPAID DIVIDEND

Pursuant to the provisions of Section 124 of the Companies Act, 2013 ("the Act") read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), and relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer of such amount to Unpaid Dividend Account, is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government.

The Company had, accordingly transferred the following amount to IEPF during the year under review:

Sr. No.	Type of Dividend	Dividend per share	Date of Declaration	Date of Transfer	Amount Transferred
1.	Final Dividend for FY 2014-15	₹ 5/-	September 25, 2015	November 14, 2022	₹ 5,09,535/-
2.	Interim Dividend for FY 2015-16	₹ 3.50/-	February 03, 2016	March 31, 2023	₹ 4,49,292/-

TRANSFER OF SHARES

Pursuant to the provisions of IEPF Rules, all equity shares in respect of which dividend has not been paid or claimed for last seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred.

Accordingly, 336 equity shares of ₹ 2/- each on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of October 27, 2022, were transferred during the FY 2022-23 to the IEPF Authority after following the prescribed procedure.

Further, 933 equity shares of ₹ 2/- each on which the dividend remained unpaid or unclaimed for last seven consecutive years with reference to the due date of March 7, 2023, were transferred to IEPF Authority within prescribed timelines, after following the prescribed procedure.

All equity shares in respect of which dividend has not been paid or claimed for last seven consecutive years shall be transferred by the Company to IEPF Authority in accordance with provisions of the Act and IEPF Rules made thereunder. Members who have not encashed any of their dividends, which have not been transferred to IEPF Authority, are advised to claim their dividends.

Any Shareholder whose dividend/shares are transferred to IEPF can claim the shares by making an online application in Form IEPF-5 (available on www.iepf.gov.in).

DETAILS OF NODAL OFFICER

Name : Shri Vishal Bhat, Company Secretary and Compliance Officer

Email address : bse.shareholders@bseindia.com

DETAILS OF THE RESULTANT BENEFITS ARISING OUT OF SHARES ALREADY TRANSFERRED TO THE IEPF:

Sr. No.	Dividend	Financial Year	Cumulative No. of Shares	Amount (₹)
1.	Interim Dividend	2017-18	225	1,125
2.	Thirteenth Final Dividend	2017-18	225	6,975
3.	Interim Dividend	2018-19	448	2,240
4.	Fourteenth Final Dividend	2018-19	448	11,200
5.	Fifteenth Final Dividend	2019-20	760	12,920
6.	Sixteenth Final Dividend	2020-21	1058	22,218
7.	Bonus shares (2:1)	2021-22	3060	---
8.	Seventeenth Final Dividend	2021-22	4590	59,285

Year wise amount of Unpaid/Unclaimed Dividend lying in the unpaid account upto March 31, 2023, and the corresponding shares, which are liable to be transferred to the IEPF, and the due dates for such transfer

Sr. No.	Date of declaration of Dividend	Number of Shareholders against whom Dividend amount is unpaid	Number of shares against whom Dividend amount is unpaid	Amount Unpaid as on March 31, 2023 (₹)	Due date of transfer of Unpaid and Unclaimed Dividend to IEPF
1	11 th Final Dividend (FY 2015-16) AGM held on June 24, 2016	295	1,09,141	4,36,564.00*	July 24, 2023
2	Interim Dividend (FY 2016-17) Board Meeting held on February 14, 2017	2,140	81,767	4,08,835.00	March 16, 2024
3	12 th Final Dividend (FY 2016-17) AGM held on September 4, 2017	2,233	80,899	18,60,677.00	October 5, 2024
4	Interim Dividend (FY 2017-18) Board Meeting held on February 2, 2018	3,119	1,86,866	9,34,330.00	March 6, 2025
5	13 th Final Dividend (FY 2017-18) AGM held on August 2, 2018	2,208	84,727	26,26,537.00	September 3, 2025
6	Interim Dividend (FY 2018-19) Board Meeting held on November 30, 2018	2,587	1,03,350	5,16,750.00	December 30, 2025
7	14 th Final Dividend (FY 2018-19) AGM held on July 15, 2019	1,900	71,083	17,77,075.00	August 18, 2026
8	15 th Final Dividend (FY 2019-20) AGM held on July 30, 2020	2,061	99,208	15,38,422.00	August 30, 2027
9	16 th Final Dividend (FY 2020-21) AGM held on August 24, 2021	2,244	1,44,033	27,42,925.00	September 23, 2028
10	17 th Final Dividend (FY 2021-22) AGM held on July 14, 2022	2,886	2,10,957	27,05,706.50	August 16, 2029

*The unclaimed and unpaid amount as on the due date will be transferred within 30 days

5. MANAGEMENT

A. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The current strength of Board of the Company is nine. Being a Stock Exchange, the Board comprises of seven Public Interest Directors (“PIDs”), one Shareholder Director/Non-Independent Director and one Managing Director (considered as the Shareholder Director/ Non-Independent Director).

CHANGES DURING THE YEAR

APPOINTMENT/RE-APPOINTMENT

Based on internal and external performance evaluation, recommendation of Nomination and Remuneration Committee (“NRC”) and Board of Directors of the Company, SEBI had approved re-appointment of Sushri Jayshree Vyas for second term w.e.f. April 25, 2022, as PID of the Company.

Shri T. C. Suseel Kumar, Shareholder Director/ Non-Independent Director was liable to retire by rotation and being eligible, was re-appointed at the 17th Annual General Meeting (“AGM”) held on July 14, 2022, and the same was approved by SEBI. Shri T. C. Suseel Kumar, liable to retire by rotation, has offered himself for re-appointment at the 18th AGM.

Based on the recommendation of NRC, Board of Directors and approval of SEBI, Prof. Subhasis Chaudhuri and Justice Shiavax Jal Vazifdar were appointed as PIDs for a period of three years w.e.f. May 19, 2022, and Dr. Padmini Srinivasan as PID for a period of three years w.e.f. February 14, 2023.

SEBI approved the appointment of Shri Sundararaman Ramamurthy as Managing Director and CEO (MD & CEO) of the Company on November 28, 2022. NRC and Board of Directors approved his appointment along with other terms and conditions including remuneration, with effect from his joining the office for a period of 5 years or till he attains the age of 65, whichever is earlier. Shri Sundararaman Ramamurthy assumed the office

as MD & CEO of the Company w.e.f., January 4, 2023. Subsequently, Shareholders ratified his appointment along with other terms and conditions including remuneration through Postal Ballot on January 16, 2023.

Cessation/Resignation

Justice Vikramajit Sen, PID & Chairman; and Shri Sumit Bose, PID completed their second term w.e.f. the closure of working hours of May 18, 2022.

Shri Ashishkumar Chauhan, resigned as Managing Director and CEO w.e.f. the closure of working hours of July 25, 2022.

B. DECLARATIONS BY PUBLIC INTEREST DIRECTORS

The Company has received declarations from all the PIDs, under Section 149(7) of the Act that they have met the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Further, all PIDs have also given the declarations that they satisfy “fit and proper” criteria as stipulated under Regulation 20 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Regulations”). All PIDs have also complied with Code for Independent Directors prescribed in Schedule IV to the Act. They have also given their annual affirmation on compliance with the Code of Conduct for the Board of Directors and Senior Management of the Company.

Further, there has been no change in the circumstances affecting their status as PIDs of the Company.

C. DECLARATION BY THE COMPANY

None of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164 (2) of the Act read with Rule 14 of Companies (Appointment and Qualifications of Directors) Rules, 2014.

D. MEETINGS OF THE BOARD

During the FY 2022-23, ten meetings of the Board of Directors were held. The details of meetings of the Board, are provided in the Corporate Governance Report forming part of this Annual Report.

Separate meetings of the PIDs were held on May 10, 2022, August 2, 2022, November 7, 2022, and February 7, 2023.

E. BOARD COMMITTEES

The Board has constituted various Committees in accordance with the provisions of the Act, Listing Regulations and SECC Regulations. The Board has also constituted various voluntary Committees comprising of Board members.

The details pertaining to composition, terms of reference, meetings held and attendance thereat of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship/Share Allotment Committee, Risk Management Committee and Corporate Social Responsibility & Environment, Social, Governance Committee for the year have been enumerated in Corporate Governance Report forming part of this Annual Report.

F. AUDIT COMMITTEE RECOMMENDATIONS

All recommendations of Audit Committee were accepted by the Board of Directors during the year.

G. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act, Listing Regulations, SECC Regulations read with SEBI guidance note dated January 5, 2017, and SEBI circular dated February 5, 2019 on performance review of Public Interest Directors, Performance of the Board and Board Committees was evaluated on various parameters such as composition, diversity, experience, corporate governance competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness. Performance of individual Directors & Independent External Persons was evaluated on parameters, such as meeting attendance, participation and contribution, engagement with colleagues on the Board, responsibility towards stakeholders and independent judgement. All the Directors were subjected to peer-evaluation.

All the Directors participated in the evaluation process. The results of evaluation were discussed in the Board meeting held in the month of May 2023. The Board discussed the performance evaluation reports of the Board, Board Committees, Individual Directors and Independent External Persons and noted the suggestions/inputs of the Directors. Recommendations arising from this entire process was deliberated upon by the Board to augment its effectiveness and optimize individual strengths of the Directors.

The detailed procedure followed for the performance evaluation of the Board, Committees and individual Directors & Independent External

Persons is enumerated in the Corporate Governance Report forming part of this Annual Report.

H. REMUNERATION OF DIRECTORS AND EMPLOYEES

In compliance with the requirements of Section 197(12) of the Act, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SECC Regulations, a statement containing the remuneration details of Directors and employees is annexed as **Annexure A**.

I. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Act, with respect to the Directors' Responsibility Statement, it is hereby confirmed that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable Accounting Standards had been followed along with proper explanation relating to material departures for the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2023 and of the profit of the Company for the financial year ended March 31, 2023;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

J. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has maintained adequate internal financial controls over financial reporting. These includes policies and procedures –

- a. Pertaining to the maintenance of records that is reasonably detailed, accurately, and fairly reflects the transactions and dispositions of the assets of the Company.
- b. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time,

and that receipts and expenditures of the Company are being made only in accordance with authorization of management and Directors of the Company, and

- c. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material impact on the financial statements. Such internal financial controls over financial reporting were operating effectively as of March 31, 2023, based on the criteria established in the Committee of Sponsoring Organizations of the Treadway Commission (COSO) Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

K. COMPLIANCE WITH SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards ("SS") issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively. During the year under review, the Company complied with the Secretarial Standards i.e., SS-1 and SS- 2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively.

L. IMPLEMENTATION OF CORPORATE ACTION

During the year under review, the Company has complied with the specified time limit for implementation of Corporate Actions.

M. ANNUAL RETURN

Annual Return in Form MGT – 7 is available on the website of the Company at www.bseindia.com/static/investor_relations/annualreport.html.

6. SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Details of subsidiaries / associates of the Company are provided in notes to financial statements.

BSE Sammaan CSR Limited, wholly owned Subsidiary of the Company was liquidated w.e.f November 22, 2022.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries, associates & joint ventures in Form AOC-1 is attached to the financial statements of the Company.

Further, pursuant to the provisions of Section 136 of the Act, the standalone and consolidated financial statements of the Company, along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company at www.bseindia.com/static/investor_relations/annualreport.html.

7. PUBLIC DEPOSITS

The Company has not accepted any public deposits during the financial year ended March 31, 2023, and as such, no amount of principal or interest on public deposits was outstanding as on the date of the balance sheet.

8. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of investments made by the Company are provided in Note Nos. 7, 8 & 9 of the Notes to the Standalone Financial Statements.

The Company has not provided any guarantee or security to any person or entity and has not made any loans and advances in the nature of loans to firms / companies in which directors of the Company are interested.

9. AUDITORS

A. STATUTORY AUDIT AND STATUTORY AUDITOR'S REPORT

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), Mumbai, were re-appointed as Statutory Auditor of the Company for a term of five years till conclusion of 22nd Twenty Second AGM.

Statutory Auditor's Report

The Statutory Auditor's report dated May 11, 2023, on the financial statements of the Company for FY 2022-23 is unmodified and does not have any reservations, qualifications, or adverse remarks.

Details in respect of frauds reported by auditors

No fraud has been reported by the Auditors to the Audit Committee or the Board.

B. SECRETARIAL AUDIT AND SECRETARIAL AUDITOR'S REPORT

The Board appointed M/s Dhruvil M. Shah & Co., LLP, Practicing Company Secretaries (CP No.: 8978/ FCS No.: 8021) to conduct Secretarial Audit of the Company for FY 2022-23.

The Secretarial Auditor's report for the year ended March 31, 2023, as provided by M/s Dhruvil M. Shah & Co., Practicing Company Secretaries is enclosed as **Annexure B**.

The Secretarial Auditor's report does not contain any qualifications, reservations or adverse remarks.

C. INTERNAL AUDITOR

Internal Audit for the year ended March 31, 2023, was conducted by M/s S. Panse & Co. LLP and Internal Audit reports were placed before the Audit Committee and Board of Directors at periodic intervals.

D. COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of Cost Audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

I. The steps taken and their impact on conservation of energy:

We regularly replace high energy consuming electrical equipment with modern efficient devices such as replacing the induction ballasts with electronic ballasts and the fluorescent lights with LED lights. We conserve energy by switching off lights & other equipment when they are not required. We have installed motion sensors in certain areas thereby

automatically switching off the lights when not in use. Our offices are painted in brighter colours to maximize lighting efficiency besides using natural light in most places. We have coated the glass windows to reduce the heat entering the building which reduces the air-conditioning load. The Company continuously strives to optimize its energy usage and efficiency. We have replaced few AHU coils which has resulted in increase in efficiency and energy savings.

II. The steps taken by the Company for utilising alternate sources of energy:

Our building has glass windows all around and we also use the ambient light for lighting purposes as much as possible. This reduces the electricity consumption due to lesser need of lighting during the day.

III. The capital investment on energy conservation equipment:

No capital investment was made on energy conservation equipment in the FY 2022-2023.

B. TECHNOLOGY ABSORPTION

BSE has emerged as a cornerstone of India's financial landscape, fostering economic growth, and attracting investments both domestically and internationally. In an era defined by rapid technological advancements, BSE has continuously adapted to the changing landscape, harnessing the power of technology to drive innovation, enhance operational efficiency, and ensure market stability. This annual report aims to highlight the pivotal role technology has played in BSE's growth and resilience.

I. Advanced Trading Infrastructure:

BSE's cutting-edge trading infrastructure has been instrumental in facilitating seamless and efficient trading activities. The exchange has invested significantly in high-performance servers, state-of-the-art networks, and robust data centers to ensure ultra-low latency, high availability, and resilience. BSE has also increased its co-location data centre capacity to service more customers.

BSE further enhanced Business Continuity posture by creating a Near Disaster Recovery Site and implemented zero data loss architecture.

II. Strengthening Risk Management:

With the aim of ensuring market integrity and stability, BSE has prioritized the development and implementation of robust risk management systems. Sophisticated technological solutions, including real-time surveillance systems, algorithmic monitoring, and anomaly detection mechanisms, have been deployed to detect and prevent market manipulation, fraud, and irregularities. BSE's strong risk management framework has bolstered investor confidence and fostered a safe and secure trading environment.

To further enhance the Business Continuity of the Risk Management System of the Clearing Corporation (CC), the regulator suggested to build temporary portability of Risk management system. In case of a software failure and in case when the backup plan of switching to Disaster Recovery (DR) site is also not working, this temporary portability will help. This model of portability of risk management system is denoted as SaaS, whereby software as a service and redundancy is provided to one CC by the other CC.

BSE has provided a SaaS setup to the other CC where BSE has provided its software (Risk Management) on the hardware and data centre provided by the other CC.

III. Agility in DR operations

When it comes to BCP/DR the Company's regulator had been very proactive in setting improved guidelines on a regular basis. This year the regulator had established a series of joint exercise between all MII's where multiple coordinated intraday switchovers were performed.

The purpose of these coordinated exercise was to prepare all MIIs as well as market participants to be agile in its operations in case a DR switchover was triggered by any MII during Live trading. Several scenarios were tested during these mocks. Some of these were:

1. All exchanges switching to DR at the same time
2. Exchange at DR and Clearing Corporation at PR
3. Graceful and non-graceful shutdown at PR
4. Creation of data loss scenarios and recovering missing data at DR
5. Interop data verification and recovery
6. Maintaining the prescribed RTO and RPO

The Company was able to consistently showcase its ability switchover with prescribed RTO and RPO. It was also able to recover missing data during non-graceful shutdowns. Overall, the Company was able to perform all the mandated tests successfully.

IV. Technology upgrades in StarMF platform

The Company had been continuously in the process of technically and functionally upgrading its products. This year the Company's mutual fund platform StarMF has undergone major updates to keep up its competitive edge in the market.

The Company has updated its database to its latest version and in the process has enhanced its high availability. Business logic-based alerts have been incorporated and a dedicated team is now monitoring these alerts. These alerts can help identify if there is any delay or fundamental issues in the path of a successful execution of a transaction. This helps the Company take pro-active steps to rectify the issue before it impacts the market.

The Company has moved its mobility app technology from Native to Flutter. This will bring efficiency, consistency and improve time to market. The Company has also provided bank integrations, new API's and other functionalities to its members.

C. CYBER SECURITY TECHNOLOGY ABSORPTION AND CERTIFICATION

Information and Cyber Security threats are ever growing, and new threat vectors are ever evolving. To ensure BSE's information assets are resilient to such information and cyber security threats, The 24X7 Next Generation Information and Cyber Security Operation Centre (SOC) has undergone a technology refresh and following major technologies were implemented.

I. Technology for Governance, Risk and Compliance (GRC)

GRC technology will enable the seamless and systematic tracking and reporting of internal audits, risks and regulatory compliances.

II. Secure Access Service Edge (SASE)

Conventional security measures presumed that applications and users would be inside the network perimeter, which is no longer true, as with the adoption of cloud-based solutions such as Office 365. The corporate data is moving to the cloud, employees are working remotely and from sustenance, cost, and management point of view the cloud is becoming more suitable for business opportunities. Due to this, the traditional network perimeter is dissolving and new models for access control, data protection, and threat protection has become necessary. To meet this, SASE framework-based technology helps us to unify networking and security services to protect users, applications, and data wherever it moves.

III. SOAR (Security Orchestration, Automation and Response)

It is used to step-up the company's Cyber security operation centres response capability by enabling orchestration and automation by combining SIEM and other technologies. It helps to reduce the turnaround time on security alerts and enables cyber security analysts to act on alerts quickly through defined cyber security alert playbooks.

IV. Technology for Phishing Simulation and Employee awareness training

Humans are considered one of the weakest and most vulnerable links in Information and Cybersecurity. It is important to ensure continuous awareness, training, and assessment of human aspect for strong cybersecurity. The company is already conducting periodic cybersecurity training and assessment exercises for employees. With phishing simulation and Learning Management System (LMS) based training, awareness, and assessment technology, it will help to cover all employees and ensure each employee and vendors who are working at the company premises are going through the assigned trainings and clear the assessments.

V. Key Management Solution using HSM based security

Company ensured that its database systems are secured and encrypted. To ensure the encryption keys are maintained and rotated periodically, the company has deployed Key Management solution with HSM module to securely store the master keys and rotate the keys.

VI. Threat Intel Platform, External Risk Exposures and Brand Monitoring Service

To ensure continues digital risk assessment and mitigation of possible threats to the company, the company has subscribed for services which provides external threat intel for cyber threats where the threats are discovered by research and threat intel provider companies. Brand monitoring services to discover the threats pertaining to company's information assets and to avoid the misuse of company's digital assets and brand name. Surface and Dark web monitoring to identify possible and related cyber threats or exposures being planned or surfaced for the company.

VII. Certification

The Company has successfully cleared the Information Security Management System ISO 27001:2013 and Business Continuity Management System ISO 22301:2012 certifications and surveillance audits for year 2022 – 23.

Awards & Recognition:

The continuous efforts to remain abreast of technology advancements, its adoption and implementation has been recognised by the industry and different forums. These recognitions were felicitated with the below mentioned prestigious awards during the year.

- Excellence in DATA ANALYTICS & INSIGHTS by The Centre for Digital Transformation (CDT) (December 13, 2022)
- CEO's Choice Award, SKOCH Group (December 19, 2022)
- 'India Risk Management Awards Season 9' in the specialized category of 'Cyber Security Risk Management' by CNBC-TV18 and ICICI Lombard
- 'Enterprise Security' in the '5th Edition of BFSI Technology Conclave & Awards' by The Indian Express Group
- DSCI Excellence awards 2022-Best Security Practices in Critical Information Infrastructure

Conclusion:

BSE's relentless pursuit of technological innovation has enabled it to navigate challenges, drive growth, and provide a resilient marketplace for investors. By leveraging advanced trading infrastructure, implementing cutting-edge trading platforms, strengthening risk management, efficient disaster recovery and prioritizing cybersecurity, BSE has consistently raised the bar for market excellence. As the financial landscape continues to evolve, BSE remains committed to harnessing technology's transformative power to drive sustainable growth and foster investor confidence in the Indian capital markets.

1. DISCLOSURES

i. The efforts made towards technology absorption:

The Company continued with passion looking for path-breaking technologies & adopt them. The year has been challenging and appealing for the Company's technology team to continue its journey in exploring and implementation of newer technologies, however, the Company's technology team was successful in implementing them as planned.

The Company has taken the lead for implementation of;

- Upgradation and enhancements in infrastructure
- Implementation of newer technologies
- Enhancing the security posture across infrastructure and applications
- Improvising the operational capabilities & high availability
- Effective utilisation is made of available indigenous technology team expertise and develop home grown applications.

Needless to mention, the efforts put in by the Company reasserts that it is the fastest Exchange of the World. All departments within the Company are equipped with tech-enabled solutions and applications to deliver best of the services to all its customers.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

The IT strategy and approach adopted by the Company has ensured uninterrupted services and trading facility. The Company thrives to remain competitive and has provided best in class products and services to all its market participants. The market participants are the beneficiaries of technology upgrade and newer rollouts made by the Company during the year. The Company's technology offerings are built as a service model, thereby reducing the cost for its market participants.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable

- a) the details of technology imported - **Not Applicable**
- b) the year of import - **Not Applicable**
- c) whether the technology been fully absorbed - **Not Applicable**
- d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof - **Not Applicable**

iv. The expenditure incurred on Research and Development - Not Applicable

D. FOREIGN EXCHANGE EARNING AND OUTGO

The particulars of Foreign Exchange Earnings and outgo during the year under review are furnished hereunder:

Foreign Exchange Earning: ₹ 3,793 Lakh (Previous Year: ₹ 3,110 Lakh)

Foreign Exchange Outgo: ₹ 297 Lakh (Previous Year: ₹ 163 Lakh)

11. RISK MANAGEMENT AND COMPLIANCE

Risk Management is one of the critical elements of operating framework at BSE. Enterprise Risk Management ("ERM") framework encompasses practices relating to the identification, evaluation, mitigation and monitoring of strategic, operational, financial, compliance risks and emerging risks to achieve key business objectives, and to minimise the adverse impact of risks.

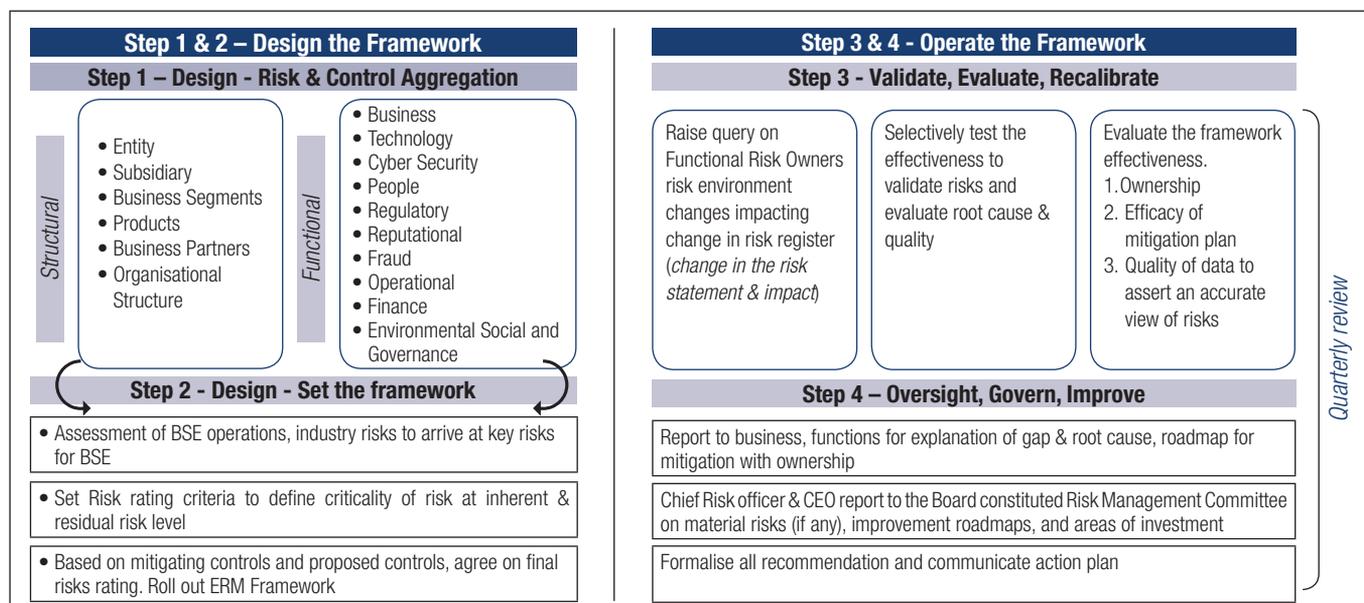
The Board of Directors of the Company has constituted a Risk Management Committee ("RMC") to oversee the ERM Framework, risk mitigation, monitoring the risk management plan and ensuring its effectiveness. The Audit Committee has additional oversight in the area of financial risks and controls.

BSE's Management identifies key risks (existing as well as emerging) and prioritises the mitigation actions based on the potential adverse impact on operations and/or shareholder value. As the Exchange operates in a dynamic environment, these risks are reviewed regularly and assessed for their potential impact/ exposure. Every quarter, a detailed update on ERM is presented and deliberated upon in the meetings of the RMC of the Board.

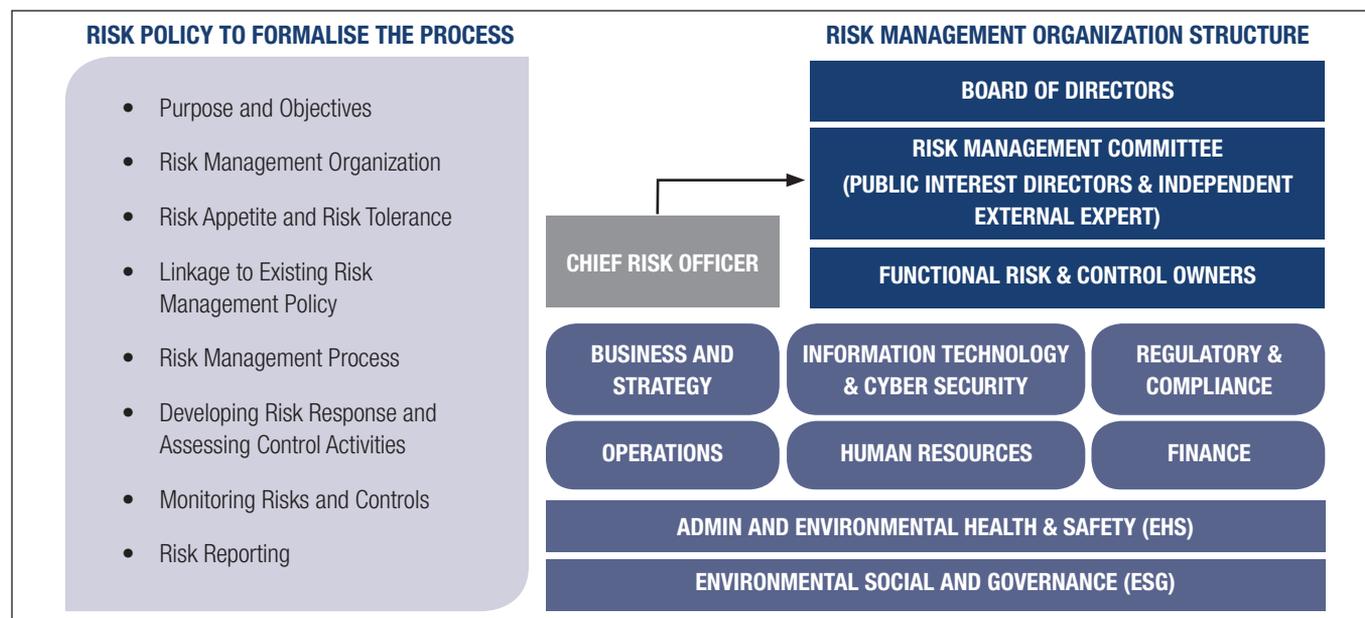
OVERVIEW

Risk Management is an enterprise-wide function at BSE which covers major business and functional objectives including Strategy, Operations, Technology and Compliance. The ERM of BSE stipulates the risk management framework of the company and principles adopted by the company for the achievement of business objectives through risk identification, evaluation, monitoring and minimisation of identifiable risks and improved resiliency towards unknown risks.

KEY COMPONENTS OF BSE'S RISK MANAGEMENT FRAMEWORK

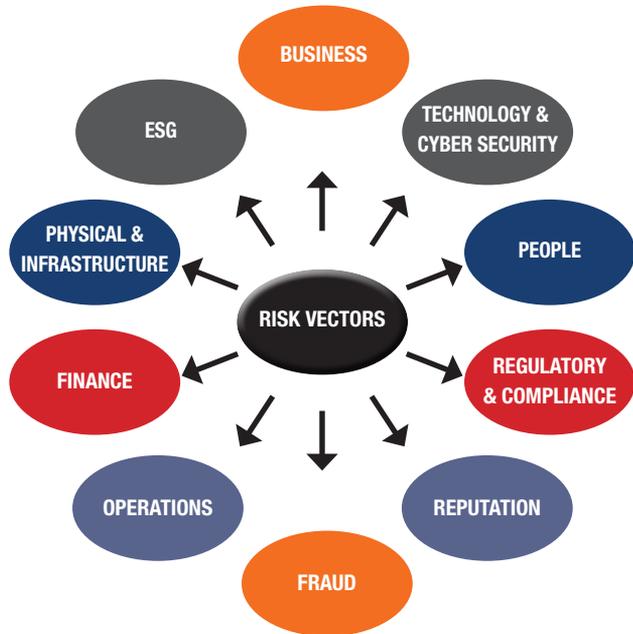


RISK MANAGEMENT ORGANIZATION STRUCTURE



The Key Roles and responsibility regarding risk management in the Company are summarized as follows:

Level	Key roles and responsibility
Risk Management Committee	<ul style="list-style-type: none"> ✓ Comprises of six Directors and one Independent External Expert : <ul style="list-style-type: none"> • Shri David Wright, Chairman • Shri S. S. Mundra – Member • Shri Umakant Jayaram – Member • Sushri Jayshree Vyas – Member • Justice Shiavax Jal Vazifdar – Member • Prof. Subhasis Chaudhuri – Member • Shri Ramabhadran S. Thirumalai – Independent External Expert ✓ To formulate a detailed risk management policy. ✓ To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company. ✓ To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems. ✓ To periodically review the risk management policy. ✓ To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken. ✓ To review the Annual plan for Risk Management Presentations by various departments. ✓ To review the action taken report of Risk Management committee meetings.
Role of Risk and Control Owners	<ul style="list-style-type: none"> ✓ Risk and Control Owners monitor their areas for new risks/events or assess changes in risk exposure. ✓ Implementing prescribed risk mitigation actions and Risk Management measures. ✓ Reviewing the effectiveness of Risk Management Process.
Chief Risk Officer	<ul style="list-style-type: none"> ✓ Be part of the ERM Framework design process to have understanding of the framework from its inception. ✓ Assess the risk framework i.e., operationalized in terms of its effectiveness and the method of risk updation and testing. ✓ Ensure any key risk with immediate impact or developing risk situation is escalated to right authority without delay and mitigation plan is put in place. ✓ Ensure all key risks are reported to Risk Committee to ensure full disclosure. ✓ Identifying and putting emphasis on the potential impact of weaknesses in the risk management system.



RISK CATEGORIES

The Company's risk management framework is broadly categorized as risk vectors pertaining to (a) Business, (b) Technology & Cyber Security, (c) People (d) Regulatory and Compliance, (e) Reputation, (f) Fraud, (g) Operations, (h) Finance (i) Physical and Infrastructure and (j) Environmental Social and Governance (ESG).

RISK MANAGEMENT PROCEDURE

Risk Identification

The risk identification involves identifying, recognizing, and describing risks that obstruct the attainment of the strategic and business goals of the organisation. BSE has in place, the system and measures to identify high-level risks related to operational, technological, regulatory and compliance, reputational, infrastructural, environmental and Strategic, etc. aspects of the organisation.

Risk Assessment

Each risk is assessed for impact (materiality of the risk if it occurs) and likelihood (at an agreed level of impact, the probability of the event taking place). This shall provide the inherent risk of the particular risk activity. Based on the impact and likelihood the risk exposure is categorized into categories based on defined matrix.

Residual Risk is derived after assessing the impact of the mitigation plan.

Risk Mitigation Measures

Mitigation actions are prepared and finalised, owners are identified, and the progress of mitigation actions are monitored and reviewed. The Risk Management Committee periodically reviews and monitors the mitigation actions, its effectiveness and provides its advice and insights to the mitigation teams.

The management along with risk and control owners remain vigilant in mitigating the risks that may come with changes in internal and external environment.

Risk Reporting

The top risk from the risk registers, its mitigation plans, periodic review of processes and new risks emanating from such reviews, a detailed update on ERM is presented and deliberated upon in the meetings of the RMC on a quarterly basis.

The risks identified by risk management function or roles at different levels in the organization are presented at appropriate level of governance structure. Critical risks or cross functional risks at each level are escalated to the next level in the governance structure. Critical risks under different categories of risks at group level are reviewed by Chief Risk Officer, Chief Executive Officer, Chief Financial Officer, Chief of Business Operations, Chief Information Officer, and Chief Regulatory Officer.

Risk Management Framework for the year

During the year, as a part of monitoring the key risks, the risk management function:

- a) Reviewed Technology, Information security risks including cyber-attacks and threat intelligence and continue to monitor the progress of mitigation actions, Update on vulnerabilities assessment penetrations testing etc. In addition to this, mitigation plan is executed for data access, its preservation and monitoring measures for internal users is implemented.
- b) Reviewed the Environmental, Social and Governance related initiatives and the roadmap for BSE's ESG framework.
- c) Reviewed people related risk areas like medical insurance coverage, tracking of employee health report related to COVID – 19 and vaccination status, review of attrition count, vacant positions, and analysis of exit interviews of the junior management, comparison with peers and steps to make BSE as a preferred employer.
- d) Reviewed the operational and compliance related risk areas like adequacy of Insurance coverage, fund shortage, margin adequacy, settlement delays and member defaults, effectiveness of collateral application, review of listed companies related litigation matters etc.
- e) Reviewed key operational risks and actions based on inputs from internal risk register, external assessment, internal audit findings and incidents.
- f) Monitoring by regulatory department, the key developments in the regulatory environment.

Due to the inherent risks in the Company's business activities, it is vital that BSE keeps improving risk management practices to strengthen the organisation through informed strategic and business decisions.

BSE's strategic vision for the ERM function is to embed ERM across processes, business strategy and key decision making to add significant and strategic organisational value.

12. COMPANY'S POLICIES

A. POLICY ON NOMINATION AND REMUNERATION

The Company's policy on Nomination and Remuneration includes criteria for determining qualifications, positive attributes and independence of a Director.

The Nomination and Remuneration Policy of the Company is performance driven and is designed to motivate employees, recognize their achievements and promote excellence in performance.

The Policy provides guidance on:

- (1) Selection and nomination of Directors to the Board of the Company;
- (2) Appointment of the Senior Management Personnel of the Company; and
- (3) Remuneration of Directors, Key Managerial Personnel and other employees.

The said policy is available on the website of the Company at <https://www.bseindia.com/downloads1/nrcpolicy.pdf>

B. POLICY ON CORPORATE SOCIAL RESPONSIBILITY ("CSR")

The Company has constituted a CSR Committee in accordance with Section 135 of the Act.

The Annual Report on CSR activities as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed to this Report as **Annexure C**.

The Company primarily works through BSE CSR Integrated Foundation towards supporting the projects in the areas of health, sanitation, technology incubators, eradicating hunger & poverty and various sectors covered under Schedule VII of the Act.

The CSR policy is available on the website of the Company at https://www.bseindia.com/downloads1/Corporate_Social_Responsibility_Policy.pdf

C. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism / Whistle Blower Policy pursuant to Regulation 22 of the Listing Regulations and Section 177(10) of the Act, enabling stakeholders to report any concern of unethical behaviour, suspected fraud or violation.

The said policy *inter alia* provides safeguard against victimization of the Whistle Blower. Stakeholders including Directors and Employees have access to the Managing Director & CEO and Chairperson of the Audit Committee.

During the year under review, no stakeholder was denied access to the Chairperson of the Audit Committee.

The said policy is available on the website of the company at https://www.bseindia.com/downloads1/Whistle_Blower_policy.pdf

D. POLICY ON RELATED PARTY TRANSACTIONS

All Related Party Transactions ("RPT") that were entered during the financial year were on arm's length basis and in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations. There were no materially significant RPTs transacted by the Company during the year that required Shareholders' approval under Regulation 23 of the Listing Regulations. None of the transactions with related parties fell under the scope of Section 188(1) of the Act. The disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC-2 is not applicable to the Company for FY 2022-23 and hence does not form part of this report.

The Policy on RPT is available on the website of the company at <https://www.bseindia.com/downloads1/13b0fdbf-fa4e-4b4d-9d9b-bedade5e70c2.pdf>

E. POLICY ON MATERIAL SUBSIDIARY

As required under Regulation 16(1)(c) of Listing Regulations, the Company has formulated and adopted a policy for determining Material Subsidiaries.

For FY 2022-23, Indian Clearing Corporation Limited ("ICCL") is the material subsidiary of the Company. As per Regulation 24A of Listing Regulations, the Secretarial Audit Report of ICCL is annexed as **Annexure D**.

The policy on Material Subsidiary is available on the website of the company at https://www.bseindia.com/downloads1/Policy_on_Material_Subsidiaries.pdf

F. INSIDER TRADING REGULATIONS

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), the Company has formulated a Code of Conduct for Prevention of Insider Trading ("Insider Trading Code") and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ("UPSI").

The Code of Practices and Procedures for fair disclosure of UPSI is available on the website of the company at https://www.bseindia.com/downloads1/Code_of_fair_disclosure_of_UPSI.pdf

G. DIVIDEND DISTRIBUTION POLICY

The Dividend Distribution Policy containing the requirements of Regulation 43A of Listing Regulations is annexed as **Annexure E** and is also available on the website of the company at https://www.bseindia.com/downloads1/BSE_Dividend_Distribution_Policy.pdf

13. DISCLOSURE AS REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has adopted a policy on Prevention of Sexual Harassment (POSH) at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour. An Internal Complaints Committee ("ICC") is already in place wherein the senior management (with women employees constituting the majority) personnel are its members. The ICC is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy.

The Company had conducted a workshop on POSH which was attended by all the employees. During the financial year ended March 31, 2023, no complaints pertaining to sexual harassment have been received.

14. RESOURCES COMMITTED TOWARDS STRENGTHENING REGULATORY FUNCTIONS AND TOWARDS ENSURING COMPLIANCE WITH APPLICABLE REGULATORY REQUIREMENTS

The Company being a recognised Stock Exchange is governed by SEBI. The Company ensures compliances with various regulations and guidelines issued by SEBI from time to time and strives to implement the best governance practices.

During the year under review, the Company's regulatory division comprised of departments, handling various critical aspects of regulatory compliances, as under:

- A. Listing Compliance
- B. Member Compliance
- C. Surveillance
- D. Inspection
- E. Investor Services
- F. Financial Surveillance
- G. Legal Regulatory
- H. Regulatory Correspondence
- I. Compliance monitoring and corporate relations

There are 155 resources in these functions at various designations. Each such function is reported to the Chief Regulatory Officer, who in turn reports to the Managing Director & CEO and Regulatory Oversight Committee.

The Company has ensured to make disclosures of various mandatory regulatory requirements along with reporting of the same to various

regulatory authorities in addition to informing the same to the Board of Directors and respective Committee.

For the financial year ending on March 31, 2023, BSE incurred direct and indirect expenses amounting to ₹ 2,176.01 Lakh as per activity-based accounting methodology towards strengthening regulatory functions and towards ensuring compliance with regulatory requirements.

15. COMMUNICATIONS

As the metaphoric voice of BSE, communication assumes a pivotal role in delivering precise and timely information to all stakeholders. Through an extensive range of communication channels, we have effectively disseminated comprehensive updates on newly introduced product offerings, services, regulatory developments, and investor education. Our collaborative approach with prominent industry bodies and trade associations has facilitated joint programs, fostering a business environment that benefits all participants. BSE has also established itself as a significant hub, hosting numerous international and Indian dignitaries, trade associations, and student organizations. These interactions further solidify our position as a trusted and influential institution within the financial landscape. Noteworthy recent events encompassed the visit of His Excellency Ibrahim Mohamed Solih, President of Maldives; the Women Director's Conclave graced by Smt. Nirmala Sitharaman, Hon'ble Union Minister of Finance & Corporate Affairs; and the launch of 'Finempower' – a financial literacy program conducted jointly with UN Women.

16. OTHER DISCLOSURES

A. MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to Regulation 34(2)(e) of the Listing Regulations, the Management Discussion and Analysis Report forms part of this Annual Report.

B. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility and Sustainability Report forms part of this Annual Report.

C. CORPORATE GOVERNANCE

Pursuant to the SECC Regulations, Listing Regulations and the Act, report on Corporate Governance as on March 31, 2023, forms part of this Annual Report. A Certificate from Practicing Company Secretary, confirming status of compliances of the conditions of Corporate Governance is annexed to the Corporate Governance Report.

D. INVESTOR PROTECTION FUND ("IPF")

The Company, through its IPF, regularly conducts Investor Awareness Programmes ("IAPs") throughout the country. IPF was instrumental in Conducting 12,398 IAPs during FY 2022-23. Out of this, 4926 IAPs were conducted through the IPF while 7472 IAPs were conducted through the Investors Services Fund ("ISF"). During the year, IPF conducted 190 Regional Investor Seminars jointly with SEBI across different parts of the country. IPF also periodically publishes TV, print, digital and online advertisements regarding Do's and Don'ts for investors, in order to educate them and enable them to safeguard their interests. During the year, several educational and other capital market awareness events were sponsored by IPF to raise awareness about corporate best practices. During the year,

IPF has managed 27 Investor Service Centres across India covering all the major state capitals, including Mumbai.

MAJOR INITIATIVES:

World Investor Week (WIW) 2022:

BSE IPF celebrated the globally popular event for investors called World Investor Week (WIW 2022) under the aegis of SEBI and International Organisation of Securities Commissions (IOSCO), from October 10-16, 2022.

WIW is a week-long global celebration promoted by the IOSCO to raise awareness about the importance of investor education and protection. In India, SEBI had worked with all the Market Infrastructure Institutions to make this a memorable and enriching week for all investors.

To mark the beginning of WIW celebrations, a Bell Ringing Ceremony was held on October 10, 2022, in BSE's International Convention Hall with Shri G P Garg, Executive Director, SEBI, as the Chief Guest, Shri Neeraj Kulshrestha, Chief Regulatory Officer, BSE along with Shri Bhavesh Vora, IPF Trustee and several senior dignitaries from SEBI and leading investor associations.

During the said Bell Ringing Ceremony, following key activities were undertaken by BSE IPF to celebrate WIW 2022 were launched: .

1. Launch of Financial Housie game called “FINHOUSIE”.

It was an interesting fun and learn activity which was conducted during WIW.

It was a learning and gamification tool used for investor education and awareness which help the participants to test their knowledge about securities market in a fun and engaging way.

2. Investors Awareness Programs (IAPs):

To spread the knowledge and education about investing in securities market by observing the qualities of a prudent investor, BSE IPF an aggregate of 1168 IAPs during the WIW 2022, including 8 IAPs conducted jointly with SEBI and CDSL, 22 IAPs in partnership with CDSL and balance 1138 conducted by various resource persons affiliated with BSE IPF/ISF. The total number of investors which were reached out through these programs was 67,424.

3. Quiz Programs:

A series of Quiz programs were held on each day of the WIW 2022, as under:

- i. For first 5 days an Online Nationwide Investor Quiz on capital markets was conducted free of cost wherein 3219 contestants participated. A Referral Guidebook was provided to all the registered participants to educate them on the various aspects of the securities market and help them prepare for the Quiz. The Quiz was conducted every day from 3:00 pm to 6:00 pm. Top 10 winners were selected for each day and were awarded with gift vouchers. Further, the top two winners from all the 5 days were awarded with a special Certificate and a gift voucher.

- ii. Special Quiz program on Commodity Derivatives Segment:

To spread awareness about Commodity Derivatives as advised by SEBI, a Quiz program was conducted exclusively on questions based on the Commodity Derivatives Segment. In view of the same, a set of Multiple-Choice Questions shared by SEBI were sent to all the registered participants, wherein 2039 contestants participated in the quiz. Top 10 winners were awarded with gift vouchers.

- iii. National level Quiz for students of Institute of Company Secretaries of India (ICSI)

Considering the importance of governance and enhancement of knowledge pertaining to governance framework applicable to listed entities, a nation-wide Quiz was conducted for the students of ICSI, in collaboration with ICSI, wherein 2146 students registered and 943 participated. Top 10 winners were awarded gift voucher.

4. Social media campaign

BSE IPF has created 12 videos on investors' awareness covering messages on 12 different topics in the interest of general investors in the capital market with one video being posted on all social media handles of BSE i.e., Facebook, LinkedIn, Twitter and Instagram during WIW. Further, each month, one new video is emailed to all newly joined investors in securities market in last one year (approx. over 4.5 crore), till WIW 2023.

5. Street plays

BSE IPF arranged Street Plays, performed by professionals at prominent busy locations in Mumbai, spreading awareness messages about various financial frauds. Total 16 street plays were performed during WIW as follows. These street plays received overwhelming response and appreciation from the people at every public location.

6. Special program for Women

In association with one of the resource persons carried out a series of talk shows on 6 days of week during WIW i.e. from October 10 – October 15, 2022, which was live on YouTube. Each show was of half an hour duration wherein prominent women financial experts discussed on one topic related to investment and financial wellbeing, on each day.

7. National Level Ad-Mad competition titled “Invest Wise Contest”

This was a national level initiative taken by BSE IPF where participants pan India were required to make their own videos based on the basic do's and don'ts of investment and send at the designated email id. The videos in English/Hindi could use animation, storytelling, skit, etc. to showcase their talent.

The competition received an overwhelming response from the participants from across the country demonstrating a high level of creativity in spreading the messages very effectively. In all 8172 videos were received from which the 10 best videos were selected and awarded cash prizes in the form of Gift vouchers and winner's certificates.

8. BSE building illumination and display of WIW banner on building.

Finally, we carried forward the unique initiative of last year of lighting up the face of the iconic BSE Building for all the days of WIW 2022 and also displaying the BSE, SEBI and WIW logo on top of the BSE building. Few important investor friendly messages were placed on the running ticker outside BSE's iconic Rotunda building while images of BSE IPF celebrating WIW 2022 were flashed on the giant TV screen outside the building.

E. GREEN INITIATIVE

In order to address the environmental concerns, the Company is undertaking steps to promote sustainability, by disseminating all agenda items of Board and Committee meetings electronically on a real time basis, by uploading them on a secured online application specifically designed for this purpose, thereby eliminating circulation of printed agenda papers.

F. THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

During the year, no proceedings has been initiated under Insolvency and Bankruptcy Code for default in payment of debt. Further, Company has also not initiated any proceedings against the defaulting entities. However, it had lodged its claim with the resolution professional/liquidator appointed for defaulting listed companies.

G. THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONETIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the period under review, Company has not taken any loans from the banks or financial institutions. Accordingly, there has been no onetime settlement or valuation done for this purpose.

17. ACKNOWLEDGEMENTS

The Board sincerely thanks the Government of India, SEBI, RBI, IRDA, GIFT City Ltd., CERC, the Government of Maharashtra, other State Governments and various government agencies for their continued support, co-operation and advice.

The Board places on record its gratitude to the members of various committees for their guidance and leadership and for providing valuable contribution towards the functioning of respective committees during the year.

The Board also acknowledges the support extended by trading members, issuers, investors in the capital market and other market intermediaries and associates.

The Board expresses sincere thanks to all its business associates, consultants, bankers, vendors, auditors, solicitors and lawyers for their continued partnership and confidence in the Company.

The Board further extend its sincere appreciation to all the employees for their dedication and contribution and to all the shareholders for their trust and confidence in the management of the Company. The Board is also deeply touched by the efforts, sincerity and loyalty displayed by the employees for their commitment, co-operation and collaboration in advancing the mission and vision of the Company towards achieving its goals.

For and on behalf of the Board of Directors

Date: Mumbai
Place: May 11, 2023

S. S. Mundra
Chairman

INFORMATION REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
A. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN REMUNERATION OF ALL THE EMPLOYEES OF YOUR COMPANY FOR THE FINANCIAL YEAR 2022-23 IS AS FOLLOWS:

Name of Director	Ratio of the remuneration of Director to median remuneration
Shri S. S. Mundra	3.73
Justice Vikramajit Sen - Chairman & Public Interest Director upto May 18, 2022	0.59
Shri Umakant Jayaram	4.41
Shri David Wright	4.26
Sushri Jayshree Vyas	3.95
Shri T. C. Suseel Kumar	3.29
Prof. Subhasis Chaudhuri – Public Interest Director w.e.f., May 19, 2022	3.27
Justice Shiavax Jal Vazifdar – Public Interest Director w.e.f., May 19, 2022	2.48
Shri Sumit Bose - Public Interest Director upto May 18, 2022	0.86
Dr. Padmini Srinivasan – Public Interest Director w.e.f., February 14, 2023	0.13
Shri Sundararaman Ramamurthy - MD & CEO w.e.f., January 04, 2023. ¹	13.90
Shri Ashishkumar Chauhan - MD & CEO upto July 25, 2022. ¹	116.84

¹ Total remuneration considered stated above is excluding 50% of variable pay to be paid on deferred basis after 3 years and including variable pay of prior years' which has been paid during the financial year 2022-23 as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

B. DETAILS OF PERCENTAGE INCREASE IN THE REMUNERATION OF EACH DIRECTOR, CHIEF FINANCIAL OFFICER AND COMPANY SECRETARY IN THE FINANCIAL YEAR 2022-23 ARE AS FOLLOWS:
Remuneration paid to Managing Director and Chief Executive Officer:

Name	% increase / (decrease) in remuneration in the Financial Year^{1 & 2}
Shri Sundararaman Ramamurthy - MD & CEO w.e.f., January 04, 2023.	NA
Shri Ashishkumar Chauhan - MD & CEO upto July 25, 2022	- 4%

¹ Including payment of deferred variable pay representing 50% of the variable pay of prior year (along with interest thereon) on completion of 3 years as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

² Excludes 50% of the variable pay to be paid on deferred basis after 3 years as per the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018

Remuneration paid to Non-Executive Independent Directors:

Name	% increase/(decrease) in remuneration in the Financial Year
Shri S. S. Mundra	30%
Shri David Wright	37%
Sushri Jayshree Vyas	32%
Shri Umakant Jayaram	31%
Justice Vikramajit Sen – Chairman & Public Interest Director upto May 18, 2022	-79%
Shri Sumit Bose - Public Interest Director upto May 18, 2022	-74%
Prof. Subhasis Chaudhuri – Public Interest Director w.e.f., May 19, 2022	NA
Justice Shiavax Jal Vazifdar – Public Interest Director w.e.f., May 19, 2022	NA
Dr. Padmini Srinivasan – Public Interest Director w.e.f., February 14, 2023	NA

Remuneration paid to Non-Executive Non-Independent Shareholder Directors:

Name	% increase in remuneration in the Financial Year
Shri T. C. Suseel Kumar	31%

Remuneration paid to Key Managerial Personnel (KMP):

Name	Designation	% increase in remuneration in the Financial Year ¹
Shri Nayan Mehta	Chief Financial Officer	16%
Shri Vishal Bhat	Company Secretary and Compliance Officer	96%

¹ Including payment of deferred variable pay representing 50% of the variable pay of prior year (along with interest thereon) on completion of 3 years as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. It excludes 50% of the Variable Pay to be paid on deferred basis after 3 years as per the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

C. PERCENTAGE INCREASE IN THE MEDIAN REMUNERATION OF EMPLOYEES IN THE FINANCIAL YEAR 2022-23: 1%

D. NUMBER OF PERMANENT EMPLOYEES ON THE ROLLS OF THE COMPANY AS ON MARCH 31, 2023: 465

E. AVERAGE PERCENTILE INCREASE ALREADY MADE IN THE SALARIES OF EMPLOYEES OTHER THAN THE MANAGERIAL PERSONNEL IN THE LAST FINANCIAL YEAR AND ITS COMPARISON WITH THE PERCENTILE INCREASE IN THE MANAGERIAL REMUNERATION AND JUSTIFICATION THEREOF AND POINT OUT IF THERE ARE ANY EXCEPTIONAL CIRCUMSTANCES FOR INCREASE IN THE MANAGERIAL REMUNERATION:

The average percentile increase in the salaries of employees other than the managerial personnel in the last Financial Year is **7%**. The average percentile increase in the salaries of managerial personnel is **8%**.

F. IT IS HEREBY AFFIRMED THAT THE REMUNERATION IS AS PER THE REMUNERATION POLICY OF THE COMPANY

INFORMATION REQUIRED UNDER REGULATION 27(5) & (6) OF THE SECURITIES CONTRACTS (REGULATION) (STOCK EXCHANGES AND CLEARING CORPORATIONS) REGULATIONS, 2018, FOR THE PERIOD FROM APRIL 1, 2022 TO MARCH 31, 2023

Sr. No.	Name of Key Management Personnel	Designation	Compensation* (amount in ₹)	Ratio of the Compensation of Key Management Personnel to median Compensation
1.	Mr. Sundararaman Ramamurthy [®]	Managing Director and Chief Executive Officer	1,05,33,774	13.90
2.	Mr. Nayan Mehta [®]	Chief Financial Officer	2,21,23,655	29.20
3.	Mr. Neeraj Kulshrestha [®]	Chief Regulatory Officer	2,11,03,910	27.85
4.	Mr. Kersi Tavadia [®]	Chief Information Officer	2,10,84,672	27.83
5.	Mr. Sameer Patil	Chief Business Officer	1,57,43,889	20.78
6.	Mr. Girish Joshi	Chief Trading Operations and Listing Sales	1,25,43,999	16.56
7.	Ms. Kamala K	Chief Risk Officer	29,14,177	3.85
8.	Ms. Ritu Kundu	General Manager - Human Resources	17,06,404	2.25
9.	Mr. Gopalkrishnan Iyer	Chief General Manager Listing Compliance	1,21,62,856	16.05
10.	Mr. Shankar Jadhav	Chief General Manager - Strategy	1,21,26,772	16.00
11.	Mr. Shivkumar Pandey	Chief Information Security Officer	1,16,06,549	15.32
12.	Mr. Ajay Thakur	Senior General Manager	94,01,437	12.41
13.	Mr. Rahul Sharma	Senior General Manager - Information Technology (Infrastructure)	91,35,300	12.06
14.	Mr. Vivek Garg	Senior General Manager - Business Operations	82,90,163	10.94
15.	Mr. Mahendra Tawde	Senior General Manager - Human Resources	82,42,870	10.88
16.	Mr. Ketan Jantre	Senior General Manager - Trading Operations	82,28,859	10.86
17.	Ms. Usha Sharma	Senior General Manager Membership Compliance	80,14,811	10.58
18.	Mr. Bhushan Mokashi	General Manager - Listing Sales	76,11,664	10.05
19.	Mr. Rajendra Sharma	Senior General Manager - Business Analytics	75,93,024	10.02
20.	Mr. Purushottam Saraf	General Manager - Surveillance	75,67,692	9.99

Sr. No.	Name of Key Management Personnel	Designation	Compensation* (amount in ₹)	Ratio of the Compensation of Key Management Personnel to median Compensation
21.	Mr. Vijukumar Pillai	Chief General Manager - Information Technology	69,79,589	9.21
22.	Mr. Jayesh Shah	Financial Controller	56,03,810	7.40
23.	Mr. Devendra Kulkarni	Additional General Manager - Information Technology (Networks)	52,27,186	6.90
24.	Ms. Varsha Mukadam	Assistant General Manager - Human Resources	5,49,800	0.73
25.	Mr. Dev Bhul	Head - Internal Control and Compliance and Chief Vigilance Officer	23,63,146	3.12
26.	Mr. Sachin Unkule	Senior General Manager - Surveillance	8,98,600	1.19
27.	Mr. Vishal Bhat	Company Secretary	15,94,582	2.10
28.	Mr. Ashishkumar Chauhan@	Managing Director and Chief Executive Officer (till July 25, 2022)	8,85,33,582	116.84
29.	Mr. Rajesh Saraf	Chief General Manager (till October 7, 2022)	82,88,813	10.94
30.	Mr. Shekhar Avinash Jain	Senior General Manager (till July 29, 2022)	30,18,372	3.98
31.	Ms. Snehal Ajay Dixit	General Manager (till November 16, 2022)	44,38,662	5.86

* Total Remuneration stated above is excluding 50% of Variable Pay to be paid on deferred basis after 3 years and including variable pay of prior year's which has been paid during the financial year 2022-23 as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

@ Employed on contractual basis in accordance with the employment terms and conditions and service rules.

INFORMATION REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND THE SECURITIES CONTRACTS (REGULATION) (STOCK EXCHANGES AND CLEARING CORPORATIONS) REGULATIONS, 2018, FOR THE PERIOD FROM APRIL 1, 2022 TO MARCH 31, 2023

Sr. No.	Name	Age (Yrs.)	Date of Joining	Total Remuneration in ₹*	Designation / Nature of Duties	Educational Qualifications	Experience in years	Previous Employment
1.	Shri Sundararaman Ramamurthy@	61	January 4, 2023	1,05,33,774	Managing Director & Chief Executive Officer	Executive Leadership Mentoring Programs: <ul style="list-style-type: none"> Adv. Mgmt. for Global Leadership – ISB & Kellogg, Leading Teams for high performance – ISB – Feb 2009 Leadership Skills for top management – ISB – Feb 2008 Certifications: <ul style="list-style-type: none"> Certificate of Training from University of Japanese Scientists & Engineers – 2012 Six Sigma Alchemy, Green Belt in Six Sigma, 2007 Global Association of Risk Professionals, Financial Risk Manager (FRM), Financial Risk Management, 2004 B.SC – 1982 CAIIB – 1986 ICWAI - 1993	40	<ul style="list-style-type: none"> MD & COO – India, Bank of America (BANA) SVP – National Stock Exchange of India (NSE) Industrial Development Bank of India (IDBI) State Bank of India (SBI) Indian Overseas Bank (IOB)
2.	Shri Nayan Mehta@	56	January 19, 2012	2,21,23,655	Chief Financial Officer	B. Com, ACMA, FCA	31	Joint General Manager (Accounts) - Credit Analysis & Research Ltd.

3.	Shri Neeraj Kulshrestha [@]	57	May 5, 2015	2,11,03,910	Chief Regulatory Officer	B.Sc. (Computer), MBA (Finance).	35	Executive Director at Morgan Stanley India
4.	Shri Kersi Tavadia [@]	60	October 25, 2010	2,10,84,672	Chief Information Officer	B.Sc., PGDCS, MFM, CISM	40	Chief Technology Office- HSBC Invest Direct Securities.
5.	Shri Sameer Patil	49	July 7, 2015	1,57,43,889	Chief Business Officer	B.Sc., MBA, DMM	24	Senior Vice President at MCX
6.	Shri Girish Joshi [#]	55	August 6, 2010	1,25,43,999	Chief Trading Operations and Listing Sales	B. Com, A.C.A, ACMA	32	Asst. General Manager at ICICI Bank
7.	Shri Gopalkrishnan Iyer	56	January 1, 1998	1,21,62,856	Chief General Manager	B. Com, FCA and CFA from ICFAI	33	Sr. Manager at Nucleus Securities Limited
8.	Shri Shankar Jadhav	56	November 15, 2012	1,21,26,772	Senior General Manager	B. Tech (IIT Bombay), PGDM (IIM Ahmedabad)	32	President at Quantum Project Infra
9.	Shri. Shivkumar Pandey	47	April 27, 2016	1,16,06,549	Group Chief Information Security Officer	B.E in Electronics and Telecommunication. Master's in information management	22	Chief Information Security Officer at National Payment Corporation of India
10.	Shri Ajay Thakur	55	December 13, 1996	94,01,437	Head – BSE SME (Business) & Startups	MSC	29	<ul style="list-style-type: none"> • Stock Holding Corporation of India Ltd. • Vadodara Stock Exchange

* Total remuneration stated above is excluding 50% of variable pay to be paid on deferred basis after 3 years and including variable pay of prior year's which has been paid during the financial year 2022-23 as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018

[@] Employed on contractual basis in accordance with the employment terms and conditions and service rules

[#] Shri Girish Joshi is holding 18 shares of the Company

Notes:

1. Remuneration as shown above includes salary, allowances, ex-gratia, leave encashment, contribution to Provident Fund, Performance Linked Bonus and other taxable value of perquisites.
2. None of the employees named above is relative of any Director of the Company.
3. Except Shri Girish Joshi, none of the employees named above hold any equity shares in the Company.
4. The Company does not have any Employees Stock Option Plan (ESOP) Scheme for its employees.

For and on behalf of the Board of Directors

Date : May 11, 2023
Place : Mumbai

Shri S. S. Mundra
Chairman

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel Rules, 2014)]

To,
The Members,
BSE LIMITED
25th Floor, P. J. Towers
Dalal Street, Mumbai - 400 001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BSE LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **March 31, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **March 31, 2023** according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under.
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- iii) The Depositories Act, 1996 and the Regulations and Bye laws framed there under.
- iv) Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made there under to the extent of Foreign Direct Investment and overseas Direct Investment.
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable**
 - e. Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - **Not Applicable**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - **Not Applicable**
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; - **Not Applicable**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

- j. Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the Company has complied with the following laws applicable specifically to the Company:-
- a. Securities and Exchange Board of India Act, 1992 & Circulars, Master Circulars and Regulations issued by SEBI and applicable to the Company.
- b. Securities Contracts (Regulation) (Stock Exchanges & Clearing Corporations) Regulations 2018.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, as mentioned above.

We further report that:

- the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Public Interest Directors (Independent Directors) and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- adequate notices is given to all Directors to schedule Board Meetings. Agenda and detailed notes on agenda were sent seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As per the minutes of the meetings duly recorded and signed by the Chairman, all decisions at Board and Committees meetings are were carried out unanimously, as recorded in the minutes of the Board and Committee meetings.

There are adequate systems and processes exist in place in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, and as mentioned in our secretarial Compliance report dated May 11, 2023 -:

1. SEBI had passed an Order dated April 12, 2022, against BSE imposing a penalty of Rs. 3 crores in the matter of supervision and inspection of Karvy Stock Broking Ltd. BSE had filed an appeal before Hon'ble Securities Appellate Tribunal challenging the SEBI's Order. The Hon'ble Securities Appellate Tribunal has stayed the said Order vide its Order dated November 14, 2022, and the appeal is pending.
2. SEBI had passed an Order dated July 29, 2022, against BSE imposing a penalty of Rs. 3 lakhs for alleged violation of Regulation 38 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. BSE had challenged the said Order before Hon'ble Securities Appellate Tribunal by filing an appeal. The Hon'ble Securities Appellate Tribunal, vide its Order dated January 30, 2023, has stayed the said SEBI Order and the appeal is pending.

For **Dhrumil M Shah & Co. LLP**

Practising Company Secretaries

ICSI URN: L2023MH013400

PR: 3147/2023

Dhrumil M Shah

Partner

Place: Mumbai

Date: 11/05/2023

FCS 8021 | CP 8978

UDIN: F008021E000278225

*This Report is to be read with our letter of even date which is annexed as **Annexure- I** and forms an integral part of this report.*

**ANNEXURE I
(TO THE SECRETARIAL AUDIT REPORT)**

To,
The Members,
BSE LIMITED

Our report of even date is to be read along with this letter:

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Dhrumil M Shah & Co. LLP**
Practising Company Secretaries
ICSI URN: L2023MH013400
PR: 3147/2023

Dhrumil M Shah
Partner

FCS 8021 | CP 8978

UDIN: F008021E000278225

Place: Mumbai

Date: 11/05/2023

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ("CSR") ACTIVITIES

1. BRIEF OUTLINE OF THE COMPANY'S CSR POLICY

The purpose of the CSR Policy is to support initiatives in areas that would maximize social welfare. The CSR Policy is aligned to BSE's tradition of facilitating educational & financial inclusion and job creation. The CSR Policy has put in place a framework to identify the areas of focus to achieve the purposes, as stated above.

The primary focus areas as identified in the CSR Policy are as follows:

- i. Promoting innovation, science and technology through contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government.
- ii. Disaster management, including relief, rehabilitation and reconstruction activities.
- iii. Eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.
- iv. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

Any other CSR activity as allowed under Section 135 read with Schedule VII of the Companies Act, 2013.

The CSR Policy of the Company is available on the website at https://www.bseindia.com/downloads1/Corporate_Social_Responsibility_Policy.pdf

BSE and its group companies have established a section 8 company namely "BSE CSR Integrated Foundation" to carry out the CSR activities on their behalf.

2. COMPOSITION OF CSR COMMITTEE:

Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Sushri Jayshree Vyas	Chairperson / Public Interest Director	4	4
2.	Shri Umakant Jayaram	Member / Public Interest Director	4	3
3.	Shri David Wright	Member / Public Interest Director	4	4
4.	Justice Shiavax Jal Vazifdar ¹	Member / Public Interest Director	3	3
5.	Shri T. C. Suseel Kumar	Member / Shareholder Director	4	4
6.	Shri Sundararaman Ramamurthy ²	Member / Managing Director & CEO	1	1
7.	Justice Vikramajit Sen ³	Member / Public Interest Director	1	1
8.	Shri Ashishkumar Chauhan ⁴	Member / Managing Director & CEO	1	0

¹ Appointed as a member w.e.f. June 3, 2022

² Appointed as a member w.e.f. January 4, 2023

³ Ceased to be a member w.e.f. May 18, 2022

⁴ Ceased to be a member w.e.f. July 25, 2022

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The details are disclosed on the Company's website at https://www.bseindia.com/static/investor_relations/corporatesocialrespons.html

4. **The executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.:** Not Applicable
5. (a) **Average net profit of the Company as per sub-section (5) of section 135:** ₹ 13,842.39 Lakh
 (b) **Two percent of average net profit of the company as per sub-section (5) of section 135 (two percent of ₹ 13,842.39 Lakh):** ₹ 276.85 Lakh
 (c) **Surplus arising out of the CSR Projects or programmes or activities of the previous financial years:** Nil
 (d) **Amount required to be set-off for the financial year, if any.:** Nil
 (e) **Total CSR obligation for the financial year [(b)+(c)-(d)]:** ₹ 276.85 Lakh
6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).:** ₹ 276.85 Lakh
 (b) **Amount spent in Administrative Overheads.:** Nil
 (c) **Amount spent on Impact Assessment, if applicable.:** Nil
 (d) **Total amount spent for the Financial Year [(a)+(b)+(c)]:** ₹ 276.85 Lakh
 (e) **CSR amount spent or unspent for the Financial Year:**

Total amount spent for the financial year. (in ₹ Lakh.)	Amount Unspent (in Lakhs.)			
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.	
	Amount	Date of transfer	Name of Fund	Amount
276.85	Not Applicable		Not Applicable	

(f) Excess amount for set-off, if any:

Sr. No.	Particular	Amount (in Lakhs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	276.85
(ii)	Total amount spent for the Financial Year	276.85
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Nil

7. Details of Unspent CSR amount for the preceding three Financial Years: Not Applicable

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any Amount (in ₹) Date of transfer	Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	FY 2019-2020						
2.	FY 2020-2021				Not Applicable		
3.	FY 2021-2022						

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: Not Applicable

Yes / No: Not Applicable

If Yes, enter the number of Capital assets created/ acquired – Not Applicable

Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.:

Not Applicable

Place: Mumbai

Date: May 10, 2023

Sundararaman Ramamurthy

Managing Director & CEO

Jayshree Vyas

Chairperson

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Indian Clearing Corporation Limited,
25th Floor, P. J. Towers,
Dalal Street, Mumbai 400001.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indian Clearing Corporation Limited** (hereinafter called the '**Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of the Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 ('**Audit Period**'), complied with the Statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, Minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023 according to the provisions of:

1. The Companies Act, 2013 (the 'Act') and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - **Not applicable to the Company during the year under review as the Company does not have any Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 - **Not applicable to the Company;**
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 - **Not applicable to the Company;**
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not applicable to the Company;**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Shared based Employee Benefits) Regulations, 2014 - **Not applicable to the Company;**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable to the Company;**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - **Not applicable to the Company as the Company is not registered as Registrar and Share Transfer Agent;**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not applicable to the Company;**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable to the Company and**

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India (SS-1 & SS-2);

- b) Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ('**SECC Regulations**') and
- c) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - applicable to the extent of Regulations 17 to 27, 46(2)(b) to 46(2)(i) and Para C, D, E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as per the requirement of Regulation 33 of the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observation: -

- a) *Pursuant to Schedule II Part A of the SECC Regulations, 2015: Code of Conduct for the Public Interest Directors Point (b), the Public Interest Directors shall meet separately, at least once in six months to exchange views on critical issues. It is observed that Company did not hold any meeting of its Public Interest Directors during the first half of Financial Year 2022-23 i.e. from April 1, 2022, till September 30, 2022 - a period of six consecutive months.*

I further report that:

- ☞ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Public Interest Directors (Independent Directors). The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ☞ Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on the agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ☞ All decisions at the Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be. As per the records provided by the Company, none of the members of the Board dissented on any resolution passed at the meeting of the Board.
- ☞ Based on the Compliance and Exception Report as placed before and taken on record by the Board of Directors in their Meetings, I am of the opinion that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable Laws, Rules, Regulations and Guidelines.

I further report that during the audit period no event other than what is reported below, has occurred, which has major bearing on the Company's affairs in pursuance of the above referred laws, Rules, Regulations, Guidelines, Standards etc :

- ☞ The Company at its Extraordinary General Meeting held on January 25, 2023, approved an increase in borrowing limits under Section 180 (1) (c) of the Companies Act, 2013, from ₹ 4,600 Crores (Rupees Four Thousand and Six Hundred Crores Only) to ₹ 8,000 Crores (Rupees Eight Thousand Crores Only).

For **Shweta Gokarn & Co.**

Company Secretaries

Peer Review Regn.: 1693/2022

Ms. Shweta Gokarn

ACS: 30393

CP No:11001

UDIN: A030393E000182347

Date: April 24, 2023

Place: Navi Mumbai

Note: This report is to be read with our letter of even date, which is annexed as '**ANNEXURE A**' and forms an integral part of this report..

The Members,
Indian Clearing Corporation Limited,
25th Floor, P. J. Towers,
Dalal Street, Mumbai 400001.

My report of even date is to be read along with this letter. This is to state that:

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. I believe that the processes and practices I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of corporate laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. Wherever required, I have obtained and relied on the Management representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
6. The Secretarial Audit Report for the financial year ended on March 31, 2023 is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Shweta Gokarn & Co.**

Company Secretaries
Peer Review Regn.: 1693/2022

Ms. Shweta Gokarn

ACS: 30393

CP No:11001

UDIN: A030393E000182347

Date: April 24, 2023

Place: Navi Mumbai

DIVIDEND DISTRIBUTION POLICY

The Board of Directors (the “**Board**”) of BSE Limited (the “**Company**”) has adopted this dividend distribution policy (“**Policy**”) formulated in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This progressive Policy reflects the intent of the Company to maintain or grow the dividend each year, while recognizing that some earnings fluctuations are to be expected and that the dividend declared by the Board will reflect its view of the earnings prospects over the entirety of the investment cycle.

The Board, while considering the decision of dividend pay-out or retention of a certain amount or entire profits of the Company, shall, as far as possible, continue to strike a balance between the interests of the business, our financial creditors and our shareholders.

This updated Policy has been adopted by the Board with effect from Financial Year 2017-18.

Guidelines for Dividend Declaration

The Board shall consider the following factors while declaring / recommending dividend:

1. Circumstances under which Shareholders can expect Dividend: Dividend will generally be paid once a year. Dividends for any financial year will generally be paid out of net profit earned during the said year. However, in special circumstances which include maintaining dividend rate, the Board may at its discretion, declare interim dividends and also declare dividend out of retained earnings.
2. Financial Factors: The dividend, if any, will depend on a number of factors, including but not limited to the Company's result of operations, earnings capital requirements and surplus, quantum of profits, current and future cash flow requirements, providing for unforeseen events and contingencies and general financial conditions as the Board may deem fit.
3. Other Internal / External Factors: Internal factors include business expansion plan, investment plans, contractual restrictions, or other strategic priorities as may be considered prudent by the Board. External factors include market conditions, competition intensity, applicable legal restrictions, adherence to requirements stipulated under the regulations formulated by the Securities and Exchange Board of India, the Companies Act and rules thereunder, as amended from time to time, taxation and other factors considered relevant by our Board.
4. Utilization of Retained Earnings: Retained earnings will generally be used to strengthen the financial position of the Company and will be used for declaration of dividends in special circumstances including maintenance of dividend rate.
5. The Company currently has only one class of shares, viz. equity, for which this Policy is applicable. This Policy is subject to review if and when the Company issues different classes of shares.

Dividend will continue to be accrued and payable with respect to shares held in abeyance.

The Policy shall be published in the annual report of the Company and available on the Company's website.

The adequacy of this Policy shall be reviewed and reassessed periodically and updated by the Board based on the changes that may be brought about due to any regulatory amendments or otherwise.

Management Discussion & Analysis Report

1. ECONOMIC OUTLOOK

A. ECONOMIC ENVIRONMENT

As per the World Economic Outlook April 2023, global growth is expected to be at 2.8% in 2023 before rising modestly to 3% in 2024. Global inflation will decrease, although more slowly than initially anticipated, from 8.7% in 2022 to 7% this year and 4.9% in 2024. Advanced economies are expected to see an especially pronounced growth slowdown, from 2.7% in 2022 to 1.3% in 2023. In a plausible alternative scenario with further financial sector stress, global growth is expected to decline to ~2.5% in 2023—the weakest growth since the global downturn of 2001, barring the initial COVID-19 crisis in 2020 and during the global financial crisis in 2009—with advanced economy growth falling below 1%.

Although inflation has declined as central banks have raised interest rates and food and energy prices have come down, underlying price pressures are rising, with labor markets tight in several economies. Side effects from the fast rise in policy rates are becoming apparent, as banking sector vulnerabilities have come into focus and fears of contagion have risen across the broader financial sector, including nonbank financial institutions. Policymakers have taken forceful actions to stabilize the banking system.

In parallel, the other major forces that shaped the world economy in 2022 seem set to continue into this year, but with changed intensities. Debt levels remain high, limiting the ability of fiscal policymakers to respond to new challenges. Commodity prices that rose sharply following Russia's invasion of Ukraine have moderated, but the war continues, and geopolitical tensions are high. Infectious COVID-19 strains caused widespread outbreaks last year, but economies that were hit hard, most notably China, appear to be recovering, easing supply-chain disruptions. Despite the incentives from lower food and energy prices and improved supply-chain functioning, risks are firmly to the downside with the increased uncertainty from the recent financial sector turmoil.

Risks to the outlook are heavily skewed downside, as financial sector stress could amplify, and contagion could take hold, weakening the real economy through a sharp deterioration in financing conditions and compelling central banks to reconsider their policy paths. The war in Ukraine could intensify and lead to more food and energy price spikes, pushing inflation up. Core inflation could turn out more persistent than anticipated, requiring even more monetary tightening to tame. Central banks are expected to remain steady with their tighter anti-inflation stance, but also be ready to adjust to address financial stability concerns as developments demand.

- **Inflation, although declining, Remains Elevated**

Global headline inflation has been declining since mid-2022 at a three-month seasonally adjusted annualized rate. A fall in fuel and energy commodity prices, particularly for the United States, Euro Area, and Latin

America, has contributed to this decline. To dampen demand and reduce underlying (core) inflation, the lion's share of central banks around the world have been raising interest rates since 2021.

As of early 2023, however, financial markets anticipated that less policy tightening would be needed than central banks suggested, leading to a divergence that raised the risks for a significant market repricing.

- **High Debt – Public and Private**

As a result of the pandemic and economic upheaval over the past three years, private and public debt have reached levels not seen in decades in most economies and remained high, despite their fall in 2021–22 on the back of the economic rebound from COVID-19 and the rise in inflation. Monetary policy tightening has led to sharp increases in borrowing costs, raising concerns about the sustainability of some economies' debts. Among the group of emerging market and developing economies, the average level and distribution of sovereign spreads increased markedly in the summer of 2022, before coming down in early 2023. The effects of the latest financial market turmoil on emerging market and developing economy sovereign spreads have been limited so far, but there is a tangible risk of a surprise increase in coming months should global financial conditions tighten further. The share of economies at high risk of debt distress remains high in historical context, leaving many of them susceptible to unfavorable fiscal shocks in the absence of policy actions.

- **Unwinding Commodity Shocks**

The shock of Russia's invasion of Ukraine in February 2022 continues to resonate around the world. Economic activity in Europe in 2022 was more resilient than expected given the large negative terms-of-trade fallout from the war and associated economic sanctions. Large budgetary support measures for households and firms in the European Union were deployed to help them weather the energy crisis. Oil and gas prices also began trending downward from their peaks in mid-2022. Together, these actions and channels have dampened the negative effects of the energy crisis in Europe, with better-than-expected levels of consumption and investment in the Q3 of 2022. Beyond Europe, a broad decline in food and energy prices in the Q4 of 2022, although prices were high, has brought some relief to consumers and commodity importers, contributing to the fall in headline inflation. Sustaining lower prices this year will depend on the absence of further negative supply shocks.

- **China's reopening economy**

The evolution of especially contagious SARS-CoV-2 variants kindled a surge in COVID-19 around the world in 2022. Eventually, these variants made their way to China, which had hitherto escaped much of the disease's spread, partly through strict containment measures. As the country's COVID restrictions were ultimately lifted, multiple large outbreaks

led to declines in mobility and economic activity in the Q4 of 2022 due to the disease's direct effects on human health and heightened fears of contagion. Supply disruptions also returned to the fore, even if temporarily, leading to a rise in supplier delivery times. The surge in infections compounded the headwinds from property market stresses in China. The Chinese authorities have responded with a variety of measures, including additional monetary easing, tax relief for firms, new vaccination targets for the elderly, and measures to encourage the completion and delivery of unfinished real estate projects. As COVID-19 waves subsided in January of this year, mobility normalized, and high-frequency economic indicators, such as retail sales and travel bookings, started picking up. With China absorbing about a quarter of exports from Asia and between 5-10% from other geographic regions, the reopening and growth of its economy will likely generate positive spillovers, with even greater spillovers for countries with stronger trade links and reliance on Chinese tourism.

A Challenging Outlook for 2023

A return of the world economy to the pace of economic growth that prevailed before the bevy of shocks in 2022 and the recent financial sector turmoil is increasingly elusive. More than a year after Russia's invasion of Ukraine and the outbreak of more contagious COVID-19 variants, many economies are still absorbing the shocks. The recent tightening in global financial conditions is also hampering the recovery. As a result, many economies are likely to experience slower growth in incomes in 2023, amid rising joblessness. Moreover, even with central banks having driven up interest rates to reduce inflation, the road back to price stability could be long. Over the medium term, the prospects for growth now seem dimmer than in decades.

- **A severe tightening in global financial conditions**

In many countries, the financial sector will remain highly vulnerable to the realized rise in real interest rates in the coming months, both in banks and in non bank financial institutions. In a severe downside scenario in which risks stemming from bank balance sheet fragilities materialize, bank lending in the United States and other advanced economies could sharply decline, with macroeconomic effects amplified by several channels. Household and business confidence would deteriorate, leading to higher household precautionary saving and lower investment. Depressed activity in the most affected economies would spill over to the rest of the world through lower demand for imports and lower commodity prices. As in past episodes of global financial stress, a broad-based outflow of capital from emerging market and developing economies could occur, causing further dollar appreciation, which would worsen vulnerabilities in economies with dollar-denominated external debt. The dollar appreciation would further depress global trade, as many products are invoiced in dollars. In an environment of elevated financial fragility, contagion could occur, with a sharp loss of investor appetite spreading across geographic regions and asset types. The market for safe assets (such as US or German government bonds) could also seize up, with reduced ease of trading amid a rush out of riskier assets.

- **Sharper monetary policy impact amid high debt:**

The interaction between rising real interest rates and historically elevated corporate and household debt is another source of downside risk, as debt servicing costs rise amid weaker income growth. This can lead to debt overhang, with lower-than-expected investment and consumption, higher unemployment, and widespread bankruptcies, especially in economies with elevated house prices and high levels of household debt issued at floating rates.

- **Stickier inflation:**

With labor markets remaining exceptionally tight in many countries, the incipient decline in headline and core inflation could stall before reaching target levels, amid stronger-than-expected wage growth. An even-stronger-than-predicted economic rebound in China could, with an escalation of the war in Ukraine, reverse the expected decline in commodity prices, raise headline inflation, and pass through into core inflation and inflation expectations. Such conditions could prompt central banks in major economies to tighten policies further and keep a restrictive stance for longer, with adverse effects on growth and financial stability.

- **Systemic sovereign debt distress:**

Several emerging market and developing economies still face sovereign credit spreads above 1,000 basis points. The easing in spreads since October 2022, which partly reflects the depreciation of the US dollar and lower import bills from declining commodity prices, has provided some relief. About 56% of low-income developing countries are estimated to be either already in debt distress or at high risk of it, and ~25% of emerging market economies are also estimated to be at high risk. While the level of external debt as a share of gross national income is on average one-third lower today than in the 1980s and 1990s, some vulnerabilities are more acute. A higher share of external debt is now issued at variable interest rates and in US dollars, implying greater exposure to monetary tightening in advanced economies.

- **Faltering growth in China:**

With a substantial share of economies' exports absorbed by China, a weaker-than-expected recovery in China would have significant cross-border effects, especially for commodity exporters and tourism-dependent economies. Risks to the outlook include the ongoing weakness in the Chinese real estate market, which could pose a larger-than-expected drag on growth and potentially lead to financial stability risks.

- **Escalation of the war in Ukraine:**

An escalation of Russia's war in Ukraine, now in its second year, could trigger a renewed energy crisis in Europe and exacerbate food insecurity in low-income countries. For the winter of 2022–23, a gas crisis was averted, with ample storage at European facilities thanks to higher liquefied natural gas imports, lower gas demand amid high prices, and atypically mild weather. The risks of price spikes, however, remain for next winter. A possible increase in food prices from a failed extension of the Black Sea Grain Initiative would weigh further on food importers, particularly those

that lack fiscal space to cushion the impact on households and businesses. Amid elevated food and fuel prices, social unrest might increase.

- **Fragmentation:**

Barriers to trade are steadily increasing. They range from the imposition of export bans on food and fertilizers in response to the commodity price spike following Russia's invasion of Ukraine to restrictions on trade in microchips and semiconductors and on green investment that are aimed at preventing the transfer of technology and include local-content requirements. Further geoeconomic fragmentation risks not only lower cross-border flows of labor, goods, and capital but also reduced international action on vital global public goods, such as climate change mitigation and pandemic resilience. Some countries may benefit from an associated rearrangement in global production, but the overall impact on economic well-being would likely be negative, with costs particularly high in the short term, as replacing disrupted flows takes time.

B. INDIAN ECONOMIC OUTLOOK

I. Economic Performance in FY 2022-23

The economy is estimated to have grown by 6.8% in fiscal year 2023. Despite global headwinds, expansion benefited from strong growth in private consumption by an estimated 7.3%, and in investment, up by an estimated 11.2%. On the supply side, GDP growth was supported by agriculture, up by 3.3%, and services, up by 8.8%. Trade, hotels, transport, and communication grew robustly by an estimated 14.0%. Manufacturing growth moderated yet remained positive at 0.6%, reflecting a slowdown in global growth and high input costs.

Headline inflation exceeded the inflation target range of 2%–6%, averaging 6.8% in the first 10 months of FY2022. At its highest, it reached 7.8% in April 2022. Global prices for oilseed, fertilizer, and fuel were elevated by the Russian invasion of Ukraine, an Indonesian ban on palm oil exports, a shortfall in global production of edible oil, and such domestic factors as disappointing wheat production and an unseasonably hot March spiking vegetable prices. These factors pushed food inflation to an average of 6.9% in the first 10 months of FY2022, while fuel inflation remained in double digits, averaging 10.6%. Inflation in both rural and urban areas was high in January 2023.

The government and the Reserve Bank of India undertook several measures to control inflation and its impact. The government banned exports of wheat and broken rice in 2022 to tamp down domestic price fluctuation and ensure food security. The ban on exports of broken rice was lifted in November 2022 but the ban on wheat remains. Further, the government increased fertilizer subsidies by about half to INR 2.25 trillion, the highest ever from the central government. The central bank has tightened monetary policy in a series of hikes since April 2022, raising its policy rate by 250 basis points to 6.50% in February 2023, higher than the pre-pandemic rate of 5.15%. As a result, the lending rate for fresh rupee loans increased by 137 basis points from April 2022 to reach 9.00% in January 2023.

Bank credit growth nevertheless picked up in 2022. Excluding public sector loans for buying crops from farmers, growth in bank credit almost doubled from 8.7% year on year in March 2022 to 16.7% in January 2023, exceeding expected nominal GDP growth at 15.2%. Bank credit for agriculture and allied activities grew by 14.4% and for services by 21.5%, but for industry by only 8.7%. Personal loans grew by 20.4%, pushing up growth in consumption. However, continued double-digit contraction of export credit reflected weakening exports.

Nonperforming loans (NPLs) declined to a 7-year low of 5.0% of all loans and advances at the end of September 2022. The decline is attributed to earlier regulatory reform undertaken by the government: enacting and implementing the Insolvency and Bankruptcy Code in 2016 and reforming public sector banks starting in 2018. A publicly owned asset-reconstruction company set up in 2021 aims to reduce NPLs on banks' balance sheets by acquiring stressed assets from banks and speeding their resolution. High nominal GDP growth helped reduce corporate debt stress by accelerating growth in corporate revenue and thus making it easier for them to service debt.

The central government fiscal deficit shrank from the equivalent of 6.8% of GDP in FY2021 to an estimated 6.4%. Expenditure cuts in areas other than energy, transport, and rural development left the government's fiscal position better than what was budgeted. Gross tax revenue is expected to greatly surpass the budget target of 2% with growth at 12.3%, which is still lower than nominal GDP growth. The current account deficit is expected to equal 2.9% of GDP in FY2022, its widest since FY2012. The main reasons are rising oil prices and a slowdown in global demand.

Despite weaker capital inflow, foreign exchange reserves remain comfortable. Foreign direct investment inflow declined from \$43.17 billion in the first 9 months of FY2021 to \$36.7 billion a year later as financial conditions tightened. Foreign portfolio investment outflow in FY2022 reflected higher policy interest rates in the US and rising global tensions. The Indian rupee had depreciated by 7.4% Y/Y at the end of January 2023, reaching a record low of INR 83.2 per dollar in October 2022. To keep the rupee from depreciating further, the central bank sold \$30.5 billion in international reserves. As of end of January 2023, foreign exchange reserves worth \$575.3 billion provided cover for an estimated 9.2 months of imports.

II. Economic Prospects for FY 2023-24

According to Asian Development Outlook (ADO) – April 2023 Update, India is expected by 6.8% in FY2024. Despite global headwinds, expansion benefited from strong growth in private consumption by an estimated 7.3%, and in investment, up by an estimated 11.2%. On the supply side, GDP growth was supported by agriculture, up by 3.3%, and services, up by 8.8%. Trade, hotels, transport, and communication grew robustly by an estimated 14.0%. Manufacturing growth moderated yet remained positive at 0.6%, reflecting a slowdown in global growth and high input costs.

Private consumption will be the main driver of growth. India's large domestic consumption base will mitigate the impact of a global growth slowdown.

A robust labor market and rising consumer confidence are indicators of relatively strong growth in consumption in FY2024 and FY2025. Further, a higher tax rebate and a raised income threshold for tax exemption, announced in the most recent budget, may increase disposable income for the middle class, also boosting private consumption.

However, public consumption is likely to grow slowly, as central government expenditure shifts toward investment. Private investment growth is likely to be lower in FY2024 given tightened monetary policy, high lending rates, global uncertainty, and moderating optimism on business conditions. However, FY2025 should bring fast growth in investment because of strong macroeconomic fundamentals; lower non performing loans in banks than in recent years, which supports banks' ability to lend; and significant corporate deleveraging, which has improved corporations' ability to borrow. Several government policies aiming to improve transport infrastructure, logistics, and the business ecosystem will induce greater private investment. However, the contribution of net exports to growth will be small as growth in both exports and imports of goods moderates in tandem with a slowing global economy, even as India's service exports remain relatively robust.

Manufacturing growth will be slow in FY2024 but pick up in FY2025 due to weak global demand but is expected to benefit as input price inflation moderates while relatively high prices persist for outputs. Production incentives introduced in April 2021 to boost manufacturing productivity and export competitiveness have attracted investment amounting to US\$ 5.6 billion. Electronics was one of the first industries covered by these schemes and is likely to see increased production and exports this fiscal year. However, other beneficiary industries may not see significant impact on output as early as FY2024. Manufacturing growth will likely be tepid in FY2024, given the global growth slowdown, but it is seen picking up in FY2025 as expected improvement in global economic conditions lifts private investment.

Services will strongly grow this fiscal year as business outlook remains positive and will be helped by recovery in tourism and other contact services as COVID-19 impact dissipate. Further, relatively resilient service exports despite the global slowdown will continue to boost growth in the sector. The value of transactions through the Unified Payments Interface, the public digital retail payment system, grew by 68% in FY2023 to February 2023, further driving service growth. India's introduction of a central bank digital currency is likely to accelerate the adoption of digital payment. Nevertheless, the contribution of services to GDP growth will be lower than in FY2022 as the high base effect from normalization after COVID-19 dissipates.

Inflation

Consumer inflation is forecast to moderate to 5% in FY2024, assuming moderation in oil and food prices. This will bring the rate back within the monetary policy target of 2%–6%. Inflation in FY2025 is expected to slow further to 4.5% as inflationary expectations are tamped down and global inflationary pressures subside. Monetary policy in FY2024 is expected to

become progressively less accommodative as core inflation, which excludes fuel and food prices, persists because of high inflation expectations and high input costs. Policy will become more accommodative in FY2025 in tandem with expected actions by the US Federal Reserve.

Fiscal Deficit

Fiscal policy will remain supportive of growth even as fiscal consolidation continues. The budget targets narrowing the central government's fiscal deficit to the equivalent of 6.4% of GDP in FY2023 and 5.9% in FY2024. The central government has reiterated that it is committed to bringing its fiscal deficit below 4.5% by FY2026. The projected deficit for general government, combining central and state governments, under the current fiscal consolidation plan is 7.5% of GDP by 2026, down from 10.4% in 2022.

India's public debt is on a sustainable path. After general government debt increased from 75% of GDP in 2020 to 89% in 2021 as the authorities responded to the pandemic, it declined to 84% in FY2023 and is expected to continue to decline gradually over the medium term. As it undertakes fiscal consolidation, the central government will still increase capital spending to support growth. This is important because capital spending is especially effective in India at spurring overall demand. Increased capital spending by the states is also important to garner more growth from public capital expenditure. However, the ability of states to contribute may be stymied unless their financial vulnerabilities are addressed.

Risks to Growth:

Risks to the growth outlook arise from both global and domestic factors. If global conditions do not deteriorate as much as anticipated, higher global demand will likely spur growth in India. However, any worsening of geopolitical tensions is likely to exert further downward pressure on global demand and increase uncertainty, tamping down India's growth rate and pushing up inflation. Domestically, weather shocks to agricultural production, including abnormal rainfall or higher temperatures, could spur food inflation, thereby putting further pressure on the central bank to raise interest rates.

2. INDUSTRY STRUCTURE AND DEVELOPMENTS

A. CAPITAL MARKET

Fiscal 2022-2023 was a volatile year for Indian equity markets. It had a poor performance in the first half of the fiscal 2022-23, gained momentum in the second half and remained volatile due to allegations on large Indian conglomerate.

Exchanges are organized markets designed to provide centralized facilities for the listing and trading of financial instruments, including securities issued by companies, sovereigns, and other entities to raise capital. Exchanges are crucial market intermediaries and are supervised by the SEBI. In certain cases, exchanges may also act as a self-regulatory organization responsible for supervising their members, corporates, and market participants. To give an overview of the dimension of the capital markets in India, as of FY 2021-22 there were 3 Stock Exchanges in the

Equity Cash, Equity derivatives and Currency Derivatives Segment and 4 in the Commodities Derivatives Segment, 4 clearing corporations, 2 depositories, 11,081 Foreign Portfolio Investors (FPIs), and 17 custodians, with a market capitalization of all listed companies at ₹ 258 trillion.

A stock exchange is a catalyst for nation building and not just a trading platform. A vibrant capital market is a large job creator with the number of intermediaries required to support each trade. The Exchange ecosystem supports various intermediaries' including brokers, sub brokers, corporates, banks, depositories, depository participants, custodians, and investors. The Stock Exchange industry in India has evolved rapidly in the past few years and spans multi asset classes – equities, equity derivatives, currency derivatives, commodity derivatives, ETF, mutual funds, debt, interest rate derivatives and power trading.

B. MAJOR POLICY DEVELOPMENTS FOR FY 2022-23

In the last year, SEBI has come out with major reforms like pledge - re-pledge to make sure that the security given for margin remains in client accounts, upfront margin requirements for all trades, Peak margin system to avoid over leverage, and segregation of client funds and securities. SEBI has been proactive in introducing several regulatory reforms in 2022, namely easing the norms for preferential allotment, bringing in mutual funds under the radar of insider trading, notifying rules for social stock exchanges, bringing in guidelines for online bond platforms, etc. The regulator ended FY 2023 by approving the new buyback norms, a governance framework for market infrastructure institutions, and empowering debenture holders. A series of regulatory changes introduced in relation to access to client funds has boosted transparency and improved risk management for the stock market ecosystem. Some of the Key regulations include the T+1 Settlement, Margin Pledge System, Block Mechanism in the DEMAT Account and Settlement of running account.

Guidelines relating to brokers from using one client's collateral to fund another's margins: With effect from May 2, 2022, brokers have to segregate and report collateral at client level, failing which they will be slapped with heavy penalties. This is a follow on step from September 2020, when the regulator replaced the erstwhile power of attorney (PoA) system with the margin pledge and re-pledge mechanism. The move followed widespread misuse of client funds by brokers. In October 2021, SEBI directed exchanges, clearing corporations, and brokers to disclose cash collateral of clients on T+1 (trading day plus one day) basis. The regulatory guidelines of collateral segregation framework have been designed with the intent and aim of providing transparency and traceability of collateral to the investors, providing individual collateral segregation and protection for all investors; and improving portability and quick return of collateral.

Block mechanism in the DEMAT account: On 16 July 2022, SEBI introduced a block mechanism in the DEMAT account of the clients who are undertaking sale transactions. The concept was introduced to ease the clearing corporation's operations of the Early Pay-in mechanism and the process of movement of shares back to the client's demat account in case the trade is not executed. The facility of the block mechanism shall be mandatorily applied to all the Early Pay-in transactions. As the shares

stay in demat account till the payin date, unlike in earlier cases, where they will be moved from demat to pool account well before payin date, all corporate action benefits, if any, will be directly credited to your bank / demat account.

Settlement of running accounts of clients' funds: SEBI also came out with new guidelines on settlement of running accounts of clients' funds lying with stockbrokers, which were applicable from October 1, 2022. Under the guidelines, the settlement of the running account of funds of the client will be done by the trading member after considering the End of the day (EOD) obligation of funds as on the date of settlement across all the exchanges on the first Friday of the quarter for all the clients. Earlier, brokers settled the client's unused funds lying in the trading accounts at least once in 90 days (every quarter) or 30 days. This was referred to as 'running account settlement' where the aim was to prevent misuse of excess cash by brokers. The new norms bring uniformity and ensure that the entire industry has one single day to work towards the settlement process. The intent of the online system is to discourage trading members from retaining excess funds of clients after settlement of running account, by considering all the client obligations across exchanges. SEBI has also floated a consultation paper for the public on strengthening safeguards to customer funds with various stockbrokers and clearing members.

T+1 settlement: A revolutionary move which changed the settlement cycle to 'T+1' from 'T+2' settlement. The move to shift to T+1 settlement came after two decades. Most major developed markets around the world still follow the T+2 system, with India taking the lead and setting the trend. With the UPI gateway functioning seamlessly on real-time basis, there should not be any problem in fund transfer from brokers to clients, and vice-versa. Reducing the number of days for settlement will help provide better liquidity to investors and thereby enhance trade and participation. This will also help investors in reducing the overall capital requirements with the margins getting released on T+1 day and thereby boosting operational efficiency as the rolling of funds and stocks will be quicker. Quick settlement could help avert the default risk of pay-in/pay-out for such voluminous transactions.

Major Announcements by SEBI:

Date	Title
29-Mar-23	Cyber Security and Cyber Resilience framework for Portfolio Managers
29-Mar-23	Review of time limit for disclosure of NAV of Mutual fund schemes investing overseas
27-Mar-23	Streamlining the onboarding process of FPIs
23-Mar-23	E-wallet investments in Mutual Funds
16-Mar-23	Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination
6-Mar-23	Framework for Adoption of Cloud Services by SEBI Regulated Entities (REs)

Date	Title
15-Feb-23	Maintenance of a website by stockbrokers and depository participants
15-Feb-23	Introduction of Issue Summary Document (ISD) and dissemination of issue advertisements
8-Feb-23	Entities allowed to use e-KYC Aadhaar Authentication services of UIDAI in Securities Market as sub-KUA
3-Feb-23	Manner of achieving minimum public shareholding
1-Feb-23	Transaction in Corporate Bonds through Request for Quote (RFQ) platform by Alternative Investment Funds (AIFs)
12-Jan-23	Participation of AIFs in Credit Default Swaps
11-Jan-23	Allowing stock exchanges to launch multiple contracts on the same commodity in commodity derivatives segment
10-Jan-23	Introduction of future contracts on Corporate Bond Indices
10-Jan-23	Change in control of Portfolio Managers providing Co-investment services
10-Jan-23	Comprehensive Framework on Offer for Sale (OFS) of Shares through Stock Exchange Mechanism
9-Jan-23	Standard Operating Procedure for handling of Stock Exchange Outage and extension of trading hours thereof
9-Jan-23	Mode of settlement for trades executed on the Request for Quote (RFQ) platform
30-Dec-22	Introduction of Investor Risk Reduction Access (IRRA) platform in case of disruption of trading services provided by the Trading Member (TM)
9-Dec-22	Foreign investment in Alternative Investment Funds (AIFs)
30-Nov-22	Inclusion of Equity Exchange Traded Funds as list of eligible securities under Margin Trading Facility
29-Nov-22	Introduction of credit risk based single issuer limit for investment by mutual fund schemes in debt and money market instruments
25-Nov-22	Framework to address the 'technical glitches' in Stockbrokers' Electronic Trading Systems
14-Nov-22	Registration and regulatory framework for Online Bond Platform Providers
28-Oct-22	Reduction in denomination for debt securities and non-convertible redeemable preference shares
19-Oct-22	Request for Quote (RFQ) platform for trade execution and settlement of trades in listed Non-convertible Securities, Securitised Debt Instruments, Municipal Debt Securities and Commercial Paper
13-Oct-22	Governing Council for Social Stock Exchange ("SSE")

Date	Title
30-Sep-22	Two-Factor Authentication for transactions in units of Mutual Funds
22-Sep-22	Issue and listing of Commercial Paper by listed REITs
22-Sep-22	Issue and listing of Commercial Paper by listed InvITs
19-Sep-22	Framework on Social Stock Exchange
19-Aug-22	Participation as Financial Information Providers in Account Aggregator framework
18-Aug-22	Block Mechanism in demat account of clients undertaking sale transactions
17-Aug-22	Guidelines for overseas investment by Alternative Investment Funds (AIFs) / Venture Capital Funds (VCFs)
4-Aug-22	Enhanced guidelines for debenture trustees and listed issuer companies on security creation and initial due diligence
29-Jul-22	Framework for automated deactivation of trading and demat accounts in cases of inadequate KYCs
27-Jul-22	Settlement of Running Account of Client's Funds lying with Trading Member (TM)
24-Jun-22	Introduction of Unified Payments Interface (UPI) mechanism for Infrastructure Investment Trusts (InvITs)
24-Jun-22	Introduction of Unified Payments Interface (UPI) mechanism for Real Estate Investment Trusts (REITs)
30-May-22	Processing of ASBA applications in Public Issue of Equity Shares and Convertibles

C. INDIAN CAPITAL MARKETS PERFORMANCE AND OUTLOOK

The Indian equity market was muted due to decadal high inflation, aggressive monetary policy stance by global central banks and Russia-Ukraine crisis, saw the Indian equity markets remain muted. In the year under review, the S&P BSE Sensex gained 0.72%.

The biggest macro factors influencing the markets include the shift in the power dynamics fueled by China's aggression towards Taiwan, ongoing U.S.-China conflict for supremacy, the continuing Russia-Ukraine war, the U.S. banking crisis and a looming recession. The impact of macro factors are expected to be mitigated by positive domestic factors acting as tailwinds for investors including the near completion of the earnings cycle, lower-than-expected inflation, and a pause on rate hikes by the Reserve Bank of India.

Private weather forecasting agency Skymet has predicted below-average rainfall, while the India Meteorological Department (IMD) has predicted 2023 rainfall at 96% of the long-period average, with a model error of $\pm 5\%$. This prediction is considered a "normal" year based on early estimates, with a threat of El Nino making an impact. While it is highly unlikely India will witness the El Nino effect which is predicted to form by June, if it does, it could have a severe impact on India's food grain production. The market is expected to closely monitor El Nino as it could have an impact

on various fronts such as inflation, interest rates, low industrial production (due to water availability), and lower tax collections, which could impact the markets.

Going into FY 2024, corporate earnings would be key among the many factors that will decide the market mood. Other major factors to impact Indian capital markets in the coming year include resurrection in consumption demand, growth led by policy reforms, move towards digitization and monetary stance of central banks of major economies, and economic and trade policies. Coupled with strong demographic dividend and economic growth, consumer demand conditions in the country will remain strong for a long period. Additionally, stable fiscal situation, moderate inflation rate, exports growth, rising FDI inflows point towards fundamental stability in the economy, which augurs well for the capital markets.

It is widely expected that the equity markets to remain vibrant as the country remains one among the top investment destinations. Among financial assets, majority of household savings in India are still concentrated in the form of cash deposits, gold, and real estate. This is in sharp contrast to developed economies where households rely on a mix of equities, pension products, insurance, and other financial products. As financial literacy levels improve and per capita savings increase, the allocation of savings into more financial products such as insurance, mutual funds and equities is expected to further increase.

3. CAPITAL MARKETS

A. OVERVIEW

BSE is the world's fastest Stock Exchange and the largest stock exchange in terms of number of companies listed. As of March 31, 2023, BSE is ranked #7 by market capitalization among global stock exchanges, and the largest in India. As of March 31, 2022, BSE was ranked #8 globally.

B. PRIMARY MARKET

The total number of companies listed on BSE as on March 31, 2023 was 5433 as compared to 5,350 as on March 31, 2022.

In FY 2022-23, Indian Investors showed faith in investing funds in Indian corporate sector primarily via the BSE fund raising platforms. ₹ 14.83 lakh crores (USD 180.83 bn) worth of funds was mobilized through listing of Equity, Bonds, REITs, InvITs and Commercial Papers,

During FY 2022-23, 40 companies tapped the market through the IPO process to get listed on the Mainboard of BSE. The amount raised through Mainboard IPOs in FY 2022-23 was ₹ 56,740 crore as against ₹ 1,11,610 crore in FY 2021-22.

In addition to 40 IPOs on the Mainboard, 63 companies raised ₹1002.47 crore through BSE SME platform in FY 2022-23

Two companies also raised ₹ 20,245 crore through InvITs in FY 2022-23.

With respect to debt capital the total amount mobilized through Privately Placed Debt Instruments ("PPDI") at BSE in FY 2022-23 was ₹ 5,31,139 crore as against ₹ 3,88,020 crore in FY 2021-22. During FY 2022-23,

there were 35 public issues of bonds, which mobilized ₹ 9,462 crore as against ₹ 11,589 crore in the FY 2021-22. Out of these 35 public issues, 20 issues (58%) were exclusively listed on BSE and the average bids garnered through BSE's Internet based Book Building Software ("iBBS") platform for these debt public issuances was 93%.

The total amount mobilized through Commercial Paper ("CP") at BSE in FY 2022-23 was ₹ 7,88,731 crore.

I. Mutual Fund Segment

The BSE StAR MF platform continues to be India's largest mutual fund distribution Infrastructure with 87% of market share amongst exchange-based platforms in mutual fund Industry. In FY 2022-23, BSE StAR MF crossed 26.45 Crore transactions witnessing **43%** growth as compared to 18.47 Crore transactions in FY 2021-22. The platform also registered 2478 new members on a platform, taking the total network to over 74,700 distributors in India. BSE StAR MF App (StAR MF Mobility) has processed over 51.79 lakh transactions, amounting to ₹ 7,207 crore in FY 2022-23.

SIP Book Size:

- In FY 2022-23, BSE StAR MF registered 1.25 crore new SIPs.
- For March 2023 the platform registered 12.36 lakh new SIPs amounting to ₹ 286 crore

Mutual Fund Industry pay a service charge on a per transaction basis, processed at BSE's StAR MF platform. This enables BSE to provide even better services to all investors in mutual funds bringing in further automation and certainty to the mutual funds investment process in India.

Innovations and unique features of BSE StAR MF

- The technology Infrastructure provided by BSE has created a super highway, which has boosted the mutual funds distribution for traditional distributors as well as new age e-commerce network of MFDs, Banks, Fintech platforms, brokers, broker branches and associates across India.
- BSE StAR MF supports all modes and type such as: Regular as well as Direct mutual funds schemes, Demat as well as Non demat mode of holding of mutual funds units.
- 24X7 order acceptance is available on BSE StAR MF Platform, along with continuous settlement of orders.
- New Value-added services Offering:
 - Portfolio Software Services
 - Phyigital Initiatives
 - EKYC
 - SIP Pause

- Overnight Investment framework facilitates BSE StAR MF Registered Investors:
 - To route idle monies as overnight investments, monies can be invested even for single day i.e. overnight.
 - Subscription and redemption can happen simultaneously on the same day.
- Only Infrastructure in India that supports 2 modes via Systematic Investment Plan (“SIPs”), which can be initiated as under:
 - Paperless SIP: Wherein the link for payment is created for 1st Instalment as well as subsequent Instalment, only available with BSE.
 - X-SIP/ National Automated Clearing House (“NACH” & “eNach”) based SIP Facility: Under this product, a single mandate can be used for investing in SIPs across all schemes and all Asset Management Companies (“AMCs”) registered with StAR MF. The SIP administration and the cost of administration is borne by BSE and the money is debited to the client’s bank account directly instead of debiting the member pool account.
 - X-SIP Facility with First order today flexibility: Enabling BSE StAR MF members to start SIP within couple of minutes instead of waiting for a month.
- Systematic Transfer Plan (“STP”) and Systematic Switch Plan (“SWP”), with “First order today” facility.
- Completely digital and real time onboarding of investors.
- Connectivity: Multi mode platform access;
 - Web – browser with CO-BRANDING facility,
 - APIs over leased lines,
 - WEB Services - APIs over internet.
 - Mobile App for distributors.

II. Municipal Bonds and Green Bonds

No Municipal Bonds were issued at BSE in F.Y. 2022-23.

The total amount mobilized through Municipal Bonds at BSE in FY 2021-22 was ₹ 100 Crore as against ₹ 350 Crore in FY 2020-21.

The total amount mobilized through Green Bonds at BSE in FY 2022-23 is ₹ 1,045 Crore as against ₹ 2,827 Crore in F.Y. 2021-2022.

III. Sovereign Gold Bonds

With Stock Exchanges being allowed to act as a receiving office for Sovereign Gold Bond (“SGB”) Scheme, BSE has become a significant platform for accepting retail bids in this product. BSE aggregates

application from its vast network of brokers and distributors and channels the same to RBI. Please find below the details on SGB bids received on BSE in the respective Tranches for FY 2022-23.

With Stock Exchanges being allowed to act as a receiving office for Sovereign Gold Bond (“SGB”) Scheme, BSE has become a significant platform for accepting retail bids in this product. BSE aggregates application from its vast network of brokers and distributors and channels the same to RBI. During the FY 2022-23 RBI has issued few tranches, BSE has received collection of 1006.00 kgs and value of ₹ 520.00 crores for the period mentioned.

C. SECONDARY MARKET

I. Equity Cash Segment (“ECM”)

The S&P BSE SENSEX ended FY 2022-23 at 58,991.52 compared to 58,568.51 at year end of FY 2021-22, an increase of 0.72% over the year. The average daily value of equity turnover on BSE in FY 2022-23 was ₹ 4,132 Crore, a Y-o-Y Decrease of about 23.4% from ₹ 5,396 Crore in FY 2021-22. The total turnover for year stood at ₹ 10.3 lakh crore.

II. Equity Derivatives Segment (“EDX”)

In EDX, the daily average value was ₹ 1,37,813 Crore in FY 2022-23 as compared to ₹ 2,66,445 Crore in FY in FY 2021-22. BSE Derivatives has recorded the highest turnover of 2,99,141 crore during the year.

III. Currency Derivatives Segment (“CDX”)

In CDX, the daily average turnover was ₹ 25,599 Crore for FY 2022-23 as compared to ₹ 26,672 Crore for FY in FY 2021-22, a decline of 4 percent. The average daily traded value for the month of September 2022 was ₹ 36,901 Crore, which was the highest since October 2018.

IV. Interest Rate Derivatives (“IRD”)

In IRD, the daily average turnover was ₹ 96 Crore for FY 2022-23 as compared to ₹ 178 Crore for FY in FY 2021-22.

V. Commodity Derivatives

In the commodity derivatives segment, the daily average turnover was ₹ 32 Crores for FY 2022-23 as compared to ₹ 2,969 Crore for FY in FY 2021-22.

VI. BSE SME Platform

The framework for SME Platforms to serve small and medium-sized enterprises on stock exchanges were established by SEBI vide its circular dated May 18, 2010. The BSE SME platform received the final approval of SEBI on September 27, 2011 and was launched on March 13, 2012. BSE SME IPO Index was launched on December 14, 2012 with 100 as the base.

On March 31, 2023, the value of this index reached 24,110.49. Additionally, the total market capitalization of all the 430 companies listed on BSE SME Platform reached INR 59,346.31Crore. During FY 2022-23 the SME platform continued to be a front-runner with a market share of 60%.

During FY 2022-23, 63 companies raised INR 1002.47 Crore from the market.

Migration to Main Board

As Per ICDR Guidelines for SME Platform, the Company may opt to migrate from SME board to the main board once the company's post issue face value capital crosses ₹ 10 Crore. The company must compulsorily migrate to Main board in case the post-issue face value capital crosses ₹ 25 Crore.

During FY 2022-23, 33 BSE SME companies have migrated to the BSE Main Board.

VII. Debt Market Segment ("DMS")

BSE witnessed reporting of Over the Counter ("OTC") trades in Corporate Bonds on New Debt Segment – Reporting, Settlement and Trading (NDS-RST) platform worth ₹ 6,59,827 Crore in FY 2022-23 as against ₹ 6,67,730 Crore in FY 2021-22. The Company has maintained the market share of 32% in FY 2022-23 for Corporate Bonds Reporting. In case of Statutory Liquidity Ratio ("SLR") securities i.e. Government Securities and Treasury Bills, trades worth ₹ 4,21,327.70 Crore were reported on NDS-RST in FY 2022-23 as against ₹ 4,29,103.67 Crore in FY 2021-22. BSE has its market share in reporting of Government securities at 58% in FY 2022-23.

Trading in Non-Convertible Debentures ("NCDs") and Bonds on 'F' group of BSE's equity platform saw volume of ₹ 4,730 Crore in FY 2022-23 as against ₹ 4,852 Crore in FY 2021-22. BSE's market share has increased to 71% in FY 2022-23 as compared to 67% in FY 2021-22 for the retail trading of Corporate Bonds.

The settlement volume for corporate bonds witnessed business of ₹ 2,37,427 Crore in FY 2022-23 as against ₹ 1,69,869 Crore in FY 2021-22. BSE's market share increased to 16% in FY 2022-23 as compared to 10% in FY 2021-22 for corporate bond settlement.

BSE Launched Request for Quote (RFQ) platform for execution and settlement of trades in NDS-RST system after receiving the markets regulator SEBI's approval w.e.f February 3, 2020. Total Volume in RFQ platform of BSE was ₹ 4,148 Crores for FY 2022-23 as compared to ₹ 8,543.79 Crores for FY 2021-22.

VIII. Non – Competitive Bidding ("NCB-GSec")

BSE has launched Non – Competitive Bidding in Government Securities (G-Sec), State Development Loans (SDL) and Treasury Bills (T-Bills) which allows retail investors to purchase G-Sec, SDL and T-Bills. The Company has received approval from the RBI and SEBI for acting as facilitator for non-competitive bidding (NCB) under RBI Auction in G-Sec, SDL and T-Bills.

BSE also launched a mobile app called "BSE Direct" as well as a Web based platform for Individual Investors to participate directly in the auction of G-Sec, SDL and T-Bill issued by the Government of India.

For the FY 2022-23, BSE has received bids worth ₹ 676.379 crore through its various bidding platform while in FY 2021-22, bids worth ₹ 467.698 Crore were received.

IX. Exchange Traded Funds ("ETF")

As on March 31, 2023, BSE had 114 ETFs listed on its platform, as compared with 83 as on March 31, 2022. During FY 2022-23, the average daily turnover in ETF is ₹ 19.68 Crore compared with ₹ 33 Crore in FY 2021-22.

X. Offer for Sale ("OFS") & Offer to Buy ("OTB")

Offer for Sale (OFS) is a secondary market mechanism used by existing listed companies wherein existing shareholders tender their shares to public investors on stock exchanges' trading window. During FY 2022-2023, there were 17 OFS issues out of which BSE was appointed as the Designated Stock Exchange in 10 issues (59%). Out of the 17 OFS issues, 8 issues were conducted exclusively on the BSE platform, the total amount raised through OFS issues on BSE platform was approx. INR 5136 Crore.

Similarly Offer to Buy (OTB) is also a secondary market mechanism wherein existing shareholders tender their shares on trading window to the Company in case of Buy-back, Acquirer in case of takeover or to the Promoter in case of delisting of securities. During FY 2022-2023, there were 136 such OTB issues, of which BSE was appointed as the Designated Stock Exchange in 123 issues (91%). Out of the 136 OTB issues, 113 issues were conducted exclusively on BSE platform, the total subscription through OTB issues on BSE Platform was INR 6725 Crores.

XI. Securities Lending & Borrowing ("SLB")

The SLB turnover at ICCL decreased by 28.23% from ₹ 6191 Crore in FY 2021-22 to ₹ 4443 Crore in FY 2022-23. The lending fees increased by 52.28% from ₹ 10.27 Crore to ₹ 15.64 Crore during this period.

Segment	FY 2022-23 (₹ Crore)	FY 2021-22 (₹ Crore)
Turnover for the period - 1 st Leg of SLB transactions	4443	6191
Lending fees	15.64	10.27

XII. Dissemination Board

SEBI issued a circular in October 2016, requiring all exclusively listed companies of Regional Stock Exchanges which are derecognized and are on Dissemination Boards of Nationwide Stock Exchanges to either list on a nationwide stock exchange or to provide exit to its investors. Following this, BSE has reached out to over 1,500 such companies admitted to BSE's Dissemination Board. BSE is working closely with SEBI to ensure smooth and proper exit to investors in such companies. During FY 2022-23, BSE reversed action initiated against Promoters / Directors of 05 exclusively listed companies, which were found to be compliant with SEBI circular dated October 10, 2016 and August 01, 2017 and consequently these companies were removed from the BSE's Dissemination Board. As on

March 31, 2023 there are 676 companies on the Dissemination Board of BSE.

XIII. Startups platform

BSE launched the Startups platform on 22nd December 2018, for companies seeking listing in the sector of IT, ITES, Bio-technology and Life Science, 3D Printing, Space technology, E-Commerce, Hi- Tech Defense, Drones, Nano Technologies, Artificial Intelligence, E-gaming etc. The criteria for listing is:

1. The Company should be registered as start-up with DPIIT. In case the company is not registered as Start-up with DPIIT then the company's paid-up capital should be minimum ₹ 1 crore.
2. The Company or the partnership / proprietorship / LLP firm or the firm which have been converted into the company should have a combined track record of at least 2 years at the time of filing the prospectus with BSE. There should be preferably investment by QIB investors (as defined under SEBI ICDR Regulations, 2009) / Angel Investors/ Accredited Investors for a minimum period of 2 years at the time of filing of draft prospectus with BSE.
3. The company should have positive net worth.

During FY 2022-23, no companies raised funds from the market. On March 31, 2023 the total market capitalization of all the 14 companies listed on BSE Startups Platform reached INR 882.01 Crore. During FY 2022-23, the Startups platform continued to be a front-runner with a market share of 100%.

D. INDIA INTERNATIONAL EXCHANGE (IFSC) LIMITED (INDIA INX)

BSE has made strategic investments in India International Exchange (IFSC) Limited (India INX) and India International Clearing Corporation (IFSC) Limited (India ICC). ICICI Bank Limited and State Bank of India have already joined as a strategic partner in these ventures. The total investments made by BSE Limited till date is ₹ 145.545 crores in India INX and ₹ 80 crores in India ICC. The focus of the government and the regulators is to make IFSC a successful international financial centre in the coming years. Various regulatory measures have been put in place and others are in the pipeline to have a vibrant cash and derivatives markets at GIFT IFSC.

International Financial Services Centres (IFSC) Authority, the unified regulator for IFSC, now regulates all financial services in IFSC, comprising banking, securities, insurance, and pension markets. The IFSC Authority, as a unified regulator, plays a pivotal role in inter-regulatory coordination and harmonizing regulations of various inter-related markets, leading to improvement in the regulatory regime and ease of doing business at IFSC. As a dedicated regulator for the IFSC, headquartered at GIFT City IFSC, Gandhinagar, the authority plays a very significant role in ushering in rapid development and growth of the IFSC as envisioned by the government of India.

India INX continues to position itself as a preferred offshore platform, open 22 hours a day for trading and become the financial gateway of

choice for both inbound and outbound investors. The derivatives trading volumes at India INX has grown significantly since inception. The notional trading turnover on INDIA INX's derivatives increased by 28% to USD 3,369.82 billion in FY 2022-23 from USD 2,624.28 billion in the previous financial year FY 2021-22. India INX is poised to achieve further growth in its turnover, and it competes with Singapore Exchange and Dubai Gold & Commodities Exchange in some of the India dedicated products such as index, commodities and currencies. This has laid the foundation for India INX to become the preferred offshore gateway to India through innovative product offerings, cutting edge technology, competitive regulatory framework, attractive tax structure, easy access to markets and outstanding customer service. India INX continues to innovate and place emphasis on reaching out to global investors through its trading members to improve the liquidity and depth of the markets. Depending on regulatory approvals, India INX proposes to introduce new and innovative products in future to compete with other international exchanges and cater to the needs of investors across the globe.

One of the primary goals of India INX is to help companies raise funds from the capital markets which can be deployed for the growth and development needs of the company, leading to employment generation and overall economic development. Keeping this in mind India INX launched the Global Securities Market Platform, which is a pioneering concept in India, offering issuers an efficient and transparent method to raise capital. The platform offers a debt listing framework at par with other global listing venues such as London, Luxembourg, Singapore etc. Till date, Global Securities Market has established around USD 70 billion in MTN programmes and around USD 50 billion of bonds issued. As on date, leading issuers like Asian Development Bank, State Bank of India, EXIM Bank, PFC, ONGC, REC, IRFC, Adani Green Energy UP Ltd., Adani International Container Terminal Private Limited, Adani Ports and Special Economic Zone Limited, Reliance Industries Limited, JSW Infrastructure, HDFC Bank, Axis Bank etc. have established their MTN programmes, alongside drawdowns and/or standalone issuances, which are a healthy mix of masala, Formosa, dollar denominated, green, social and sustainability-linked bonds. India INX is also the first introducer of the Green Securities Platform for issuance of green bonds. Exim Bank listed its maiden 10 year sustainability bond exclusively on India INX. Further, Cholamandalam Investment & Shriram Finance have exclusively listed their bonds on the Exchange.

India International Exchange (India INX) has memorandum of understanding with Luxembourg Stock Exchange for development and promotion of ESG and green finance in the local market. In November 2021, via this MoU the Exchange and had earlier enabled listing of USD 650 Million Green bonds of State Bank of India on Luxembourg Green Exchange. With a view to strengthen cross-border collaboration in international capital markets and to help reorient capital flows towards sustainable development in June 2022 both the Exchanges signed a cooperation agreement through which the two exchanges will enhance the visibility of listed Indian securities towards international investors by facilitating admission of such securities on LuxSE. Accordingly, PFC, Euro 300 million green bonds were also listed on Luxembourg Green Exchange.

The IFSC would be the venue where various innovations and new initiatives

are expected to materialize in the coming years. BSE would be keen to explore these new initiatives and seek investment opportunities in IFSC, such as the International Bullion Exchange wherein BSE has 20% stake, through its two subsidiary companies in IFSC, India INX & India ICC, each having 10% stake.

KEY MILESTONES ACHIEVED, MAJOR EVENTS AND GROWTH STRATEGY OF INDIA INX

Following is a summary of key milestones achieved, major events along with an analysis of the growth strategy during F.Y. 2022-23:

I. MARKETS BUSINESS PERFORMANCE

Growth in the core business segment – India INX Derivatives

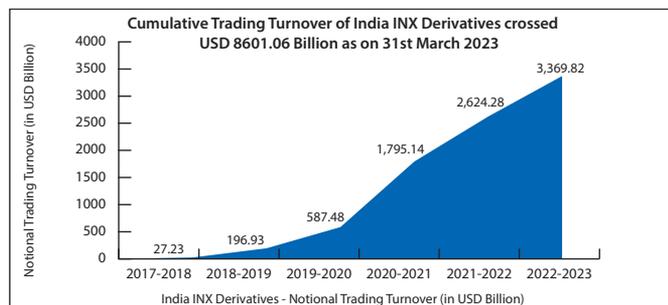
India INX’s core business of Derivatives has achieved remarkable growth since its launch in January 2017.

- During the Financial Year 2022-23, India INX was the largest exchange at GIFT IFSC with an overall market share [1] of **92.47%** based on the notional Trading Turnover for Derivatives.
- INDIA INX is the leading Exchange at GIFT IFSC for Equity Index Futures and Options with market share^[1] of 92.46% during FY 2022-23.
- India INX’s Gold Futures market share^[2] as compared to equivalent Gold Futures traded in Dubai was 75.78% during FY 2022-23.
- India INX’s INDIA50 Index Futures and Options market share^[3] as compared to similar India-based equity index derivatives traded in Singapore was 76.58% during FY 2022-23.

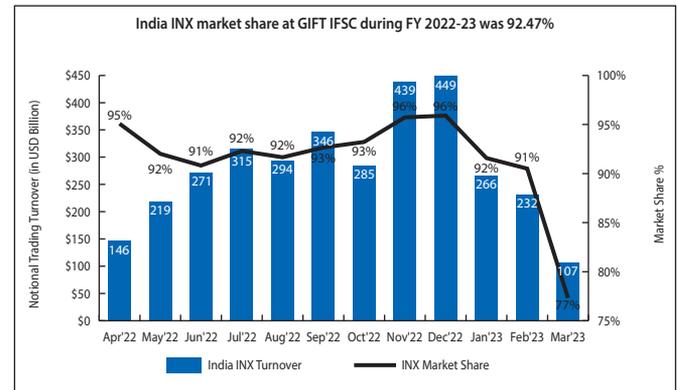
Secondary Markets – India INX’s Derivatives Business Performance

India INX delivered an exponentially increasing growth in trading volume and trading turnover during FY 2022-23 as compared to the previous financial year. The notional trading turnover on INDIA INX’s derivatives increased by 28% from USD 2,624.28 billion in the previous financial year FY 2021-22 to USD 3,369.82 billion in FY 2022-23. During the same period, trading volume increased from 1,515 lakh contracts (FY 2021-22) to 1,821 lakh contracts (FY 2022-23).

Growth in India INX Derivatives Trading Turnover



Market share of India INX Derivatives at GIFT IFSC



India INX’s Primary Market Platform - Global Securities Markets

India INX set up India’s first international primary markets platform, the Global Securities Market to cater to the needs of Indian and foreign issuers to raise funds from global investors. The maiden listing of debt securities on Global Securities Market was on December 22, 2017. Ever since, has emerged as the leading primary markets platform at GIFT IFSC for raising capital through issuance with 100% market share in MTN establishment and 98% market share in listed bonds in GIFT IFSC.

Growth in Listings Business – India INX Global Securities Market

During FY 2022-23, the cumulative MTN established on Global Securities Market increased by 12% to USD 69.57 billion as compared to USD 62.07 billion till financial year FY 2021-22. Similarly, during FY 2022-23, cumulative listing of debt securities increased by 12% to USD 49.94 billion as compared to USD 44.59 billion till financial year FY 2021-22 with the number of issuances increasing by 12% from 115 ISINs to 129 ISINs.

During FY 2022-23, 100% of the ESG funds raised by Indian issuers was listed on India INX’s Global Securities Market. In the current fiscal, several esteemed issuers have forayed into GIFT IFSC with listing on India INX such as ICICI Bank Limited, Cholamandalam Investment and Finance Company Limited, Shriram Finance Limited etc. have established / updated MTNs and/or listed debt securities on the Global Securities Market. All the issuances listed in Q4 2022-23, except EXIM Bank, were listed exclusively in IFSC. This reaffirms our belief that the exchange has emerged as a destination of choice for listing of foreign currency issuances for Indian issuers.

[1] Market share calculated based on the notional trading turnover of the Futures and Options

[2] Market share for Gold Futures is based on the estimated notional trading turnover of similar contracts in Dubai-based Exchanges

[3] Market share for Index Futures and Options is based on the estimated notional trading turnover of similar contracts in Singapore-based Exchanges

For the period April 1, 2022 to March 31, 2023 total value of bond listed on GSM Platform is USD 5,356 against the relevant Established or Updated MTN / Standalone Programme given below:

Sr. No.	Name of Issuer	MTN / Standalone Programme established / updated (USD Million)	Debt Securities	No. of ISINs
			(Bonds) Listed (USD Million)	
1	ICICI Bank Limited	7,500	1,950	5
2	Export-Import Bank of India	-	1,000	2
3	State Bank of India	10,000	-	-
4	REC Limited	7,000	750	2
5	Power Finance Corporation Limited	-	700	2
6	Cholamandalam Investment and Finance Company Limited	-	56	1
7	HDFC Bank Limited	-	750	1
8	Shriram Finance Limited	3,500	150	1
Total			5,356	14

India INX Global Access (IFSC) Limited (“India INX GA” or “Global Access”)

India INX GA is a pioneering venture and a 100% wholly-owned subsidiary **India INX**, India’s first international exchange located at International Financial Services Centre in the Gujarat International Finance Tec-City (GIFT IFSC), the first of its kind from India and GIFT IFSC. The entity is regulated by International Financial Services centers Authority (IFSCA)

India INX GA’s vision is to become the leading provider of financial services by offering centralized access to international financial markets for the benefit of India INX’s members from GIFT IFSC and resident Indians under the LRS route.

Access to International Exchanges

India INX GA, provides a platform for trading in global stocks, including shares from major US-listed companies. It offers stocks from the US, Canada, UK, Europe, Australia, and Japan, covering a significant percent of the investing universe. With access to over 135 exchanges across 33 countries with 23 currencies worldwide covering global exchanges in America, Europe, Asia Pacific and Africa, India INX Global Access is emerging as the preferred platform for India investors to trade in international securities. Some of the exchanges offered are NYSE, Nasdaq, LSE, Canadian Securities Exchange, Toronto Stock Exchange, BATs Europe, Euronext France and Tokyo Stock Exchange.

India INX GA has now tied up with international brokerages viz. Interactive Brokers LLC, KGI Securities & others to provide access to international exchanges. India INX GA had earlier offered access to international

exchanges such as the CME Group of Exchanges, London Metal Exchange (LME), Intercontinental Exchange (ICE) Futures US, ICE Futures Europe, Eurex and Euronext N.V. through Marex Spectron group, which is a Futures Commission Merchant (Clearing Member) of CME Group exchanges.

Further, India INX Global Access has also tied up with ICICI Bank, Kotak Bank & IndusInd Bank to bring down the cost of remittance of funds for resident Indian investors under LRS.

II. KEY REGULATORY DEVELOPMENTS

i. UNION BUDGET 2023-24

With the Union Budget’s thrust to encourage GIFT IFSC to become the preferred destination for international financial services, as the maiden International Financial Services Centre (IFSC) in India, GIFT IFSC is rapidly emerging as the home for leading global financial institutions and other providers of international financial services.

The budget announcements made by the Hon’ble Finance Minister Smt. Nirmala Sitharaman towards delegating powers under the SEZ Act to IFSCA, setting of single window for registration by multiple authorities, permitting acquisition financing by IFSC banking units of foreign banks, establishing a subsidiary of EXIM bank in GIFT IFSC, recognising offshore derivative instruments as valid contracts and other measures will not only lead to ease of doing business in GIFT IFSC but also further accelerate the growth and aid in the enrichment of its ecosystem.

As highlighted in the Economic Survey, the Government’s vision for GIFT IFSC surely transcends beyond traditional finance and endeavours to transform GIFT City into a bustling financial hub.

Following proposals were announced by Hon. Finance Minister in the Union Budget:

- Delegating powers under the SEZ Act to IFSCA to avoid dual regulation,
- Setting up a single window IT system for registration and approval from IFSCA, SEZ authorities, GSTN, RBI, SEBI and IRDAI,
- Permitting acquisition financing by IFSC Banking Units of foreign banks,
- Establishing a subsidiary of EXIM Bank for trade re-financing,
- Amending IFSCA Act for statutory provisions for arbitration, ancillary services, and avoiding dual regulation under SEZ Act, and
- Recognizing offshore derivative instruments as valid contracts

DATA EMBASSY

For countries looking for digital continuity solutions, GOI shall facilitate setting up of their Data Embassies in GIFT IFSC

IMPROVING GOVERNANCE AND INVESTOR PROTECTION IN BANKING SECTOR

To improve bank governance and enhance investors’ protection, certain amendments to the Banking Regulation Act, the Banking Companies Act and the Reserve Bank of India Act are proposed.

CAPACITY BUILDING IN SECURITIES MARKET

To build capacity of functionaries and professionals in the securities market, SEBI will be empowered to develop, regulate, maintain and enforce norms and standards for education in the National Institute of Securities Markets and to recognize award of degrees, diplomas and certificates.

CENTRAL DATA PROCESSING CENTRE

A Central Processing Centre will be setup for faster response to companies through centralized handling of various forms filed with field offices under the Companies Act.

ii. INDIA INX SUCCESSFULLY COMPLETES UNANNOUNCED LIVE TRADING SESSION FROM DISASTER RECOVERY SITE

India INX successfully completed unannounced live trading session from the Disaster Recovery Site, running the operations seamlessly for 22 hours on February 17, 2023, the turnover during this session was USD 5.81 Billion. India INX is the first Market Infrastructure Institution (MII) in IFSC to have successfully conducted the unannounced DR live session.

Earlier, on November 16, 2022, IFSCA had released a circular “Guidelines for Business Continuity Plan (BCP) and Disaster Recovery (DR) for Market Infrastructure institutions (MIIs)”, wherein it was mentioned that MIIs shall conduct unannounced live operations from the DR Site at least once every six months.

<https://ifsc.gov.in/Viewer?Path=Document%2FLegal%2Fguidelines-for-bcp-dr-for-miis16112022070946.pdf&Title=Guidelines%20for%20Business%20Continuity%20Plan%20%28BCP%29%20and%20Disaster%20Recovery%20%28DR%29%20for%20Market%20Infrastructure%20Institutions%20%28MIIs%29&Date=16%2F11%2F2022>

4. BUSINESS OPERATION REVIEW

A. MEMBERSHIP

During FY 2022-2023, 29 Deposit Based Membership (“DBM”) applications were received at BSE. Since launch of new DBM scheme in April 2010, BSE has received a total of 1023 DBM applications, as on March 31, 2023.

B. CORPORATE SERVICES (LISTING)

The Corporate Services segment of BSE registered revenue growth in FY 2022-23. Annual Listing Fees (equity, debt and MF) increased by 8% to ₹ 177 Crore compared to ₹ 164 Crore in FY 2021-22. BSE also provides other services to corporates such as book building software, buy-back facilities, reverse book building software, etc. Fees earned from such services were ₹ 42 Crore in FY 2022-23 as compared to ₹ 53 Crore in FY 2021-22, a decrease of 21% from the previous year on account of IPO, Rights Issues, OTB/OFS issues etc.

C. DATA INFORMATION PRODUCTS

The Company and Deutsche Borse have entered into a partnership in October 2013, under which Deutsche Borse would act as the licensor of the company’s market data and information to all international clients. The business for sales and marketing of the company’s market data products

to international customers by Deutsche Borse commenced from April 2014. Under the co-operation, Deutsche Borse is responsible for sales and marketing of the company’s all market data products to customers outside India, while the company continues to serve its domestic clients. Deutsche Borse also shares the joint responsibility along with the company for product development and innovation, which includes extending its existing infrastructure and creation of new market data solutions to support the company’s product offerings.

The total revenue from the sale of market data and information products was INR 38.86 Crore in FY 2022-23 as compared to INR 36.00 Crore in FY 2021-22. The increase in revenue was on account of addition of domestic as well as international customers and revision in domestic and international pricing.

D. INDEX

AIPL’s Total Revenue increased from INR 4,561 lacs in FY 2021-22 to INR 5,495 lacs in FY 2022-23, which is a growth of 20%. The Profit before Tax increased from INR 1,187 lacs in FY 2021-22 to INR 1,496 lacs in FY 2022-23, which is a growth of 26%.

In 2022-23 we saw an increase in demand for issuance of Market Linked Debentures on the S&P BSE SENSEX, there was also growth in Data Subscription and Passive Product issuances for S&P BSE Indices especially Factor Indices.

5. SIGNIFICANT DEVELOPMENTS

A. EXECUTION OF ‘DEMAT DEBIT AND PLEDGE INSTRUCTION’ (DDPI) FOR TRANSFER OF SECURITIES TOWARDS DELIVERIES / SETTLEMENT OBLIGATIONS AND PLEDGING / REPLEDGING OF SECURITIES:

Effective from January 27, 2023, SEBI has mandated compulsory execution of DDPI for transfer of securities towards deliveries and settlements. Under DDPI, clients can explicitly agree to authorise the stock broker and depository participant to access their beneficiary ownership account for the limited purpose of meeting pay-in obligations for settlement of trades executed by them, according to a circular.

The use of DDPI will be limited only for the transfer of securities held in the beneficial owner account of the client towards stock exchange related deliveries or settlement obligations of trades executed by a client and for pledging/re-pledging of securities in favour of the Trading Member (TM)/ Clearing Member (CM) to meet margin requirements.

B. SETTLEMENT OF RUNNING ACCOUNT OF CLIENT’S FUNDS LYING WITH TRADING MEMBER (TM)

Single day settlement of running accounts of clients’ funds lying with stock brokers came in force from October 01, 2022. According to the same, the settlement of the running account of funds of the client will be done by the trading member after considering the End of the day (EOD) obligation of funds as on the date of settlement across all the exchanges on the first Friday of the quarter for all the clients. If the first Friday is a trading holiday,

then such settlement will happen on the previous trading day. For clients, who have opted for monthly settlement, running accounts will be settled on the first Friday of every month. If the first Friday is a trading holiday, then such settlement will happen on the previous trading day.

The clients, who have not done any transaction in the 30 calendar days, funds will be returned to the client within the next three working days irrespective of the date when the running account was previously settled.

Post implementation of SEBI Circular two such settlements have been carried out on October 7, 2022 and January 6, 2023 during F.Y. 2022-23.

C. INTRODUCTION OF INVESTOR RISK REDUCTION ACCESS (IRRA) PLATFORM IN CASE OF DISRUPTION OF TRADING SERVICES PROVIDED BY THE TRADING MEMBER (TM)

In the event of disruption of trading services provided by a Broker, clients face significant risk if they are unable to square off their open positions and / or cancel orders pending at the stock exchange, particularly when the markets are volatile. To provide such clients a facility to reduce the risk of open positions / pending orders during periods of disruption in services of their broker, stock exchanges have been mandated to introduce an Investor Risk Reduction Access Platform.

Stock exchanges and Clearing Corporations are required to put in place appropriate systems to ensure compliance of the provisions of this circular on or before October 01, 2023.

D. MAINTENANCE OF A WEBSITE BY STOCK BROKERS

SEBI has mandated that by August 16, 2023, all stock brokers are required to maintain websites to bring in transparency and helps the investors to keep themselves well informed about the various activities of the Stock broker. Websites are required to mandatorily display basic details of the Stock broker such as Names and contact details such as email ids etc. of all key managerial personnel (KMPs) including compliance officer, Step-by-step procedures for opening an account, filing a complaint on a designated email id, and finding out the status of the complaint, Details of Authorized Persons etc.

E. HANDLING OF CLIENT'S SECURITIES BY TRADING MEMBERS (TM)/ CLEARING MEMBER (CM):

As per the regulatory mandate, the securities received in pay-out are required to be transferred to the demat account of the respective clients directly from the pool account of the trading member (TM) or clearing member (CM) within one working day of the pay-out.

From April 1, 2023, for unpaid securities, where client have not met obligation, such securities will be transferred to respective client's demat account by creating an auto-pledge with the reason "unpaid" in favour of a separate demat account titled as "Client Unpaid Securities Pledgee Account" (CUSPA), which would be opened by TM/CM and the same shall not be considered for Margin Obligation.

Pledge can be invoked only against delivery obligation. Pledge which is neither invoked nor released within 07 days, the securities will be auto released and available to the client.

6. SECONDARY MARKET POLICY DEVELOPMENTS

A. DEALING WITH UNSOLICITED MESSAGES AND YOUTUBE VIDEOS

SEBI / the Company noticed that unsolicited messages / YouTube videos are being circulated / sent to investors, via., bulk SMSs, websites and social media platforms like YouTube WhatsApp, Telegram, etc., inducing them to trade in the stocks & equity derivatives, indicating target prices and/ or potentially misleading information. In view of the same, the Company, has been sending advisory messages to the investors on a periodic basis cautioning them to take an informed decision while dealing in stocks & equity derivatives and beware of unsolicited tips/recommendations. Further, based on joint discussions by SEBI with Exchanges, a detailed notices nos. 20221021-12 dated October 21, 2022 and 20230224-38 -dated February 24, 2023, were issued to the market participants, *inter alia*, informing details of actions applicable while dealing in stocks & equity derivative under the said framework.

7. REGULATORY

A. SURVEILLANCE & INVESTIGATION

I. Statistics for FY 2022-23

As part of market monitoring activities during FY 2022-2023; 42,496 surveillance alerts were generated, of which 872 alerts were taken up for snap investigations. Subsequently till March 31, 2023, 157 cases were taken up for preliminary/ detailed investigations, of which 89 preliminary/ investigation reports have been forwarded to SEBI.

II. Broker Supervision

Broker Supervision 896 inspections of members were conducted during FY 2022-23, which include 833 routine inspections. Further, 63 out of 896 inspections were jointly conducted with SEBI, other Exchanges and Depositories during FY 2022-23 which was selected by SEBI for joint inspection for the FY 2022-23.

III. Investor Services

The Investor Services Cell provides the following services:

Redressal of complaints against trading members

The Company redresses investor complaints against trading members by taking prompt action upon receiving the complaints. Investor complaints against trading members are received through the SEBI Complaints Redressal System ("SCORES") of SEBI, a web-based system where investors can lodge their complaints online. The Company in turn communicates the complaints to the trading members electronically through the BSE Electronic Filing System ("BEFS"), thereby reducing the communication time resulting in expeditious resolution of investor complaints. The trading members send their reply through "BEFS". The investors can also lodge complaints directly with the Exchange through email, physical document form or through online e-Complaint registration on BSE website (e-Complaint Registration). The complaints against trading members are redressed through conciliation process by Grievances Redressal Committees ("GRC") wherein the GRC is also empowered to decide the claim value.

SEBI, as a part of enhancing investor experience has initiated opening of additional Investor Service Centres across the country by the Exchanges. It is targeted to have in place 50 such Investor Service Centres between the Company and NSE. As a part of this initiative, there shall be only one Investor Service Centre between the two Exchanges at one location, which shall function as the Common Investor Service Centre for both Exchanges as well as SEBI. Accordingly, 13 Investor Service Centres of the Company have been designated as Common Investor Service Centre.

The Company provides GRC as well as arbitration / appellate arbitration services from its Regional Investor Service Centres. The Company also conducts orientation program for Arbitrators and GRC Members in association with NISM. During the year, the Company has conducted 5 such online programs for GRC members and Arbitrators.

Redressal of complaints against listed companies

The Company redresses investor complaints against listed entities by taking prompt action upon receiving the complaints. Investor complaints against listed entities are received through various modes such as through emails, physical documents, online e-Complaint registration on BSE website and through SCORES. The Company takes up the complaint with respective listed entity for resolution.

During the year, Exchange's arbitration mechanism has been extended to the companies and their RTAs, i.e., investors can file arbitration against companies and their RTAs for certain categories of complaints.

B. LISTING COMPLIANCE

I. Corporate Announcement Filing System ("CAFS")

The Company has been making continual efforts to improve on the turnaround time for disseminating critical information received from listed companies to the shareholders and the public at large, on its website, without compromising on the quality and timely dissemination of the information.

Towards this objective, the Exchange introduced the CAFS with effect from March 1, 2017, in beta mode. The system provides for seamless dissemination of filings/ disclosures by listed companies directly on the Exchange website without any pre-verification by the Exchange. This is done using security measures such as Two Factor Authentication ("TFA") and has ensured almost instantaneous dissemination of price sensitive information to the investors.

The system makes companies responsible and accountable for their filings, which leads to much faster, efficient, and informed decisions by investors and the public at large. Auto check has been placed to provide notification that all pdf files are in machine readable format.

During the current year, the system has been periodically enhanced to include additional disclosures under the seamless mode as well as enhancing the security features in line with the regulatory requirements. Various webforms for Annual Reports; Corporate Governance not

applicability Certificate; Business Responsibility and Sustainability Reporting (BRSR); Website Links has been added to receive periodic compliances. Category of Corporate Action has been enhanced by adding more descriptions.

Filing through CAFS which was available for Equity listed companies has now been extended to other segments like, debt, mutual funds, and commercial papers as well. In the FY 2022-23, the Exchange has received 14,48,475 filings by companies using the CAFS system.

II. Update on eXtensible Business Reporting Language ("XBRL")

BSE is the first Exchange in India to introduce the globally accepted reporting format XBRL as it is more popularly known, for certain critical disclosures required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"). The Company had earlier enabled XBRL based filing for Shareholding Pattern, Corporate Governance Report, Voting Results, Financial Results, Share Capital Audit report, Disclosure of Insider Trading under Prohibition of Insider Trading, Unit Holding Pattern for Mutual funds, Annual Secretarial Compliance Report, Related Party Transactions, Record Date for Debt Listed Entities and Centralized Database Statement (Credit Rating, Interest Payment, Redemption Payment and Default History Information), Statement of Investor Complaints, Statement of Deviation/Variation Financial Results for Insurance Companies and NBFCs and filing of companies' Annual Reports (based on Ministry of Corporate Affairs Taxonomy).

The Committee on Corporate Governance (Kotak Committee) in its report had recommended filing of disclosures to Exchange in XBRL format. Accordingly, SEBI had directed the Exchanges to implement XBRL based filing for the disclosures. Since BSE had made significant progress on this front, it was recommended by SEBI that the other nation-wide Exchanges also adopt the BSE Taxonomy and the same may be the common taxonomy for these regulations, across India. In the previous year, other Exchanges had commenced integration of the BSE XBRL taxonomy for these filings and listed companies are now able to use a common file for filing at all Exchanges.

All new XBRL based developments are now being jointly developed by the exchanges with BSE being largely responsible for the development of Taxonomy and the Excel utility used for filing. During the current year, filing for Business Responsibility and Sustainability Reporting (BRSR), filing of certain disclosures under Regulation 30 of Listing Regulations, Prior intimation of Board Meeting were introduced in XBRL. Further, the Company is working with other MIs for introducing XBRL facility for receiving filing under various regulations of Listing Regulations in XBRL format.

III. Compulsory Delisting:

Trading in the securities of certain listed companies had been suspended for a long period of time on account of non-compliance with the critical clauses / regulations of the erstwhile Listing Agreement/SEBI(LODR) Regulations.

BSE under the guidance of SEBI, had advised companies that had been under suspension for a period of six months or more, to expedite their filings completion of all formalities for revocation or else be compulsorily delisted from the Exchange, as per the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 / 2021.

Under SEBI (Delisting of Equity Shares) Regulations, 2009/2021, the Exchange has delisted 1188 companies from April 1, 2016, till March 31, 2023, which have been suspended for a period of more than 6 months for non-compliance with the erstwhile Listing Agreement/ SEBI (LODR) Regulations, 2015 and which have not completed formalities for revocation within the stipulated timelines.

SEBI has included this provision in its circular on Standard Operating Procedure (SOP) for suspension and revocation. The Exchange accordingly sends advisory letters to companies suspended pursuant to the provisions of SEBI SOP circular, informing about the consequences of not initiating formalities for revocation of suspension of trading.

8. COMPETITIVE STRENGTHS AND OPPORTUNITIES

A. STRENGTHS

I. Strong brand recognition

Established in 1875, BSE is Asia's oldest Stock Exchange and one of the most identifiable brand names in India with high levels of recognition among investors, intermediaries, and the public. In fact, today BSE is the world's fastest exchange with a speed of 6 microseconds.

The BSE building is a symbol of the Indian growth story and is one of the most recognizable icons of India. It is one of the few structures in India that has been trademarked.

In addition, the benchmark index, the S&P BSE SENSEX, an index based on 30 BSE-listed large, well-established, and financially sound companies across key sectors of the Indian economy, serves as the primary global barometer for India's financial markets and is comparable in recognition to other global indices such as the S&P 500, the Dow Jones Industrial Average, the FTSE 100, the DAX, and the Hang Seng Index. Since it was first compiled in 1986, the Sensex has come to be known as the market bellwether.

BSE brand is further strengthened due to over four thousand seminars/ education sessions conducted every year. These events are investor awareness programmes that are conducted in association with BSE IPF (Investor Protection Fund), or events organized with industry associations like FICCI, CII, Assocham, PHD Chamber of Commerce & Industry, BSE Brokers Forum etc.

II. Sound corporate governance and regulatory framework

As a Stock Exchange, we are subject to a high level of regulatory oversight. We are committed to working with national and international Regulators, Exchanges, Clearing Corporations, Depositories and Market Participants to ensure an orderly, informed and fair market for the benefit of investors. We are also committed to strong and effective internal governance

and regulation and believe that regulatory integrity benefits investors, strengthens our brand and attracts companies seeking to list securities on our markets.

In furtherance of these goals, we have a dedicated surveillance department to keep a close and daily watch on the price movement of securities, detect potential market manipulation, monitor prices and volumes which are not consistent with normal trading patterns.

III. Technological Prowess

Use of Open-source technologies

The Company's core Trading system and other mission critical systems are based on open-source technologies.

Strategically the Company has been careful in selection of open-source technologies and its applicability. Every year the adoption has been growing, given the fact the opportunity open-source technologies offer both in terms of technology flexibility and cost effectiveness. Use of open-source technologies gives the Company freedom to choose relevant technologies. Application development can be agile and highly customisable. All this provides the Company a competitive edge.

The Company now has its Trading system, Databases, Identity and Access Management, Business Intelligence, Log Management and Analysis, Infrastructure monitoring and several other systems/ applications built on mostly open-source technologies. These systems are highly flexible, robust, and scalable.

Inspiring the capabilities of Big Data

The Company has strengthened its position as a market leader in implementation of Big Data and leveraging the benefits of implementation of RegTech initiatives by use of Artificial Intelligence (AI) and Machine Learning (ML) in certain key areas of surveillance and monitoring.

As part of the Exchange trading and settlement process, tons of data are processed daily, and all of these are time bound activity. AI facilitates 'thinking' and Automation facilitates 'doing'. By processing daily data 'intelligently' with use of AI, it can ease the human element for need to intervene and instead augment decision making process as also help in surveillance.

B. OPPORTUNITIES

I. Gold Spot Exchange - International Zone

The Hon'ble Union Finance Minister Smt. Nirmala Sitharaman said while presenting the Budget for FY 2020-21 proposed to set up an international bullion exchange at IFSC in GIFT City, which will lead to better price discovery of gold, create more jobs and enhance India's position in such market. "With the approval of the regulator, GIFT City would set up an International Bullion Exchange(s) in GIFT-IFSC as an additional option for trade by global market participants", she said.

Subsequently, the Government of India (GoI) established International Financial Services Centres Authority (IFSCA) on April 27, 2020, to regulate all financial services in International Financial Services Centres (IFSCs) with headquarters in Gandhinagar (Gujarat). The GoI on the recommendations of the IFSCA, had on August 31, 2020, notified the bullion spot delivery contract and bullion depository receipt (with bullion as underlying) as Financial Products and related services as Financial Services under the IFSCA Act, 2019. On October 27, 2020, the board of the IFSCA approved draft bullion exchange regulations, paving the way for setting up the entire ecosystem for bullion trading, including bullion exchange, depository, clearing house and vaults.

In December 2020, the International Financial Services Centres Authority (IFSCA) notified the IFSCA (Bullion Exchange) Regulations, 2020 paving the way for setting up the entire ecosystems for bullion trading, including bullion exchange, depository, clearing house and vaults. In October 2021, the Government of India had notified a Bullion Spot contract and Bullion Depository receipt under the IFSCA Act, 2019.

BSE subsidiary India INX International Exchange and India International Clearing Corporation, National Stock Exchange of India, Multi Commodity Exchange, National Securities Depository and Central Depository Services have joined hands for setting up Market Infrastructure Institutions comprising International Bullion Exchange, Clearing Corporation and Depository at Gujarat International Finance Tec-City (GIFT). This is in accordance with the International Financial Services Centres Authority (Bullion Exchange) Regulations, 2020 and other applicable Laws. India INX and India ICC have invested ₹ 6.75 crores each in India International Bullion Holding IFSCA Limited - Holding Company for setting up and operationalizing the International Bullion Exchange, for its 10% stake each. BSE's wholly owned subsidiary – BSE Technologies is the Technology Solutions provider for the International Bullion Exchange at GIFT City.

On July 29, 2022, India's first International Bullion Exchange IIBX was launched to facilitate efficient price discovery with the assurance of responsible sourcing and quality, apart from giving impetus to the financialization of gold in India. The International Bullion Exchange shall be the Gateway for Bullion Imports into India, wherein all the bullion imports for domestic consumption shall be channelized through the exchange, as per a government's notification.

The exchange ecosystem is expected to bring all the market participants at a common transparent platform for bullion trading and provide an efficient price discovery, assurance in the quality of gold, enable greater integration with other segments of financial markets and help establish India's position as a dominant trading hub in the World.

In May 2022, the Reserve Bank of India (RBI) came up with norms for facilitating physical import of gold through IIBX or similar authorised exchange by Qualified Jewellers in India. The guidelines were issued in order to enable resident Qualified Jewellers to import gold through IIBX or any other exchange approved by IFSCA and the Directorate General of Foreign Trade (DGFT).

The proposed exchange would present an opportunity for all stakeholders including BSE to expand their scope of business.

II. Gold Spot Exchange – Domestic Zone

The Government of India in the budget 2021-22 announced the setting of a gold spot exchange and that Securities and Exchange Board of India (SEBI) will be the designated regulator for the proposed gold exchanges. Subsequently, SEBI in its board meeting held on 28 September 2021 proposed the framework for Gold Exchange and SEBI (Vault Managers) Regulations, 2021. SEBI further notified that the instrument representing gold will be called 'Electronic Gold Receipt' (EGR) and it will be notified as "securities" under Securities Contracts (Regulation) Act, 1956. The "SEBI Framework for operationalizing the Gold Exchange in India" prescribed that Stock Exchange/s desirous of trading in electronic gold receipts (EGR) may apply to SEBI for approval for trading of EGR in a new segment.

In September 2022, BSE had received final approval from the capital markets regulator Securities and Exchange Board of India (SEBI) for introducing the EGR segment on its platform. On October 24, 2022, during Muhurat trading, BSE launched two new EGR products of 995 and 999 purity and trading will be in multiples of 1 grams and deliveries in multiples of 10 grams and 100 grams thus offering new solutions for investors, Jewellers, and institutions to invest in Gold. EGRs offers the participants a safe and convenient avenue to invest in gold and comes at a critical time to support the bullion industry as it grows in scale. BSE expects greater trade and liquidity in the days ahead as it continues to educate the market and onboard new members.

BSE is confident of playing a transformative role in developing a vibrant gold spot exchange via the trading of EGR by ensuring maximum participation from across the country.

III. Insurance Distribution Platform

India with a population of 1.3 billion people is on the cusp of an explosive growth in the Fintech space since the past 3-4 years. With a population of 300m+ people in the middle class and upper middle class across the 200 odd cities coupled with the fact that a major proportion of the population is young, the demand for innovative Fintech solutions across India is phenomenally high. This has fueled steady development in the Fintech space in financial products like mutual fund and Insurance.

BSE-Ebix Insurance Broking Company Private Limited (BSE-Ebix), a joint venture (JV) between BSE Investments Ltd and Ebix Fincorp, a subsidiary of Ebix Inc, the largest Insurance Exchange in the world, has commenced operations for insurance distribution. BSE Ebix Insurance Broking, a joint venture of BSE and Ebix Fincorp Exchange, is now present in all the three key Insurance verticals – Auto, Health and Life. BSE holds equity stake of 40% through its subsidiary BSE Investments Limited.

BSE-Ebix seeks to widen distribution outlets, wealth management advisors, Point of Sales Persons (PoSPs) to sell life and non-life insurance products.

IV. Power Exchange

India's power demand is expected to grow with the government's focus of providing "24x7" clean and affordable power for all. Of around 1,200 billion units (bu) of electricity generated in India, the short-term market accounts for around 130-150bu. This trade volume has grown by around 10% annually and is valued at around ₹ 22,124 Crore. This short-term power market is serviced by power exchanges, which function on the lines of commodity exchanges and provides a platform for buyers, sellers, and traders of electricity to enter spot contracts that are for the same day, next day, and on a weekly basis. It also provides a payment security mechanism to buyers and sellers. India currently has two operating power exchanges—Power Exchange of India (PXIL) and India Energy Exchange (IEX).

There is a need to deepen existing exchanges through more evolved products, clarity on cross border trading along with institutional mechanisms to deal with forward contracts of varying durations. In this regard, Pranurja Solutions Limited (Consortium of BSE Investments Limited, along with PTC India Limited and ICICI Bank Limited), filed a petition with the power market regulator, CERC (Central Electricity Regulatory Commission) on September 7, 2018, for grant of license for setting up a new power exchange.

CERC has granted registration on 12 May 2021 to Pranurja Solutions Ltd. to establish and operate a power exchange. The Company name was changed from Pranurja Solutions Limited to Hindustan Power Exchange Limited in November 2021, to brand itself as a power exchange.

On 6 July 2022 HPX commenced operations, and steadily increase its product portfolio and provides a wide range of contracts to address the demand of different segments of the electricity market.

BSE has a stake of 22.62% in the proposed power exchange through its wholly owned subsidiary, BSE Investments Limited.

9. THREATS

A. INDUSTRY ACTIVITY LEVELS DECLINE

The Company's performance is dependent upon the volume and value of trades executed on its trading platform, the number of new/ further listings and the amount of capital raised through such issues, the number of active traders in the market, etc. While the Company's efforts can influence these activity levels, many factors that can have an impact on these are beyond the control of the Company. Adverse macro-economic developments and political uncertainty may dampen the sentiments of the capital markets and negatively affect the business.

B. REGULATORY CHANGES IMPACTS OUR ABILITY TO COMPETE

The competitive landscape for the securities transactions business in India continues to be challenging. The Company's ability to compete in this environment and ensure that regulations continue to allow competition on a level playing field, will be a major factor in ensuring sustained growth and profitability. Regulatory decisions relating to the BSE ownership structure, the ownership structure of its subsidiaries and associate companies,

compensation policies and restrictions on how Exchanges distribute their profit will continue to impact competitiveness.

C. CYBERSECURITY THREATS

Capital markets have bolstered their defense against cyberattacks, however they always remain a focused target for cybercriminals due to the money involved in the capital sector. That's why, cyber-attacks cost for capital markets sector is around 300 times more than any other industry. Any successful breach in capital / financial organization can cause business losses in multifold, as such breach impacts the brand image, customer trust, and investors interest in the Company.

The Company is therefore continuously investing in new advanced and niche cybersecurity technologies. Also, a continuous improvement in cybersecurity policies and procedures has been undertaken by the Company.

Some of the types of cyber threats that the Company might face:

- **Distributed Denial of Services (DDoS)** – Hackers use these techniques to slowdown or completely shut down the Company networks and services by sending more requests than the actual capacity of the Company network and systems, rendering them unreachable to its genuine users / customers.
- **Phishing Attack** - Phishing is a method of social engineering used to trick people into divulging sensitive or confidential information, often via email. Not always easy to distinguish from genuine messages, these scams can conflict enormous damage to the Company.
- **Malware** – A type of attack using a file or program intended to harm or disrupt a computer. It includes,
 - **RATs (Remote Access Trojans)** - RATs (remote-access Trojans) are malware that installs backdoors on targeted systems to give remote access and/or administrative control to malicious users.
 - **Spyware** - Spyware is a form of malware used to illicitly monitor a user's computer activity and harvest personal information.
 - **Viruses** - A computer virus is a piece of malicious code that is installed without the user's knowledge. Viruses can replicate and spread to other computers by attaching themselves to other computer files.
 - **Worms** - Worms are like viruses that are self-replicating. However, they do not need to attach themselves to another program to do so.
 - **Botnet Software** - Botnet software is designed to infect large numbers of Internet-connected devices. Some botnets comprise millions of compromised machines, each using a relatively small amount of processing power. This means it can be difficult to detect this type of malware / attack, even when the botnet is running.

- **Rootkits** - Rootkits comprise several malicious payloads, such as keyloggers, RATs and viruses, allowing attackers remote access to targeted machines.
- **Bootkits** - Bootkits are a type of rootkit that can infect start-up code – the software that loads before the operating system.
- **Drive-by Attack** - In a drive-by attack, a hacker embeds malicious code into an insecure website. When a user visits the website, the script is automatically executed on their computer, by infecting it. The designation “drive by” comes from the fact that the victim only has to “drive by” the site by visiting it to get infected. There is no need to click on anything on the site or enter any information.
- **AI- Enhanced Cyberthreats** – AI capabilities are used by hackers to launch sophisticated cyberattacks in the form of complex and adaptive malicious software. AI fuzzing and Machine Learning poisoning are the next generation threats.
- **Cryptojacking** - It is a trend that involves cyber criminals hijacking third-party home or work computers, to “mine” for cryptocurrency. Cryptojacked systems can cause serious performance issues and costly down time as IT works to track down and resolve the issue.
- **Social engineering** - Hackers are continually becoming more and more sophisticated not only in their use of technology, but also psychology. Social engineering is the use of deception to manipulate individuals into divulging confidential or personal information that may be used for fraudulent purposes.
- **Ransomware** - Ransomware is a type of malware that prevents or limits users from accessing their system, either by locking the system’s screen or by locking the users’ files until a ransom is paid.
- **Confidential Data Theft** - Customer accounts can be the most vulnerable point of entry to financial systems. The hackers use stolen privileged credentials to steal from their account.
- **Advanced Persistent Threat** - A stealthy computer network threat actor which gains unauthorized access to a computer network and remains undetected for an extended period.

The Company has made conscious efforts and investments to implement necessary defense mechanisms for most of the above threats and significantly reduced the residual risk.

10. KEY STRATEGIES

INDIA INTERNATIONAL EXCHANGE (IFSC) LIMITED

I. Solidify the Pole position in Secondary Market within IFSC through product diversification & innovation

India INX continues to position itself as a preferred offshore platform, open 22 hours a day for trading and become the financial gateway of choice for both inbound and outbound investors. We intend to strengthen our position as a preferred exchange in GIFT IFSC and expand our cross-border reach by forming strategic alliances.

Depending on regulatory approvals, India INX proposes to diversify product offerings by introducing new and innovative products in future to compete with other international exchanges and cater to the needs of investors across the globe.

II. Be the preferred outbound gateway

India Inx Global Access intends to constantly strive to augment its services to clients through geographical diversification and extending competitive services. Global Access would look to further widen the spectrum of coverage of exchanges for its clients by tapping developing markets either through new associations or with the existing associated international brokerages. It would seek to continually attract market participants and clients and capture the significant revenue potential that comes with a broader product line.

III. Go Green and endorse ESG initiatives

India INX to bolster relationship with existing strategic partners such as Luxembourg Green Exchange and forge new alliances to further consolidate its leadership position in Green Finance thereby promoting ESG (environment, social and governance) standards through GSM Green Platform and exhibit its commitment to ‘sustainable finance’.

Issuance of ‘Sovereign Green Bonds’ for mobilizing resources for green infrastructure as announced in the Union Budget 2022-23 is bound to throw new business opportunities and India INX is well positioned to tap these upcoming opportunities and make a mark for itself in this “green corridor’ space.

IV. Continued Focus on listing of new products in Primary Markets

India INX would like to grow from strength to strength through novel listing practices that appeals to both global and domestic investors and accentuate itself as the primary capital raising avenue. In a post-pandemic landscape, globally, investors are actively looking out for suitable quality investment and long-term financial benefits. This bodes well for the prospects of REITs and InvITs, which has evoked significant interest among investor fraternity globally and India INX through GSM, its primary market platform, is well positioned to harness such business opportunities.

DIVERSIFY OUR PRODUCT AND SERVICE OFFERINGS AND MAINTAIN NEW PRODUCT INNOVATION AND DEVELOPMENT

BSE currently operates in a wide array of segments and offers a bouquet of products including equity, debt, derivatives in equity, currency, commodity and interest rate, mutual fund, insurance, SME, and start-ups segment. In addition to our ongoing strength in service offering, we intend to target the investors’ needs for all financial products through innovative product and service offerings.

FOCUS ON INCREASING OUR MARKET SHARE OF DERIVATIVE PRODUCTS

We actively evaluate products and asset classes outside our traditional focus areas to diversify our revenue sources. By doing so, we seek to continually attract market participants and issuers and capture the significant revenue potential that comes with a broader product line.

CYBER SECURITY

The Company is running its business on technology and information systems which is internet connected and available to the market. Thus, it is imperative to protect these systems from all known and unknown threat vectors to possible extent. To achieve the same, the Company has strategically implemented 365 Days 24X7 Next Generation Cybersecurity Operation Centre (SOC) which comprises state-of-the-art tools and technologies including cognitive and machine learning. It makes BSE cyber resilient. Similarly, the Company has also setup 365 Days 24X7 Member Security Operations Centre (MSOC) for Member and Brokers.

The Company, via its extended broker network, serves millions of investors every day, for which a secure and trustworthy information and data security ecosystem is vital. With ever increasing threat landscape, the information and data continues to be the most sought-after information asset globally. It is therefore imperative to protect it from the risk of unauthorized usage, data theft and tampering.

Regulators and governments globally and in India have either set out regulations or are in the process of formalizing data protection bills. To ensure meeting the regulatory requirements and protection of data and information, the Company is committed towards confidentiality and integrity of investor and customer data. The Company has created and implemented an Information Security program covering data security and data privacy. The Company is in the process of streamlining all major business processes to fundamentally embed zero trust architecture to meet local and international data privacy requirements. To achieve this some of the existing technological investments will be leveraged and appropriate changes shall be made.

The Company is also enabling its business, cyber security and IT strategy to enable the business and functions run uninterrupted with new norm for working in pandemic situation and implemented controls and solutions to enable users work from home with zero trust, data and information security and Cyber Security controls in place.

Cyber Security is one of the key strategic components to meet the Company's objective and to improve the overall business resiliency.

11. RISKS AND CONCERNS

A. BUSINESS RISKS

- Our performance relies upon the volume and value of trades executed on the trading platform, number of orders processed on the Mutual Fund Distribution platform, the number of active investors in the market, the number of new/further listings and the amount of capital raised through such listings.
- Adverse economic conditions could negatively affect our business, financial condition and result of operations.
- Our industry is highly competitive, and we compete globally with a broad range of market participants for listings, clearing, trading and settlement volumes, and distribution of financial products.

- We operate in a business environment that continues to experience significant and rapid technological change.
- We operate in a highly regulated industry and may be subject to censures, fines, and other legal proceedings if we fail to comply with our legal and regulatory obligations. Changes in government policies could adversely affect trading volumes of instruments traded on BSE.
- The continuation or recurrence of systemic events such as the global economic crisis, changes in economic policies and the political situation in India or globally may adversely affect our performance.
- Any intensification of the COVID-19 pandemic or any future outbreak of another highly infectious or contagious disease may adversely affect our business, results of operations and financial condition. Although the exchange is fully prepared for business continuity, meeting all obligations, and ensuring safety of our staff, it is possible that our ability to deliver satisfactory services to our customers may be affected.
- Our business, financial condition and result of operations are highly dependent upon the levels of activity on the exchange; and in particular upon the volume of financial assets traded, the number of listed securities, the number of new listings and subsequent issuances, and volume of financial products distributed. Moreover, they are dependent on, liquidity and similar factors that affect, either directly or indirectly, the trading, listing, clearing and settlement transaction-based fees.
- Integral to our growth is the relative attractiveness of the financial assets traded on the exchange; and the relative attractiveness of the exchange as a market on which to trade these financial assets. All of these variables are primarily influenced by economic, political and market conditions in India as well as, to a lesser degree, the rest of Asia, the United States, Europe and elsewhere in the world.
- Weak economic conditions of the country may adversely affect listing, trading, clearing and settlement volumes as well as the demand for market data. If the return on investments in Indian companies are generally lower than the return on investments in companies based in other countries, we may be unsuccessful in attracting foreign and local investors to our markets.
- Bullion, Base metals and Energy products are linked to international market, currency and government duties etc.
- Agri commodities are linked to crop production, monsoon, demand, and Government policies.
- Other factors beyond our control, that may materially adversely affect our business, financial condition and result of operations include:
 - Broad trends in business and finance, including industry-specific circumstances, capital market trends and the mergers and acquisitions environment.
 - Social and civil unrest, terrorism and war.

- Concerns over inflation and the level of institutional or retail confidence.
 - Changes in government monetary policy and foreign currency exchange rates.
 - The availability of short-term and long-term funding and capital.
 - The availability of alternative investment opportunities.
 - Changes and volatility in the prices of securities.
 - Changes in tax policy (including transaction tax) and tax treaties between India and other countries.
 - The level and volatility of interest rates.
 - Legislative and regulatory changes, including the potential for regulatory arbitrage among regulated and unregulated markets, if significant policy differences emerge among markets.
 - The perceived attractiveness, or lack of attractiveness, of Indian capital markets; and
- UNFORESEEN MARKET CLOSURES OR OTHER DISRUPTIONS IN TRADING.**

We operate in a business environment that has undergone, and continues to experience, significant and rapid technological change. To remain competitive, we must continue to enhance and improve the responsiveness, functionality, capacity, accessibility, and features of our trading and clearing platforms, software, systems and technologies. Our success will depend, in part, on our ability to:

- Develop and license leading technologies.
- Enhance existing trading and clearing platforms and services.
- Anticipate the demand for new services and respond to customer demands, technological advances and emerging industry standards and practices on a cost-effective and timely basis.
- Continue to attract and retain a workforce highly skilled in technology and to develop and maintain existing technology; and
- Respond and adapt to competition from and opportunities of emerging technologies such as Fintech innovation.

B. REGULATORY & COMPLIANCE

BSE has played a pioneering role in the securities market of India and continues to do so, even today. As the first line regulator responsible for orderly functioning of the securities market, BSE strives to enhance the safety and vibrancy of the securities markets.

Using a judicious mix of regulatory measures and technology initiatives, BSE ensures compliance with the regulatory obligations prescribed by SEBI

and other regulators. BSE continues to work closely with the regulators to enhance the effectiveness of the regulatory frameworks with a view to protect the interest of investors.

BSE also continues to put in place various automation initiatives to simplify compliance as well as effectively monitor and enforce the regulatory framework. BSE has gone the extra mile and organized webinars, investor knowledge seminars and training programs on various topics of interest during this period, free of cost. These have been widely appreciated.

C. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company identifies risk based internal audit scope and assesses the inherent risk in the processes and activities of all departments to ensure that appropriate risk management limits, control mechanisms and mitigation strategies are in place. The Internal Auditors report observations relating to the deficiencies / non-compliance of various audit areas and give suggestions / recommendations and control directives to mitigate the shortcomings and make the process, procedure, systems and functions more robust, accountable, reliable and compliant. The observations made by the Internal Auditors and the compliances thereof are placed before the Audit Committee.

The Company has implemented the Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Accordingly, the COSO based procedures and process manuals for major functions have been prepared to establish interlinkages between departments, to define responsibility, accountability and reporting matrix, to define control framework of each process and activity and to identify the risks. Internal Auditors refer to COSO based process and procedures while performing the internal audit functions.

The Company has further implemented pre-audit of vendor payments based on a set criteria. It strives to put in checks and controls like internal approvals, budgetary controls, documentary controls, compliance to statutory requirements, etc.

The Company conducts in-house monitoring of the important applicable statutory and regulatory compliances. The status of compliances and the monitoring thereof are regularly placed before the Audit Committee and Board.

The processes and quality management systems of the Company are ISO 9001:2015 certified by S & A Certifications having European accreditation of Euro Cert. The Company conducts the audits of the processes as required under ISO 9001:2015. and has successfully obtained certification valid upto June 07,2025.

The Company has an Audit Committee, the details of which have been provided in the Corporate Governance Report. The Committee reviews audit reports submitted by the Internal Auditors. Suggestions for improvement are considered and the Committee follows up on the implementation of

corrective actions. The Committee also meets the Statutory Auditors to ascertain, *inter alia*, their views on the adequacy of internal control systems.

12. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT INCLUDING NUMBER OF PEOPLE EMPLOYED

A. HUMAN CAPITAL

At BSE, the focus has been on making the right investments in human capital to take the organization and all its employees to the next level of competence and growth. We have always believed that motivated employees are the core source of competitive advantage and hence there is continuous investments in talent management, learning & development programs and other interventions for enhancing employee experience. Recently the organization has gone through a leadership change with Shri Sundararaman Ramamurthy joining us as MD & CEO. We review and revise our systems, policies and processes to ensure that our organizational structures facilitate inclusiveness and accountability and focus towards employee retention.

We believe in diversity and inclusion as part of our culture. Some of the crucial steps taken to create and sustain a more diverse and inclusive environment include: hiring a Chief Risk Officer & Head Human Resources at a Leadership level. Additionally, at the Middle & Junior level we have a diverse workforce with almost 28% women workforce. As of 31st March 2023, the Company had 398 management cadre employees and 103 staff level employees. Human Resource function continues to be a strategic business partner and change catalyst. It plays a pivotal role in unlocking human potential which results in organization transformation and success.

Some of the Talent Management & Development Interventions are as below:

B. TRAINING & DEVELOPMENT:

To engage our employees we continued our best practices on training & development and employee engagement for the entire financial year. This year, post ease in COVID-19 restrictions, we reinitiated various training as well as engagement initiatives on offline basis for employees as well as their family members. Large scale events like the Garba Celebration & the Diwali Celebration, both were attended by employees & their families with a participation of almost 1250+ in each event.

Apart these large celebrations, there was also a focus on the employees' wellness, physical & mental fitness of our employees. In FY 2022-23, the company conducted in person sessions on a continuous basis on topics including Yoga for Mindfulness and Meditation, Diet for Building Immunity, Ayurveda and its uses, Ergonomics, Eyecare, Breathing & Stretching Workouts etc. We have successfully conducted 18 training programs/workshops focusing on improving the behavioural competencies, skill enhancement and enhancing the technical competencies of our employees. Approx. 350+ employees attended these training programs.

Building High Performing & Learning Culture:

BSE has a culture of learning, collaboration, diversity and well-being. We celebrate and recognize our employees who consistently demonstrate our values while inspiring others to do the same. We commit significant resources to sustaining a culture that enables voice and innovation, and facilitates trust, engagement, belonging and performance. We ensure that employees are at their productive best by continuing to work on simplifying internal processes through a collaborative efforts. The collaborative deliberations and decisions of the organization leadership, supported by the stakeholders and enabled by the people managers, have resulted in various new initiatives for building learning & high performing culture. We initiated a program called Vibrant BSE 2025 where ideas were invited from employees on Centre of Excellence, BSE @ 150 years, Employer of Choice or any other idea that the employee wishes to contribute. We follow an integrated performance management approach to align individuals performance towards organizational goals.

A new Wage Settlement with the Employees Union was signed by BSE's management on 23rd March 2023 for upward revision of wages of unionised staff. This Wage Settlement is valid up to 31st March, 2028.

13. BSE'S CONTRIBUTION IN THE ESG AND SUSTAINABILITY SPACE

- On April 26, 2022; **World Intellectual Property Day**, an event themed on "**IP and Youth: Innovating for a Better Future**" was hosted by Legasis, in association with **BSE**, GIS Foundation, We School, AIMS and D'Artist Talent Ventures. On this occasion, BSE shared notable insights on how potential today's youth can be harnessed towards path-breaking innovation to drive change for a better future.
- In April 2022, BSE was actively involved in the virtual launch of **Gender Bond Guidelines**, co-hosted by UN Women, Citibank, Goldman Sachs (India) and Bank of America (India). BSE brought in perspective on how greater awareness can be scaled towards setting a foundation for gender responsive bonds in Indian Capital Market. BSE shared insights on how innovative ways of sustainable finance could further the overall picture of achieving the United Nations Sustainable Development Goals.
- As part of Azadi ka Amrit Mahotsav (AKAM), Ministry of Housing and Urban Affairs (MoHUA), Government of India organized a conference themed on "**Smart Cities, Smart Urbanization**" in April 2022. BSE shared insights on "**Opportunities through capital markets, Green and Sustainable finance**" which will further chart out and crystallize roadmap for future of urban transformation of our country. BSE also shared
- In April 2022, BSE collaborated with GRI (Global Reporting Initiative) for the launch of "**New BRSR GRI Standards Linkage**". Post launch BSE joined hands with GRI for multiple awareness sessions for listed corporates, themed on **BRSR & GRI standards' linkage- Bracing quality reporting**.

- In May 2022, BSE shared its thought leadership on how social incubator and social entrepreneurship are key enablers for rural development at the “**Launch of Supporting Sustainable Agriculture / Upliftment of Rural Economy Through Organic products of Uttarakhand in Collaboration with ISKCON**”
- In September 2022, a prestigious event was conducted at BSE in collaboration with MentorMyBoard - **the 2nd Women Directors Conclave 2022**. This was an exclusive conclave where **Hon’ble Union Minister of Finance and Corporate Affairs Smt. Nirmala Sitharaman ji graced the occasion as a Chief Guest**. The conclave was themed towards demonstrating capabilities of Women Board Leaders in India. Women Entrepreneurs across the country came together, brainstormed the way forward for building more women leaders at the Board level and at the same time tapped the networking opportunity with the best minds in Indian Boardrooms.
- In March 2023, BSE hosted the **9th Ring the bell for Gender Equality** primarily in collaboration with UN Women, themed: **DigitALL- Innovation and technology for gender equality**. Other global partners involved for this initiative were, United Nations Global Compact (“UNGC”), Sustainable Stock Exchanges Initiative (“SSE”), International Finance Corporation (“IFC”), World Federation of Exchanges (“WFE”) and MSCI. To further commit to this cause, BSE IPF and UN Women, India have joined hands together and launched a year-long financial literacy program- “**FinEMPOWER – Empowering women towards financial security**”
- End of March 2023 in an initiative hosted by Climate Bonds, BSE steered interesting outlook and strategies for scaling up **Financing and listing of Municipal Green Bonds in India**.

14. FINANCIAL PERFORMANCE

A. SOURCES OF FUNDS

I. Equity Share Capital

BSE has one class of shares - equity shares at a face value of ₹ 2 each. The Authorised Share Capital is ₹ 30,000 Lakh represented by 1,50,00,00,000 equity shares of ₹ 2 each. The Issued Equity Share Capital stood at ₹ 2,748 lakh as at March 31, 2023 (₹ 2,748 lakh as at March 31, 2022) represented by 13,74,12,891 equity shares of ₹ 2 each (13,74,12,891 equity shares of ₹ 2 each as at March 31, 2022). Out of which, 13,54,62,891 Equity Shares of ₹ 2/- each was subscribed and paid-up equity share capital as on March 31, 2023.

The allotment of 19,50,000 equity shares of ₹ 2/- each along with all corporate benefits as declared from time to time, including dividend and bonus have been kept in abeyance for specific reasons pursuant to the provisions of the BSE (Corporatisation & Demutualisation) Scheme, 2005.

II. Other Equity

Capital Reserve: Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, the balance in Contribution by Members, Forfeiture of

Members Application Money, Technology Reserve, Stock Exchange building, Seth Chunnilal Motilal Library, Charity, Income and Expenditure Account as at August 19, 2005 as appearing in the Company are transferred to Capital Reserve being reserves which shall not be used for purposes other than the operations of the Company. On a standalone as well as consolidated basis, the balance as at March 31, 2023 amounted to ₹ 66,179 Lakh, which is the same as the previous year.

General Reserve: The General Reserve created from time to time through transfer profits from Retained Earnings for appropriation purposes. As the General Reserve created by a transfer from one component of equity to another and is not an item of Other Comprehensive Income, items included in General Reserve will not be reclassified to the Statement of Profit and Loss. The balance of General Reserve as on March 31, 2023 was ₹ 42,824 Lakh as compared to ₹ 42,828 Lakh as on March 31, 2022 on a standalone basis and ₹ 43,879 Lakh as at March 31, 2023 as compared to ₹ 43,883 Lakh as at March 31, 2022 on a consolidated basis. The reduction is mainly on account of utilization of reserve towards issue of bonus shares.

Capital reserve on business combination: The balance of Capital Reserve on Business Combination as on March 31, 2023 stood at ₹ 10,530 Lakh on a standalone and consolidated basis, which is the same as the previous year.

Retained Earnings: On a standalone basis, the balance in the Retained Earnings as at March 31, 2023 was ₹ 1,04,658 Lakh, as compared to ₹ 1,06,474 Lakh in the previous year. Retained Earnings as at March 31, 2023 includes balance of ₹ 257 Lakh (₹ 213 Lakh as on March 31, 2022) pertaining Other Comprehensive Income (OCI) which is mainly on account of remeasurement gains/losses on our defined employee benefit plans (net of taxes).

On a consolidated basis, the balance in Retained Earnings as at March 31, 2023 was ₹ 1,46,812 Lakh as compared to ₹ 1,42,147 Lakh in the previous year. Retained Earnings as at March 31, 2023 includes balance of ₹ 2,581 Lakh (₹ 1,434 Lakh as on March 31, 2022) pertaining to Other Comprehensive Income (OCI) which is mainly on account of remeasurement gains/losses on our defined employee benefit plans (net of taxes) and foreign currency translation reserve being exchange differences on translating the financial statements of International Financial Services Centre (IFSC) operation.

Other Reserves:

Sr. Particulars No.	₹ in Lakh	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
a) Share application money pending allotment	0 [^]	0 [^]
Total	0[^]	0[^]

(₹ in Lakh)

Sr. Particulars No.	As at March 31, 2023	As at March 31, 2022
Consolidated:		
a) Share application money pending allotment	0 [^]	0 [^]
b) Liquidity enhancement scheme (LES) reserve	6	8
Total	6	8

^ less than INR 50,000/-

India INX had launched Liquidity Enhancement Scheme (LES) to enhance liquidity in INDIA INX's derivatives contracts traded in the Exchange in accordance with the circular issued by regulator from time to time. The Company has created additional LES reserve of ₹ 1,354 Lakh and incurred an expense of ₹ 1,356 Lakh during the year ended March 31, 2023, accordingly LES reserve balance as on March 31, 2023, is ₹ 6 Lakh (Previous year: ₹ 8 lakh). The LES reserve as on March 31, 2023 will not form part of net worth of India INX in accordance with the IFSCA circular F.No.286/IFSCA/PM(CMD-DMIIT)/2021/4 dated March 31, 2022.

INDIA INX has created LES reserve as tabled below:

(₹ in Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	8	22
Add: Transfer from Retained Earning	1,354	1,313
Less: LES expenditure incurred during the year	(1,356)	(1,327)
Closing Balance	6	8

III. Other Comprehensive Income:

(₹ in Lakh)

Sr. Particulars No.	As at March 31, 2023	As at March 31, 2022
Standalone:		
a) Remeasurements gain / (loss) on the defined employee benefit plans	257	213
Total	257	213
Consolidated:		
a) Remeasurements gain / (loss) on the defined employee benefit plans	(600)	(63)
b) Foreign Currency Translation Reserve	3,181	1,497
Total	2,581	1,434

Total Equity: The Total Equity attributable to the shareholders of the Company on a consolidated basis increased to ₹ 2,70,115 Lakh as on March 31, 2023 from ₹ 2,65,452 Lakh as on March 31, 2022. The book value per equity shares on consolidated basis increased to ₹ 199 as at March 31, 2023 as compared to ₹ 196 as at March 31, 2022.

The Total Equity on standalone basis decreased to ₹ 2,26,900 Lakh as on March 31, 2023 from ₹ 2,28,716 Lakh as on March 31, 2022. The book value per equity shares on standalone basis decreased to ₹ 167 as at March 31, 2023 as compared to ₹ 169 as at March 31, 2022.

Non-Controlling Interest: Investors had taken minority stake in India INX; India ICC and BSE E-Agricultural, due to which non-controlling interest generated as at March 31, 2023 was ₹ 12,784 Lakh as compared to ₹ 13,519 Lakh as on March 31, 2022.

Core Settlement Guarantee Fund: On a consolidated basis, the balance of Core Settlement Guarantee Fund as at March 31, 2023 increased by ₹ 11,675 Lakh to ₹ 75,764 Lakh, as compared to ₹ 64,089 Lakh as at March 31, 2022.

B. APPLICATION OF FUNDS:

I. Property Plant & Equipment and Investment Property:

Additions to Gross Block - Standalone: During the year, the Company capitalised ₹ 7,761 Lakh to the gross block comprising of ₹ 157 Lakh in Plant and Equipments, ₹ 202 Lakh in Electrical Installations, ₹ 7,051 Lakh in Computer Equipments, ₹ 78 Lakh in Furniture and Fixtures, ₹ 200 Lakh in Office Equipments and ₹ 73 Lakh in Motor vehicles.

During the previous year, the Company capitalised ₹ 1,340 Lakh to the gross block comprising of ₹ 7 Lakh in Plant and Equipments, ₹ 11 Lakh in Electrical Installations, ₹ 1,254 Lakh in Computer Equipments, ₹ 2 Lakh in Furniture and Fixtures and ₹ 66 Lakh in Office Equipments.

Additions to Gross Block - Consolidated: During the year, the Company capitalised ₹ 9,457 Lakh to the gross block comprising ₹ 9 Lakh in Buildings, ₹ 157 Lakh in Plant and Equipments, ₹ 203 Lakh in Electrical Installations, ₹ 8,722 Lakh in Computer Equipments, ₹ 82 Lakh in Furniture and Fixtures, ₹ 211 Lakh in Office Equipments and ₹ 73 Lakh in Motor Vehicles.

During the previous year, the Company capitalised ₹ 1,642 Lakh to the gross block comprising ₹ 7 Lakh in Plant and Equipments, ₹ 11 Lakh in Electrical Installations, ₹ 1,554 Lakh in Computer Equipments, ₹ 3 Lakh in Furniture and Fixtures and ₹ 67 Lakh in Office Equipments.

Deductions from Gross Block - Standalone: During the year, the Company disposed of various assets with a gross block of ₹ 241 Lakh comprising of ₹ 50 Lakh in Plant and Equipments, ₹ 50 Lakh in Electrical Installations, ₹ 67 Lakh in Computer Equipments, ₹ 8 Lakh in Furniture and Fixtures and ₹ 66 Lakh in Office Equipments.

During the previous year, the Company disposed of various assets with a gross block of ₹ 3,784 Lakh comprising of ₹ 18 Lakh in Plant and

Equipments, ₹ 3 Lakh in Electrical Installations, ₹ 3,732 Lakh in Computer Equipments, ₹ 17 Lakh in Furniture and Fixtures and ₹ 14 Lakh in Office Equipments.

Deductions from Gross Block - Consolidated: During the year the Company disposed of various assets with a gross block of ₹ 284 Lakh comprising of ₹ 50 Lakh in Plant and Equipments, ₹ 53 Lakh in Electrical Installations, ₹ 74 Lakh in Computer Equipments, ₹ 9 Lakh in Furniture and Fixtures, ₹ 70 Lakh in Office Equipments and ₹ 28 Lakh in Motor Vehicles.

During the previous year, the Company disposed of various assets with a gross block of ₹ 3,787 Lakh comprising of ₹ 18 Lakh in Plant and Equipments, ₹ 3 Lakh in Electrical Installations, ₹ 3,733 Lakh in Computer Equipments, ₹ 17 Lakh in Furniture and Fixtures and ₹ 16 Lakh in Office Equipments.

Goodwill and Other Intangible Assets - Standalone: During the year, the Company capitalised ₹ 3,768 Lakh in Software as compared to ₹ 859 Lakh in previous year.

Goodwill and Other Intangible Assets – Consolidated: The carrying value of Goodwill was unchanged at ₹ 3,742 Lakh as at March 31, 2023 as compared to previous year. During the year, the Company capitalised ₹ 5,562 Lakh in Software as compared to ₹ 870 Lakh during previous year.

Capital Work in Progress and Intangible under development (CWIP) - Standalone: The carrying value of CWIP was ₹ 174 Lakh as at March 31, 2023 as compared to ₹ 440 Lakh as at March 31, 2022.

Capital Work in Progress and Intangible under development (CWIP) - Consolidated: The carrying value of CWIP was ₹ 193 Lakh as at March 31, 2023 as compared to ₹ 1,002 Lakh as at March 31, 2022.

Capital Expenditure Commitments: The estimated value of contracts remaining to be executed on capital account and not provided for are mentioned in below table:

Sr. Particulars No.	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
a) Towards Tangible assets	4,006	3,146
b) Towards Intangible assets	186	3,042
Total	4,192	6,188
Consolidated:		
a) Towards Tangible assets	4,380	3,146
b) Towards Intangible assets	208	3,042
c) Towards Investments	92	65
Total	4,680	6,253

II. Financial Assets:

Investments:

Investment in Subsidiaries and Associates

Sr. Particulars No.	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
a) Investment in Subsidiaries	72,605	72,355
b) Investment in Associates	3,543	4,723
c) Asset classified as held for sale	1,180	-
Total	77,328	77,078
Consolidated:		
a) Investment in Subsidiaries	-	2
b) Investment in Associates	41,038	48,811
c) Asset classified as held for sale	10,935	-
Total	51,973	48,813

During the year, the Company infused further equity in to the following subsidiaries:

Sr. Name of subsidiary No.	(₹ in Lakh)	
	Amount of additional investment during FY 2022-23	
1) BSE Investments Limited	250	
Total investments in subsidiaries during FY 2022-23	250	

The details of share of profits / loss of associates:

Sr. Name of Associate No.	(₹ in Lakh)	
	Share of Profit / (Loss) added during FY 2022-23	Share of Profit / (Loss) added during FY 2021-22
1. Asia Index Private Limited	543	442
2. CDSL Commodity Repository Limited	(26)	(1)
3. BSE EBIX Insuretech Private Limited	3	6
4. BSE EBIX Insurance Broking Private Limited	(119)	(40)
5. Hindustan Power Exchange Limited (Formerly Pranurja Solutions Limited)	(226)	(70)
6. India international Bullion Holding IFSC Limited	(310)	(98)
7. Central Depository Services (India) Limited	5,236	6,195
Total	5,127	6,434

The details of fresh investments made in Associates by Subsidiaries of BSE:

(₹ in Lakh)

Sr. No.	Particulars	FY 23	FY 22
Consolidated			
a)	Fresh Investments by India INX in India International Bullion Holding IFSC Limited	598	1,028
b)	Fresh Investments by India ICC in India International Bullion Holding IFSC Limited	598	1,028
Total		1,195	2,056

The details of dividend from Associates eliminated from Investments:

(₹ in Lakh)

Sr. No.	Particulars	FY 23	FY 22
Consolidated			
a)	Dividend received from Central Depository Services (India) Limited	3,135	1,881
Total		3,135	1,881

Other Investments:

(₹ in Lakh)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
Standalone:			
i.	Bonds and Non-Convertible Debentures	49,350	5,233
ii.	Exchange traded funds through asset management company	4,735	4,655
iii.	Growth oriented debt schemes of mutual funds	24,893	1,07,365
iv.	Less: Provision for diminution	(1,654)	(1,700)
v.	Earmarked Investments	2,719	3,230
vi.	Accrued Interest	1,074	126
Total		81,117	1,18,909

(₹ in Lakh)

Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
Consolidated:			
i.	Investment in Equity	1,092	842
ii.	Bonds; Non-Convertible Debentures and G Sec	52,468	7,259
iii.	Exchange traded funds through asset management company	4,735	4,655
iv.	Dividend oriented debt schemes of mutual funds	2,914	2,345
v.	Growth oriented debt schemes of mutual funds	30,234	1,12,453
vi.	Less: Provision for diminution	(1,654)	(1,700)
vii.	Earmarked Investments	13,152	21,450
viii.	Interest accrued	1,366	695
Total		1,04,307	1,47,999

All the investments made by the Company comprise of mutual fund units (including investment in fixed maturity plan securities) and quoted and unquoted debt securities (including investment in bonds, non-convertible debentures and government securities).

Trade Receivables: On a standalone basis, trade receivables amounted to ₹ 4,679 Lakh as at March 31, 2023 as compared to ₹ 5,254 Lakh as at March 31, 2022. Average collection period was 30.23 days as compared to 32.56 days in the previous year.

On a consolidated basis, trade receivables amounted to ₹ 9,089 Lakh as at March 31, 2023 as compared to ₹ 6,339 Lakh as at March 31, 2022. Average collection period was 34.52 days as compared to 37.01 days in the previous year.

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivable by individual departments. ECL impairment loss allowance (or reversal) recognised during the year is recognised as income/ expense in the Statement of Profit and Loss. ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

The movement of impairment allowance is shown below:

Particulars	₹ in Lakh	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Opening Balance of Impairment Loss	4,501	5,153
Additional Provision during the Year	(1,337)	(652)
Closing Balance of Impairment Loss	3,164	4,501
Consolidated:		
Opening Balance of Impairment Loss	4,805	5,168
Additional Provision during the Year	(1,331)	(363)
Closing Balance of Impairment Loss	3,474	4,805

Cash and Cash equivalents and other bank balances: On a standalone basis, balance in current accounts and deposit accounts including accrued interest stood at ₹ 95,057 Lakh as at March 31, 2023, as compared to ₹ 76,050 Lakh as at March 31, 2022. On a consolidated basis, balance in current accounts and deposit accounts including accrued interest stood at ₹ 3,04,957 Lakh as at March 31, 2023 as compared to ₹ 3,51,166 Lakh as at March 31, 2022.

Particulars	₹ in Lakh	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
In Current Accounts – Own	256	253
In Deposit Accounts – Own including accrued Interest	65,468	45,856
Total Cash and Bank Balance (Own)	65,724	46,109
In Current Accounts – Earmarked	2,400	2,322
In Deposit Accounts – Earmarked including accrued Interest	26,933	27,619
Total Cash and Bank Balance (Earmarked)	29,333	29,941
Total Cash and Bank Balance	95,057	76,050
Consolidated:		
In Current Accounts – Own	1,216	2,582
In Deposit Accounts – Own including Interest accrued	81,109	69,674
Total Cash and Bank Balance (Own)	82,325	72,256
In Current Accounts – Earmarked	13,425	17,638
In Deposit Accounts – Earmarked including Interest accrued	2,09,207	2,61,272
Total Cash and Bank Balance (Earmarked)	2,22,632	2,78,910
Total Cash and Bank Balance	3,04,957	3,51,166

The earmarked balances in the current account and deposit accounts are restricted cash and bank balances which are to be used for specified purposes only. All other cash and bank balances are available for operating activities of the Company.

Other Financial Assets:

Particulars	₹ in Lakh	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Deposit with public bodies and others	206	162
Loan to staff	50	56
Bank deposits incl. accrued interest (> 1Year maturity) – Own	7,345	-
Bank deposits incl. accrued interest (> 1Year maturity) – Earmarked	9,490	7,912
Due from subsidiaries	73	83
Deposits made under protest for property tax and others	9	9
Total	17,173	8,222
Consolidated:		
Deposit with public bodies and others	378	333
Loan to staff	63	70
Expenses recoverable from subsidiaries	47	3
Bank deposits incl accrued interest (> 1Year maturity) - Own	20,328	4,643
Bank deposits incl accrued interest (> 1Year maturity) - Earmarked	54,450	13,501
Receivable towards incentive scheme	1	8
Settlement Obligation Receivable	1,229	1,108
Deposits made under protest for property tax and others	9	9
Total	76,505	19,675

Deposit with public bodies and others represent amount given as deposit to public bodies and deposit for taking rental properties. Bank deposits are deposits which have a maturity tenure of more than 12 months. Other bank deposits are classified as cash and cash equivalents and other bank balances. Accrued interest is the interest accrued but not due on the fixed deposits. The amount receivable from portfolio management account represents, the amount remaining to be invested by the portfolio management professionals.

Other Assets:

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Gratuity Asset (Net)	306	307
Prepaid Expenses	365	308
Advance to Creditors	565	306
Input Credit Receivable	640	456
Total	1,876	1,377
Consolidated:		
Gratuity Asset (Net)	319	310
Prepaid Expenses	1,475	1,139
Advances Recoverable in Cash or in Kind or for value to be received	162	23
Advance to Creditors	581	319
Core SGF	406	435
Input Tax Credit Receivable	1,206	705
Total	4,149	2,931

Input Tax Credit receivable represents the input tax credit of Goods & Service Tax (GST) receivable which can be utilised subsequently against future GST liability as per the provisions of GST Act. Advance to creditors represent the amount paid in advance to vendors for which services have been availed partly or yet to be availed.

III. Financial Liabilities:

Trade Payables:

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Trade Payables – MSME	2	5
Trade Payables – Others	5,882	5,259
Total	5,884	5,264
Consolidated:		
Trade Payables – MSME	65	57
Trade Payables – Others	7,975	7,228
Total	8,040	7,285

Other Financial Liabilities:

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Accrued employee benefit expenses	3,711	4,257
Deposits received	15,201	14,617
Unpaid dividends	176	162
Due to subsidiaries	2,316	945
Earmarked Liabilities	32,461	32,260
Total	53,865	52,241
Consolidated:		
Accrued employee benefit expenses	4,684	5,418
Deposits and margin received	16,705	15,959
Unpaid dividends	176	162
Payables on purchase of fixed assets	1	3
Lease obligations	2	2
Earmarked Liabilities	32,461	32,260
Clearing and Settlement	1,49,802	1,81,730
Total	2,03,831	2,35,534

Accrued employee benefit represents emoluments payable to employees over a period of time based on the HR policies designed for the benefit of the employees. Deposits received includes deposits received from trading members and clearing members which are based on guidelines issued by SEBI. Lease obligations are liabilities which are at a fixed rate of interest having an original repayment period of 5 years. Earmarked liabilities are backed up by corresponding bank balances and bank deposits mentioned above. Clearing and Settlement liability represents the early pay-in received by Indian Clearing Corporation Limited (ICCL) with respect to trades executed on trading platform of the exchanges pending settlement, deposits received from clearing banks and margin money/deposits received from members.

Provisions

Particulars	(₹ in Lakh)	
	As at March 31, 2023	As at March 31, 2022
Standalone:		
Compensated Absence	1,051	1,224
Total	1,051	1,224
Consolidated:		
Provision for Gratuity	383	326
Compensated Absence	1,818	2,167
Total	2,201	2,493

The provision for Gratuity and compensated absences are made based on actuarial valuation reports.

Income Tax Assets and Liabilities:

(₹ in Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Standalone:		
Deferred Tax Assets – A	6,102	10,725
Deferred Tax Liabilities – B	286	1,701
Deferred Tax Net (A-B)	5,816	9,024
Income Tax Assets – C	10,868	8,191
Income Tax Liabilities – D	1,626	951
Income Tax Net (C-D)	9,242	7,240
Consolidated:		
Deferred Tax Assets – E	8,813	13,790
Deferred Tax Liabilities – F	358	1,806
Deferred Tax Net (E-F)	8,455	11,984
Income Tax Assets – G	14,520	12,506
Income Tax Liabilities – H	1,974	963
Income Tax Net (G-H)	12,546	11,543

Deferred Tax Assets primarily comprise deferred tax on property, plant and equipment, impairment of financial assets, expenses allowed on payment basis u/s 43B of Income Tax Act, 1961 and payment made towards voluntary retirement scheme. Deferred tax liabilities primarily comprise of deferred tax on fair market valuation of mutual fund. The deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current income tax assets against current income tax liabilities and where the deferred tax assets and deferred tax liabilities relate to the taxes levied by the same taxation authority.

Current Income tax liabilities represents estimated income tax liabilities net of Advance taxes paid and tax deducted at source.

Other Liabilities:

(₹ in Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Standalone:		
Income received in advance	220	219
Advance from customers	2,932	2,558
Statutory remittances	9,827	14,892
Other liabilities	8,219	8,308
Total	21,198	25,977

(₹ in Lakh)

Particulars	As at March 31, 2023	As at March 31, 2022
Consolidated:		
Income received in advance	1,614	1,323
Advance from customers	2,940	2,573
Statutory remittances	11,829	16,912
Other liabilities	8,220	8,309
Unamortised portion of Capital Subsidy	33	57
Contribution payable to IPF	36	31
Total	24,672	29,205

Statutory remittances include dues payable to statutory bodies, which have been paid off subsequently before the applicable due dates. Other liabilities include amount set aside to Investors' service fund @ 20% of annual listing fees as per the directive of SEBI and dividend of earlier years in respect of shares held in abeyance (For further details refer schedule 19 of standalone and consolidated financial statements).

IV. Financial Results:

Standalone Performance:

(₹ in Lakh)

Particulars	FY 2022-23	FY 2021-22	Variance (%)
A. Income			
Securities services	27,036	28,490	(5%)
Services to corporates	29,036	28,608	1%
Data dissemination fees	3,886	3,600	8%
Revenue from operations	59,958	60,698	(1%)
Investment income	10,979	9,122	20%
Other income	3,302	2,582	28%
Total income	74,239	72,402	3%
B. Expenses			
Employee benefits expense	9,281	9,830	(6%)
Computer technology related expenses	15,093	12,579	20%
Administration and other expenses	18,930	17,573	8%
Liquidity enhancement scheme expenses	2,277	2,174	5%
Total expenses	45,581	42,156	8%

(₹ in Lakh)

Particulars	FY 2022-23	FY 2021-22	Variance (%)
C. EBITDA	28,658	30,246	(5%)
EBITDA Margin	39%	42%	
Depreciation and amortisation expense	4,898	4,136	18%
D. Profit before tax	23,760	26,110	(9%)
Tax expenses	7,069	6,598	7%
E. Net profit for the year	16,691	19,512	(14%)
Net margin	22%	27%	
Effective tax rate	30%	25%	
F. Other comprehensive income	44	107	(59%)
G. Total comprehensive income for the year	16,735	19,619	(14%)

Standalone Income:

(₹ in Lakh)

Particulars	FY 2022-23	% of Total Income	% Growth	FY 2021-22	% of Total Income
Securities Services	27,036	36%	(5%)	28,490	38%
Services to Corporates	29,036	39%	1%	28,608	40%
Data Dissemination Fees	3,886	5%	8%	3,600	5%
Investment Income	10,979	15%	20%	9,122	13%
Other Income	3,302	4%	28%	2,582	4%
Total Income	74,239	100%	3%	72,402	100%

The Total Income for the year was higher by ₹ 1,837 Lakh at ₹ 74,239 Lakh (up 3%) as compared to ₹ 72,402 lakh in FY 22. The investment income for FY23 has increased by ₹ 1,857 Lakh (up 20%) at ₹ 10,979 Lakh as compared to ₹ 9,122 Lakh for FY22. Other income for FY 23 has increased by ₹ 720 Lakh (up 28%) at ₹ 3,302 Lakh as compared to ₹ 2,582 Lakh for FY 22. The increase is mainly due to interest on income tax refund of ₹ 484 Lakh. The income from services to corporate for FY 23 has increased by ₹ 428 Lakh (up 1%) at ₹ 29,036 Lakh as compared to ₹ 28,608 Lakh for FY 22. The increase is mainly due to increase in listing fees by ₹ 1,255 (up 6%) Lakh to ₹ 23,275 Lakh in FY 23 as compared to ₹ 22,020 Lakh in FY 22. The income from data dissemination for FY 23 has increased by ₹ 286 Lakh (up 8%) at ₹ 3,886 Lakh as compared to ₹ 3,600 Lakh for FY 22. The increase in income is offset by decrease in income from securities services by ₹ 1,454 Lakh (down 5%) to ₹ 27,036 Lakh in FY 23 as compared to ₹ 28,490 Lakh in FY 22. This is mainly due

to decrease in average daily turnover of equity cash segment to ₹ 4,132 crore in FY 23 as compared to ₹ 5,396 crore in FY 22. The average daily number of chargeable orders received for mutual fund segment has also increased to 2,057 Lakh in FY 23 from 1,545 Lakh in FY 22.

Standalone Expenses:

(₹ in Lakh)

Particulars	FY 2022-23	% of Total Income	% Growth	FY 2021-22	% of Total Income
Employee Benefit Expenses	9,281	13%	(6%)	9,830	14%
Computer Technology Related Expenses	15,093	20%	20%	12,579	17%
Regulatory Fees	5,742	8%	7%	5,385	7%
Legal Fees	440	1%	46%	302	0%
Professional Fees	1,255	2%	50%	836	1%
Electricity Charges	1,109	1%	33%	834	1%
Repairs & Maintenance	1,200	2%	37%	873	1%
Travelling Expenses	276	0%	(16%)	330	0%
Operating lease expenses	80	0%	4%	77	0%
Impairment loss allowance on trade receivable and financial assets	(38)	0%	(87%)	(284)	0%
Clearing house expenses	6,172	8%	(12%)	6,976	10%
Others	2,694	4%	20%	2,244	3%
Depreciation and finance costs	4,898	7%	18%	4,136	6%
Liquidity enhancement scheme expenses	2,277	3%	5%	2,174	3%
Total	50,479	68%	9%	46,292	64%

The Total Expenses for the year were higher by ₹ 4,187 Lakh at ₹ 50,479 Lakh (up 9%). The increase in expenses is mainly due to increase in Computer Technology Related Expenses by ₹ 2,514 lakh (up 20%) to ₹ 15,093 Lakh in FY 23 from ₹ 12,579 Lakh in FY 22. Increase in depreciation and amortisation cost by ₹ 762 (up 18%) Lakh to ₹ 4,898 Lakh in FY 23 from ₹ 4,136 Lakh in FY 22. The increase in expenses are partly offset by decrease in employee cost by ₹ 549 Lakh (down 6%) to ₹ 9,281 Lakh in FY 23 from ₹ 9,830 Lakh in FY 22. Decrease in clearing house expenses by ₹ 804 Lakh (down 12%) to ₹ 6,172 Lakh in FY 23 from ₹ 6,976 Lakh in FY 22.

Consolidated Performance:

(₹ in Lakh)

Particulars	FY 2022-23	FY 2021-22	Variance (%)
A. Income			
- Securities services	43,561	38,896	12%
- Services to corporate	29,042	28,642	1%
- Data dissemination fees	3,886	3,600	8%
- Training institute	1,875	1,349	39%
- IT Services	3,189	1,828	74%
Revenue from operations	81,553	74,315	10%
- Investment income	10,931	9,755	12%
- Other income	2,910	2,283	27%
Total income	95,394	86,353	10%
B. Expenses			
- Employee benefit expense	18,020	17,728	2%
- Computer technology related expenses	12,390	9,687	28%
- Administration and other expenses	27,766	22,086	25%
- Liquidity enhancement scheme expenses	3,633	3,500	4%
Total expenses	61,809	53,001	17%
C. EBITDA	33,585	33,352	1%
EBITDA Margin	35%	39%	
Depreciation and amortization expense	6,034	4,829	25%
Finance costs	2,748	2,215	24%
D. Profit before exceptional items and tax	24,803	26,308	(6%)
Share of profit of associates	4,923	6,418	(23%)
E. Profit before tax	29,726	32,726	(9%)
Tax expenses	9,161	8,233	11%
F. Net profit for the year	20,565	24,493	(16%)
Net profit attributable to the shareholders of the Company	22,067	25,433	(13%)
Net Profit attributable to the non-controlling interest	(1,502)	(940)	60%
Net Margin	22%	28%	
Effective tax rate	31%	25%	
G. Other comprehensive income	1,994	639	212%
H. Total comprehensive	22,559	25,132	(10%)
Total comprehensive income attributable to the shareholders of the Company	23,294	25,895	(10%)
Total comprehensive income attributable to the non-controlling interest	(735)	(763)	(4%)

Consolidated Income:

(₹ in Lakh)

Particulars	FY 2022-23	% of Total Income	% Growth	FY 2021-22	% of Total Income
Securities Services	43,561	46%	12%	38,896	45%
Services to Corporates	29,042	30%	1%	28,642	33%
Data Dissemination Fees	3,886	4%	8%	3,600	4%
Training Institute	1,875	2%	39%	1,349	2%
Sale of Software	3,189	3%	74%	1,828	2%
Investment Income	10,931	11%	12%	9,755	11%
Other Income	2,910	3%	27%	2,283	3%
Total Income	95,394	100%	10%	86,353	100%

The Total Income for the year was higher by ₹ 9,041 Lakh at ₹ 95,394 Lakh (up 10%) as compared to ₹ 86,353 Lakh in FY 22. The income from securities services for FY 23 has increased by ₹ 4,665 Lakh (up 12%) to ₹ 43,561 Lakh as compared to ₹ 38,896 Lakh for FY 22. The increase is mainly in income from clearing and settlement services, Treasury Income from Clearing and Settlement Funds and annual subscription & admission fees partly offset by decrease in transaction charges. Decrease in transaction charges are mainly due to decrease in average daily turnover of equity cash segment to ₹ 4,132 crore in FY 23 as compared to ₹ 5,396 crore in FY 22. The average daily number of chargeable orders received for mutual fund segment has also increased to 2,057 Lakh in FY 23 from 1,545 Lakh in FY 22. The income from services to corporate for FY 23 has increased by ₹ 400 Lakh (up 1%) at ₹ 29,042 Lakh as compared to ₹ 28,642 Lakh for FY 22. This increase is mainly due to increase in company reinstatement fees by ₹ 295 Lakh (up 70%) to ₹ 719 Lakh in FY 23 as compared to ₹ 424 Lakh in FY 22. The income from data dissemination for FY 23 has increased by ₹ 286 Lakh (up 8%) at ₹ 3,886 Lakh as compared to ₹ 3,600 Lakh for FY 22. The income from sale of software licenses for FY 23 has increased by ₹ 1,361 Lakh (up 74%) at ₹ 3,189 Lakh as compared to ₹ 1,828 Lakh for FY 22. The training income for FY 23 has increased by ₹ 526 Lakh (up 39%) at ₹ 1,875 Lakh as compared to ₹ 1,349 Lakh for FY 22.

Consolidated Expenses:

(₹ in Lakh)

Particulars	FY 2022-23	% of Total Income	% Growth	FY 2021-22	% of Total Income
Employee benefit expenses	18,020	19%	2%	17,728	21%
Computer technology related expenses	12,390	13%	28%	9,687	11%
Regulatory fees	11,540	12%	36%	8,511	10%
Legal Fees	488	1%	37%	355	0%
Professional fees	3,520	4%	55%	2,276	3%
Electricity charges	1,216	1%	31%	926	1%

(₹ in Lakh)

Particulars	FY 2022-23	% of Total Income	% Growth	FY 2021-22	% of Total Income
Repairs & maintenance	1,291	1%	36%	950	1%
Travelling expenses	496	1%	2%	484	1%
Operating lease expenses	369	0%	54%	240	0%
Impairment loss allowance on trade receivable and financial assets	1,449	2%	Very High	16	0%
Clearing house expenses	2,532	3%	(40%)	4,244	5%
Others	4,865	5%	19%	4,084	5%
Depreciation & finance costs	8,782	9%	25%	7,044	8%
Liquidity enhancement scheme expenses	3,633	4%	4%	3,500	4%
Total	70,591	74%	18%	60,045	70%

The Total Expenses for the year were higher by ₹ 10,546 Lakh at ₹ 70,591 Lakh (up 18%). The increase in expenses is mainly due to increase in technology cost by ₹ 2,703 Lakh (up 28%) to ₹ 12,390 Lakh as compared to ₹ 9,687 Lakh for FY 22. Increase in contribution to core SGF by ₹ 2,591 (up 89%) Lakh to ₹ 5,496 Lakh as compared to ₹ 2,905 Lakh for FY 22. Increase in impairment loss allowable on account of settlement obligation by ₹ 1,433 Lakh to ₹ 1,449 Lakh in FY 23 from ₹ 16 Lakh in FY 22. Increase in Professional Fees Expenses by ₹ 1,244 Lakh (up 55%) to ₹ 3,520 Lakh as compared to ₹ 2,276 Lakh for FY 22. Increase in depreciation costs by ₹ 1,205 Lakh (up 25%) to ₹ 6,034 Lakh in FY 23 from ₹ 4,829 Lakh in FY 22. Increase in Finance Cost by ₹ 533 Lakh (up 24%) to ₹ 2,748 Lakh in FY 23 from ₹ 2,215 Lakh in FY 22. The increase in expenses are partly offset by decrease in clearing house expenses by ₹ 1,712 Lakh (down 40%) to ₹ 2,532 Lakh as compared to ₹ 4,244 Lakh for FY 22.

V. Cash Flow

Standalone:

Summary of standalone cash flow statement is given below:

(₹ in Lakh)

Particulars	FY 2022-23	FY 2021-22
Operating activities	8,692	20,250
Investing activities	9,617	(21,611)
Financing activities	(18,551)	(9,619)
Net increase / (decrease) in cash and cash equivalents	(242)	(10,980)
Cash and cash equivalents at the beginning of the year	583	11,563
Cash and cash equivalents at the end of the year	341	583

In FY 23, there was a net cash inflow from operating activities amounting to ₹ 8,692 Lakh as compared to cash inflow of ₹ 20,250 Lakh in FY 22.

There was net cash inflow from investing activities amounting to ₹ 9,617 Lakh in FY 23 as compared to net cash outflow of ₹ 21,611 Lakh in FY 22.

The net cash outflow from financing activities was higher in FY 23 at ₹ 18,551 Lakh as compared to net cash outflow of ₹ 9,619 Lakh in FY 22 mainly on account of higher payment of dividend.

Consolidated:

Summary of consolidated cash flow statement is given below:

(₹ in Lakh)

Particulars	FY 2022-23	FY 2021-22
Operating activities	(13,711)	1,44,175
Investing activities	(11,133)	(97,990)
Financing activities	(18,551)	894
Net increase / (decrease) in cash and cash equivalents	(43,395)	47,079
Cash and cash equivalents at the beginning of the year	88,694	41,615
Cash and cash equivalents at the end of the year	45,299	88,694

In FY 23, there was a net cash outflow from operating activities amounting to ₹ 13,711 Lakh as compared to net cash inflow of ₹ 1,44,175 Lakh in FY 22.

There was net cash outflow from investing activities amounting to ₹ 11,133 Lakh in FY 23 as compared to net cash outflow of ₹ 97,990 lakh in FY 22.

The net cash outflow from financing activities amounting to ₹ 18,551 Lakh in FY 23 as compared to net cash inflow of ₹ 894 Lakh in FY 22 mainly on account of issue of share by subsidiary company offset by higher payment of dividend.

Earnings per Share (EPS)

The details of change in EPS on standalone and consolidated basis are as follows:

Particulars	FY 2022-23	FY 2021-22	% Increase
Standalone:			
Basic and diluted EPS	12.15	14.20	(14%)
Consolidated:			
Basic and diluted EPS	16.06	18.51	(11%)

VI. Segment-wise reporting - Consolidated

The Company operated in one reportable business segment viz: Stock Exchange Operations i.e., Facilitating Trading in Securities and other related ancillary Services as at the reporting date, and therefore has only one reportable Segment as per Indian Accounting Standard 108 "Operating Segments".

VII. Material developments after balance sheet date

No major developments to be reported.

VIII. Key financial ratios

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in key sector-specific financial ratios.

Particulars	FY 2022-23	FY 2021-22	Variation (bps)	% Change*
Debtors Turnover (in times)	6.81	5.93	-	14.84%
Current Ratio (in times)	1.79	2.33	-	(23.18%)
Operating EBITDA Margin (in %)	23.98	30.55	(657)	(21.51%)
Net Profit Margin (in %)	27.84	32.15	(431)	(13.41%)
Return on Net worth (in %)	7.33	8.73	(139)	(15.97%)

*There is no deviation exceeding 25% in any of the above metrics.

Return on Net worth (ROE):

Net Profit for the year has reduced by 14.46% (from Net profit of ₹ 19,512 Lakh in FY 2021-22 to Net Profit of ₹ 16,691 Lakh in FY 2022-23) as against YoY growth of 1.80% in average Net Worth (from ₹ 2,23,557 Lakh in FY 2021-22 to ₹ 2,27,573 Lakh in FY 2022-23).

Corporate Governance Report

The Corporate Governance Report for Financial Year (“FY”) 2022-23, which forms part of Boards’ Report, is prepared pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

BSE Limited (“the Company” or “BSE” or “Exchange”) is in compliance with all the requirements stipulated under Listing Regulations and Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“SECC Regulations”).

1. PHILOSOPHY

BSE believes in adopting the best Corporate Governance practices since its inception. The philosophy of the Company on Corporate Governance is to ensure transparency, accountability, integrity and equity in all its operations, provide disclosures, and enhance stakeholder value without compromising in any way on compliance with the applicable laws and regulations. Thus, for BSE, Corporate Governance is not merely about compliance with legislations but also about commitment to values, principles, ethical business conduct and transparency by ensuring honest and professional business practices and establishing an environment of trust and confidence among stakeholders.

BSE’s Corporate Governance reflects its value system encompassing its culture, policies, and relationships with its stakeholders. The Company believes that good governance brings sustained corporate growth and long-term benefits for all its stakeholders. BSE as an organization is committed to do things in a right way which means taking business decisions and acting in a way that is ethical and in compliance with applicable legislation in true letter and spirit. Apart from being the first Universal and listed Exchange of the country, BSE is the oldest Exchange in Asia as well as the fastest and largest Exchange in the world in terms of equity stocks listed. BSE has been demonstrating the highest standards of Corporate Governance principles and is striving to improve them continually by setting its standard in line with the best Corporate Governance practices in the world.

The Corporate Governance philosophy of BSE has been further strengthened with the adoption of the Code of Conduct and Code of Ethics for Board of Directors and Senior Management including Key Managerial Personnel and its entire management cadre. BSE has also devised a Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

2. BOARD OF DIRECTORS

BSE actively seeks to adopt best global practices and believes in having a diverse Board of Directors (“Board”) to allow better Corporate Governance. Hence, the Board of BSE is an ideal mix of knowledge, professionalism and experience which discharges its responsibilities by providing effective leadership to business. The Board of BSE, being at the core of the Corporate Governance practices, plays a pivotal role in overseeing the management in serving and protecting the long-term interests of all its stakeholders.

The Managing Director & CEO (“MD & CEO”) is responsible for the day-to-day management of the Company, subject to the supervision, direction and control of the Board, and ensures to apprise them at every meeting on the performance of the Company. He is ably assisted by the Executive Management Committee for implementing the decisions and strategic policies of the Board for effective execution.

Being a Recognized Stock Exchange, appointment of all the categories of Directors of the Company have been approved by the Securities and Exchange Board of India (“SEBI”).

A. COMPOSITION OF THE BOARD

As per Regulations 23(1) and 23(3) of SECC Regulations, the Board of the Company shall comprise of Public Interest Directors (“PIDs”), Shareholder Directors (“SHDs”) and Managing Director (“MD”), and the number of PIDs shall not be less than the number of SHDs on the governing Board of the Company. Further, Regulation 23(4) of SECC Regulations prescribes that the MD shall be included in the category of Shareholder Directors.

As per Regulation 2(1)(o) of SECC Regulations, PIDs has been defined as an Independent Director representing the interest of investors in securities market and who is not having any association, directly or indirectly, which in the opinion of SEBI, is in conflict with the role. Further, as per Regulation 2(1) (t) of SECC Regulations, SHD has been defined as a Director who represents the interest of shareholders and elected or nominated by such shareholders who are not trading members or clearing members, as the case may be, or their associates and agents.

All the Directors of the Company are fit and proper persons in terms of Regulation 20 of SECC Regulations.

As on March 31, 2023, the Board consisted of nine Directors, of which seven were PIDs and two were Shareholder Directors (including Shri Sundararaman Ramamurthy, MD & CEO of the Company), all being professionals having experience in diverse areas. The said composition of the Board was in compliance with the Companies Act, 2013 (“the Act”), Listing Regulations and SECC Regulations.

Changes in Composition During the Year:

Shri S.S. Mundra, Public Interest Director, was appointed as the Chairman on the Board of the Company w.e.f. May 26, 2022.

Shri Sundararaman Ramamurthy was appointed as Managing Director & CEO of the Company w.e.f. January 4, 2023 for a period of five years or attaining the age of 65, whichever is earlier.

Sushri Jayshree Vyas was re-appointed as the Public Interest Director of the Company for a period of three years, w.e.f. April 25, 2022.

Justice Shiavax Jal Vazifdar and Prof. Subhasis Chaudhuri, were appointed as the Public Interest Directors of the Company for a period of three years, w.e.f. May 19, 2022.

Dr. Padmini Srinivasan was appointed as Public Interest Director, of the Company for a period of three years, w.e.f. February 14, 2023.

Shri T. C. Suseel Kumar, Shareholder Director/Independent Director was liable to retire by rotation and being eligible, has offered himself for re-appointment. Shri T. C. Suseel Kumar was re-appointed at the 17th AGM held on July 14, 2022 and the same was approved by SEBI.

Shri Sumit Bose, ceased to be the Public Interest Director of the Company and Justice Vikramajit Sen, ceased to be the Chairman and Public Interest Director of the Company w.e.f. closure of working hours on May 18, 2022, upon completion of their terms.

Shri Ashishkumar Chauhan resigned as Managing Director & CEO w.e.f. the closure of working hours of July 25, 2022.

B. DETAILS OF DIRECTORS, BOARD MEETINGS, ATTENDANCE RECORDS OF BOARD AND OTHER DIRECTORSHIP(S)

During the FY 2022-23, ten meetings of the Board were held on May 11, 2022; July 11, 2022; July 25, 2022; August 3, 2022; October 21, 2022; November 7, 2022; December 8, 2022; January 4, 2023; February 7, 2023 and March 27, 2023, and not more than one hundred and twenty days elapsed between any two meetings.

The necessary quorum was present for all the meetings with the presence of maximum PIDs as required under SECC Regulations. Board meetings were enabled to be attended through video conferencing to facilitate Directors to participate virtually.

The details of Board including the category, attendance of the Directors at the aforesaid Board Meetings and the last Annual General Meeting (“AGM”) along with the number of Directorship(s) and Committee membership(s) in other companies of Directors are as follows:

Name of the Director (DIN) & Category	Attendance at the Board Meetings	Attendance at last AGM held on July 14, 2022	Other Directorship*	Committee position**		Name of listed entity and Category of Directorship (Executive/ Non-Executive) ***
				Chairperson	Member	
Public Interest Directors (Non-Executive Director)						
Shri S. S. Mundra (DIN: 00979731)	10/10	Yes	4	1	5	<ul style="list-style-type: none"> Havells India Limited Indiabulls Housing Finance Limited
Shri David Wright (DIN: 08064288)	10/10	Yes	-	-	-	-
Shri Umakant Jayaram (DIN: 08334815)	10/10	Yes	-	-	-	-
Sushri Jayshree Vyas (DIN: 00584392)	10/10	Yes	-	-	-	-
Justice Shiavax Jal Vazifdar ¹ (DIN: 09545168)	7/9	Yes	-	-	-	-

Name of the Director (DIN) & Category	Attendance at the Board Meetings	Attendance at last AGM held on July 14, 2022	Other Directorship*	Committee position**		Name of listed entity and Category of Directorship (Executive/ Non-Executive) ***
				Chairperson	Member	
Prof. Subhasis Chaudhuri ² (DIN: 03042120)	9/9	Yes	-	-	-	-
Dr. Padmini Srinivasan ³ (DIN: 09813415)	1/1	N.A.	-	-	-	-
Justice Vikramajit Sen ⁴ (DIN 00866743)	1/1	N.A.	N.A.	N.A.	N.A.	N.A.
Shri Sumit Bose ⁵ (DIN 03340616)	1/1	N.A.	N.A.	N.A.	N.A.	N.A.
Shareholders Directors (Non-Executive Director)						
Shri T. C. Suseel Kumar (DIN: 06453310)	10/10	Yes	3	-	2	<ul style="list-style-type: none"> PCBL Limited Lakshmi Machine Works Limited Axis Bank Limited
Managing Director & Chief Executive Officer (Executive Director)						
Shri Sundararaman Ramamurthy ⁶ (MD & CEO) (DIN: 05297538)	3/3	N.A.	-	-	-	-
Shri Ashishkumar Chauhan ⁷ (MD & CEO) (DIN 00898469)	3/3	Yes	N.A.	N.A.	N.A.	N.A.

*While calculation of number of other Directorships, BSE Limited and other Companies i.e. private limited companies, foreign companies and Section 8 companies under the Act are not considered.

**For purpose of determination of committee position, Chairmanship and Membership of the Audit Committee and Stakeholders' Relationship / Share Allotment Committee has been considered as per Regulation 26(1)(b) of Listing Regulations.

***All Directors are Non-Executive Directors in other listed Companies.

1 Justice Shiavax Jal Vazifdar was appointed as Public Interest Director with effect from May 19, 2022

2 Prof. Subhasis Chaudhuri was appointed as Public Interest Director with effect from May 19, 2022

3 Dr. Padmini Srinivasan was appointed as the Public Interest Director with effect from February 14, 2023

4 Justice Vikramajit Sen, Public Interest Director and Chairman, has completed his tenure with effect from the closure of working hours on May 18, 2022

5 Shri Sumit Bose, Public Interest Director, has completed his tenure with effect from the closure of working hours on May 18, 2022

6 Shri Sundararaman Ramamurthy was appointed as Managing Director & CEO with effect from January 4, 2023

7 Shri Ashishkumar Chauhan resigned as Managing Director & CEO effect from the closure of working hours on July 25, 2022

All Directors, excluding Shri Sundararaman Ramamurthy, MD & CEO, are Non-Executive Directors. None of the Directors of your Company are inter-se related to each other. None of the Directors hold any equity shares of the Company. Further, the Company has not issued any convertible instrument.

No Independent Director / Public Interest Director resigned during the financial year 2022-23.

C. CONFIRMATION OF INDEPENDENCE

In terms of Regulation 25(8) of the Listing Regulations, Public Interest Directors ("Independent Directors") have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Based on the declarations received from the PIDs, the Board of Directors have confirmed that they meet the criteria as mentioned under Section 149(6) of the Act and under Regulation 16(1)(b) and 25(8) of the Listing Regulations and they are independent of the management.

D. CODE OF CONDUCT AND CODE OF ETHICS

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available on the Company's website at https://www.bseindia.com/downloads1/Code_of_Conduct_for_Directors_and_Senior_Management.pdf. The Board Members and the Senior Management Personnel affirm compliance with the Code of Conduct on an annual basis. The declaration by the MD & CEO as required under Regulation 34(3) read with Schedule V (D) of the Listing Regulations regarding adherence to the Code of Conduct has been obtained for FY 2022-23 and is attached as **Annexure A**.

The Company being a Recognized Stock Exchange, requires every Director and Key Management Personnel to affirm compliance with the Code of Ethics as prescribed by SEBI under Regulation 26(2) of SECC Regulations. The Code of Ethics is aimed at maintaining the professional and ethical standards in the functioning of the Company.

E. FAMILIARIZATION PROGRAMMES

Pursuant to Regulation 25(7) of the Listing Regulations, the management conducts familiarization programmes for its Directors which includes discussion on industry outlook and updates on various matters viz. Regulatory, Business, Trading Operations, Finance, Internal Control, Information Technology etc.

The details of programmes for familiarization of Directors is available on the Company's website at https://www.bseindia.com/downloads1/Familiarisation_Programme_for_Independent_Directors.pdf

F. MATRIX SETTING OUT SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

The Board of Directors have identified the following skills required for the Company and the availability of such skills with the Board:

Names of Directors	Areas of Expertise							
	Technology	Legal & Administrative	Stakeholder relationship	Strategy development	Finance	Corporate Governance	Leadership	Capital Market Understanding
Shri S. S. Mundra (Public Interest Director)	✓	✓	✓	✓	✓	✓	✓	✓
Shri Sundararaman Ramamurthy (MD & CEO)	-	✓	✓	✓	✓	✓	✓	✓
Shri David Wright (Public Interest Director)	✓	-	-	-	-	✓	✓	✓
Shri Umakant Jayaram (Public Interest Director)	✓	-	-	-	✓	✓	✓	✓
Sushri Jayshree Vyas (Public Interest Director)	-	✓	✓	-	✓	✓	✓	✓
Prof. Subhasis Chaudhuri (Public Interest Director)	✓	-	-	-	-	✓	✓	✓
Justice Shiavax Jal Vazifdar (Public Interest Director)	-	✓	-	-	-	✓	✓	✓
Dr. Padmini Srinivasan (Public Interest Director)	-	✓	✓	✓	✓	✓	✓	-
Shri. T. C. Suseel Kumar (Shareholder Director)	✓	✓	✓	✓	✓	✓	✓	✓

3. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Audit Committee acts as an interface between the Statutory and Internal Auditors, the Management and the Board of Directors. It assists the Board in fulfilling its responsibilities of monitoring financial reporting processes; reviewing the Company's established systems and processes for internal financial controls and governance; and reviews the Company's statutory and internal audit processes.

The Company has complied with the requirements of Section 177 of the Act and Regulation 18 of the Listing Regulations, applicable for composition of the Audit Committee.

The Audit Committee Meetings are attended by Statutory Auditors, Internal Auditors and other officials from the Finance function of the Company. The minutes of the meetings of the Committee are placed before the Board for noting. Shri Vishal Bhat, Company Secretary & Compliance Officer, functions as Secretary of the Committee.

I. Terms of Reference

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
5. Reviewing with the management, the annual financial statements and the auditors' report thereon, before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinion(s) in the draft audit report.
6. Reviewing, with the management, the quarterly, financial statements before submission to the Board for approval.
7. To review the financial statements, in particular, the investments made by the unlisted subsidiary Company.
8. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter.
9. To formulate the scope, functioning, periodicity and methodology for conducting the internal audit in consultation with the Internal Auditor.
10. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
12. Discussion with internal auditors any significant findings and follow up there on.
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
15. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
16. To review the functioning of the Whistle Blower mechanism.
17. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate.
18. Valuation of undertakings or assets of the Company, wherever it is necessary.
19. Scrutiny of inter-corporate loans and investments.
20. Evaluation of internal financial controls and risk management systems.
21. Approval or any subsequent modification of transactions of the Company with related parties.

22. To appoint a person having such qualifications and experience and registered as a valuer in such manner, on such terms and conditions as may be prescribed and appointed by the audit Committee for valuation, if required to be made, in respect of any property, stocks, shares, debentures, securities or goodwill or any other assets or net worth of a Company or its liabilities.
23. To ensure proper system for storage, retrieval, display or printout of the electronic records as deemed appropriate and such records shall not be disposed of or rendered unusable, unless permitted by law provided that the back-up of the books of account and other books and papers of the Company maintained in electronic mode, including at a place outside India, if any, shall be kept in servers physically located in India on a periodic basis.
24. Reviewing the utilization of loans and / or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances / investments existing as on the date of coming into force of this provision.
25. Reviewing the compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.
26. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
27. Carrying out any other function as is mentioned in the terms of reference of the Committee.

Powers

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Mandatory Review of Information

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Committee.
6. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of Listing Regulations.
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of Listing Regulations.

II. Composition and Attendance

During the FY 2022-23, four Audit Committee Meetings were held on May 11, 2022, August 3, 2022, November 7, 2022 and February 7, 2023. The gap between any two meetings did not exceed one hundred and twenty days.

The necessary quorum was present for all the meetings with the presence of at least two PIDs as required under Regulation 18(2)(b) of the Listing Regulations.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Prof Subhasis Chaudhuri ¹	Public Interest Director	Chairperson	4	3
Shri Sumit Bose ²	Public Interest Director	Former Chairperson	4	1
Shri S. S. Mundra	Public Interest Director	Member	4	4
Justice Vikramajit Sen ²	Public Interest Director	Member	4	1
Shri Umakant Jayaram	Public Interest Director	Member	4	4
Sushri Jayshree Vyas ³	Public Interest Director	Member	4	1
Justice Shiavax Jal Vazifdar ¹	Public Interest Director	Member	4	3
Shri T.C. Suseel Kumar	Shareholder Director	Member	4	4

¹ Prof Subhasis Chaudhuri and Justice Shiavax Jal Vazifdar were appointed as Chairperson and member, respectively, w.e.f. June 3, 2022.

² Shri Sumit Bose and Justice Vikramajit Sen ceased to be Public Interest Directors w.e.f. May 18, 2022.

³ Sushri Jayshree Vyas ceased to be a member w.e.f. June 3, 2022.

The Chairperson of the Audit Committee was present at the previous AGM of the Company held on July 14, 2022.

B. NOMINATION AND REMUNERATION COMMITTEE

The Company has complied with the requirements of Section 178 of the Act, Regulation 19 of the Listing Regulations and Regulation 29 of SECC Regulations, applicable in relation to composition of the Nomination and Remuneration Committee.

The Committee is vested with all the necessary powers, authority to identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal, and shall carry out evaluation of every Director's performance.

The Committee meetings are also attended by such Company officials, as may be considered appropriate. The minutes of the meetings of the Committee are placed before the Board for noting. Shri Vishal Bhat, Company Secretary & Compliance Officer, functions as Secretary of the Committee.

I. Terms of Reference

1. Identification and nomination of suitable candidates for the Board's approval in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
2. Identification of the key job incumbents in senior management and recommend to the Board whether the concerned individual be: (a) granted an extension in term/service; or (b) replaced with an identified internal or external candidate or recruit other suitable candidates.
3. Making recommendations to the Board in relation to the remuneration payable to the Directors and Key Managerial Personnel and Senior Management, in terms of the policy of the Company.
4. Determining the tenure of Key Management Personnel other than a Director, posted in a regulatory department.
5. Selecting the Managing Director.
6. Formulating criteria for evaluation of performance of the Board of Directors, its Committees and Independent Directors.
7. Devising a policy on Board diversity.
8. Laying out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals.
9. Developing a succession plan to ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence and to regularly review the plan.
10. Framing & Reviewing the performance review policy to carry out evaluation of every Director's performance including that of Public Interest Director.
11. Recommend to the Board, all remuneration in whatever form, payable to senior management.

12. Recommending whether to extend the tenure of appointment of the Public Interest Director on the basis of internal and external performance evaluation; and
13. Carrying out such other functions as may be specified by the Board from time to time.

As per Section 178(4) of the Act, the Nomination and Remuneration Committee shall, while formulating the policy under sub section (3) ensure that:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

II. Composition and Attendance

During the FY 2022-23, Twelve Nomination and Remuneration Committee Meetings were held on April 29, 2022, May 9, 2022, May 10, 2022, May 12, 2022, June 23, 2022, August 1, 2022, August 12, 2022, November 1, 2022, December 8, 2022, January 4, 2023, January 30, 2023 and March 27, 2023.

The necessary quorum was present for all the meetings with the presence of majority of PIDs.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Shri Umakant Jayaram ¹	Public Interest Director	Chairperson	12	12
Shri S. S. Mundra ²	Public Interest Director	Member	12	11
Shri David Wright	Public Interest Director	Member	12	12
Sushri Jayshree Vyas	Public Interest Director	Member	12	12
Shri Sumit Bose ³	Public Interest Director	Member	12	4
Prof Subhasis Chaudhuri ⁴	Public Interest Director	Member	12	8

¹ Shri Umakant Jayaram was appointed as the Chairperson w.e.f. June 3, 2022.

² Shri S. S. Mundra was redesignated as a Member w.e.f. June 3, 2022.

³ Shri Sumit Bose ceased to be Public Interest Director w.e.f. May 18, 2022.

⁴ Prof Subhasis Chaudhuri was appointed as the Member w.e.f. June 3, 2022.

Note: Two Independent External Persons were appointed in Nomination and Remuneration Committee for the limited purpose of recommendation relating to selection of Managing Director and CEO as per Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018

The Chairperson of the Nomination and Remuneration Committee was present at the previous AGM of the Company held on July 14, 2022.

III. Performance Evaluation criteria of the Board

The Board of Directors of the Company on recommendation of Nomination and Remuneration Committee, adopted board evaluation policy to comply with the various provisions of the Act, Listing Regulations, SECC Regulations, SEBI circular dated January 5, 2017 which provides further clarity on the process of board evaluation ("SEBI Guidance Note") and SEBI circular dated February 5, 2019.

The policy has been framed with an objective to ensure individual Directors of the Company and the Board as a whole, works efficiently and effectively in achieving their functions, in the interest of the Company and for the benefit of its stakeholders. Accordingly, the policy provides guidance on evaluation of the performance of: (i) individual Directors (including the Chairperson and Public Interest Directors); (ii) the Board as a whole; and (iii) various committees of the Board, on an annual basis.

The criteria for evaluation for each of the above are as follows:

- **Internal Evaluation of Individual Directors**

The individual Director's performance has largely been evaluated based on his / her level of participation and contribution to the performance of Board/ Committee(s). Furthermore, the skills, knowledge, experience, attendance record, devotion of sufficient time and efficient discharge of responsibilities towards the Company, Board and Committees of which he / she is a member are considered for evaluation. Additionally, timely disclosure of personal interest, compliance of Code of Conduct and Ethics, Code for Independent Directors etc., are also taken into account.

- **External Evaluation of Public Interest Directors**

As per SECC Regulations, Public Interest Directors can be nominated by SEBI on the Board of a Recognized Stock Exchange for an initial term of three years, extendable by another term of three years subject to performance review prescribed by SEBI. SEBI vide its circular dated February 5, 2019, has mandated that the Public Interest Directors shall also be subject to an external evaluation during the last year of their term by a management or a human resource consulting firm.

- **Chairman's Performance Evaluation**

Providing effective leadership, setting effective strategic agenda of the Board, encouraging active engagement by the Board, establishing effective communication with all stakeholders, etc.

- **Performance evaluation of the Board as a whole**

The performance of the Board of Directors is evaluated on the basis of various criteria which inter-alia, includes providing entrepreneurial leadership to the Company, understanding of the business, strategy and growth, responsibility towards stakeholders, risk management and financial controls, quality of decision making, monitoring performance of management, maintaining high standards of integrity and probity, etc.

- **Evaluation of the Board Committees**

The performances of the Committees are evaluated based on following parameters:

- Mandate and composition
- Effectiveness of the Committees
- Structure of the Committees and their meetings
- Independence of the Committees from the Board
- Contribution to the decisions of the Board

Disclosures as prescribed under SEBI circular dated May 10, 2018 are given below:

Observations of Board evaluation carried out for the year

No observations.

Previous year's observations and actions taken

Since no observations were received, no actions were taken.

Proposed actions based on current year observations

Since no observations were received, no actions were taken.

C. STAKEHOLDERS' RELATIONSHIP / SHARE ALLOTMENT COMMITTEE

The Company has complied with the requirements of Section 178(5) of the Act, Regulation 20 of the Listing Regulations, as applicable to the constitution of the Stakeholders' Relationship/ Share Allotment Committee.

I. Composition and Attendance

During the FY 2022-23, one Stakeholders' Relationship/Share Allotment Committee meeting was held on November 1, 2022. The necessary quorum was present for the meeting. The composition of the Committee along with the details of the meeting held and attended during the aforesaid period is detailed below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Shri T.C. Suseel Kumar	Shareholder Director	Chairperson	1	1
Shri S. S. Mundra	Public Interest Director	Member	1	1
Sushri Jayshree Vyas	Public Interest Director	Member	1	1
Shri David Wright	Public Interest Director	Member	1	1
Shri Ashishkumar Chauhan ¹	MD & CEO	Member	1	0
Shri Sundararaman Ramamurthy ²	MD & CEO	Member	1	0

¹ Shri Ashishkumar Chauhan ceased to be MD & CEO w.e.f. July 25, 2022

² Shri Sundararaman Ramamurthy was appointed as MD & CEO w.e.f. January 4, 2023.

Shri Vishal Bhat, Company Secretary & Compliance Officer, functions as Secretary of the Committee.

II. Status Report of Investor Complaints for the year ended March 31, 2023

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	7	7	0

All complaints were resolved to the satisfaction of shareholders of the Company.

The previous AGM of the Company was held on July 14, 2022 with the presence of the Chairperson of Stakeholders' Relationship / Share Allotment Committee.

D. PUBLIC INTEREST DIRECTORS MEETINGS

The Company has complied with Regulation 26 read with part A of schedule II of SECC Regulations. As per the aforesaid Regulations, PIDs shall meet separately, at least once in six months to exchange views on critical issues.

I. Composition and Attendance:

During the FY 2022-23, four Public Interest Directors Meetings were held on May 10, 2022, August 2, 2022, November 7, 2022 and February 7, 2023. The necessary quorum was present for the meetings. The details of the meetings held and attended during the aforesaid period is tabled below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Shri S. S. Mundra ¹	Public Interest Director	Chairperson	4	4
Justice Vikramajit Sen ²	Public Interest Director	Former Chairperson	4	1
Shri Sumit Bose ²	Public Interest Director	Member	4	1
Shri David Wright	Public Interest Director	Member	4	4
Shri Umakant Jayaram	Public Interest Director	Member	4	4
Sushri Jayshree Vyas	Public Interest Director	Member	4	4
Prof Subhasis Chaudhuri ³	Public Interest Director	Member	4	3
Justice Shrivax Jal Vazifdar ³	Public Interest Director	Member	4	3
Dr. Padmini Srinivasan ⁴	Public Interest Director	Member	4	0

¹ Shri S. S. Mundra was appointed as the Chairperson w.e.f. May 26, 2022

² Shri Sumit Bose and Justice Vikramajit Sen ceased to be Public Interest Director w.e.f. May 18, 2022.

³ Prof Subhasis Chaudhuri and Justice Shiavax Jal Vazifdar were appointed as Public Interest Director w.e.f. May 19, 2022.

⁴ Dr. Padmini Srinivasan was appointed as Public Interest Director w.e.f. February 14, 2023.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee is constituted in compliance with the requirements of Section 135 of the Act.

I. Composition and Attendance:

During the FY 2022-23, four Corporate Social Responsibility Committee Meetings were held on May 17, 2022, August 2, 2022, October 28, 2022 and January 30, 2023. The necessary quorum was present for the meeting. The composition of the Committee along with the details of the meeting held and attended during the aforesaid period is detailed below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Sushri Jayshree Vyas	Public Interest Director	Chairperson	4	4
Shri Umakant Jayaram	Public Interest Director	Member	4	3
Justice Vikramajit Sen ¹	Public Interest Director	Member	4	1
Shri David Wright	Public Interest Director	Member	4	4
Shri T.C. Suseel Kumar	Shareholder Director	Member	4	4
Shri Ashishkumar Chauhan ²	MD & CEO	Member	4	0
Justice Shiavax Jal Vazifdar ³	Public Interest Director	Member	4	3
Shri Sundararaman Ramamurthy ⁴	MD & CEO	Member	4	1

¹ Justice Vikramajit Sen ceased to be Public Interest Director w.e.f. May 18, 2022.

² Shri Ashishkumar Chauhan ceased to be MD & CEO w.e.f. July 25, 2022

³ Justice Shiavax Jal Vazifdar was appointed as a Member w.e.f. June 3, 2022.

⁴ Shri Sundararaman Ramamurthy was appointed as a MD & CEO w.e.f. January 4, 2023.

F. RISK MANAGEMENT COMMITTEE

The Company has complied with the requirements stipulated under Regulation 21 of the Listing Regulations, Regulation 29 of SECC Regulations and the Act, applicable in relation to composition of the Risk Management Committee.

I. Terms of Reference

1. Review and oversight with regards to identification, evaluation, and mitigation of the strategic, operational, technology, cyber risk, and compliance risks.
2. Review and approval of risk related disclosures. Monitoring and approving the risk management framework and associated practices of the Company.
3. Comprehensive Business Continuity Plan

II. Composition and Attendance

During the FY 2022-23, four Risk Management Committee Meetings were held on May 13, 2022, August 2, 2022, October 27, 2022 and January 30, 2023. The necessary quorum was present for all the meetings.

The composition of the Committee along with the details of the meetings held and attended during the aforesaid period is detailed below:

Name of Member	Category	Nature of membership	No. of meetings	
			Held	Attended
Shri David Wright	Public Interest Director	Chairperson	4	4
Shri S. S. Mundra	Public Interest Director	Member	4	4
Justice Vikramajit Sen ¹	Public Interest Director	Member	4	1
Shri Sumit Bose ¹	Public Interest Director	Member	4	1
Shri Umakant Jayaram	Public Interest Director	Member	4	4
Sushri Jayshree Vyas	Public Interest Director	Member	4	4
Justice Shiavax Jal Vazifdar ²	Public Interest Director	Member	4	3
Prof Subhasis Chaudhuri ²	Public Interest Director	Member	4	3
Shri Ramabhadran S. Thirumalai	Independent External Person	Member	4	4

¹ Shri Sumit Bose and Justice Vikramajit Sen ceased to be Public Interest Director w.e.f. May 18, 2022.

² Prof Subhasis Chaudhuri and Justice Shiavax Jal Vazifdar were appointed as Public Interest Director w.e.f May 19, 2022.

4. REMUNERATION OF DIRECTORS

A. PECUNIARY RELATIONSHIPS OR TRANSACTIONS OF THE NON-EXECUTIVE DIRECTORS

All Directors, excluding Shri Sundararaman Ramamurthy, MD & CEO, are Non-Executive Directors. None of the Non-Executive Directors had any other pecuniary relationship or transactions with the Company during FY 2022-23.

B. CRITERIA/DETAILS OF REMUNERATION TO NON-EXECUTIVE DIRECTORS

As per Regulation 24(9) of SECC Regulations, PIDs shall be remunerated only by way of sitting fees. The following table sets out the details of sitting fees paid to the Non – Executive Directors for FY 2022–23:

Sr. No.	Names of Non-Executive Directors	Sitting Fees (₹)
1	Justice Vikramajit Sen	4,50,000
2	Shri Sumit Bose	6.50,000
3	Shri S. S. Mundra	28,30,000
4	Shri David Wright	32,20,000
5	Shri Umakant Jayaram	33,40,000
6	Sushri Jayshree Vyas	29,90,000
7	Shri T. C. Suseel Kumar	24,90,000
8	Justice Shiavax Jal Vazifdar	18,80,000
9	Prof. Subhasis Chaudhuri	24,80,000
10	Dr. Padmini Srinivasan	1,00,000

None of the Directors were in receipt of any Commission from the Company or any remuneration from its subsidiaries.

C. DETAILS OF REMUNERATION PAID TO MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (MD & CEO)

The details of remuneration paid to MD & CEO during the FY 2022-23 are tabled below:

Particulars	Amount (₹)	
	Shri Sundararaman Ramamurthy ¹	Shri Ashishkumar Chauhan ²
Basic Salary	43,54,839	57,09,677
Allowances & Perquisites	56,56,355	5,77,20,235
Variable Pay based on performance	-	2,44,18,509
PF Contribution	5,22,581	6,85,161
Total	1,05,33,774	8,85,33,582

1 Shri Sundararaman Ramamurthy has been appointed as the Managing Director and Chief Executive Officer of BSE w.e.f. January 4, 2023.

2 Shri Ashishkumar Chauhan ceased to be the Managing Director and Chief Executive Officer of BSE w.e.f. July 25, 2022.

- Total remuneration stated above should be excluding 50% of total variable to be paid on deferred basis after 3 years and including variable pay of the prior years which has been paid during the financial year 2022-23 as per the SECC Regulations
- As per SECC Regulations, Managing Director being a Key Management Personnel of the Exchange is not entitled to any stock options.
- Appointment of MD & CEO is governed by a service contract.

5. GENERAL BODY MEETINGS

A. THE DETAILS OF THE LAST THREE ANNUAL GENERAL MEETINGS AND SPECIAL RESOLUTIONS PASSED (IF ANY)

Details of General Meetings	Date and Time	Venue	Description of Special Resolution
15 th Annual General Meeting (FY 2019-20)	Thursday, July 30, 2020 at 3:00 P.M.	Meeting held through Video Conferencing/Other Audio-Visual Means	
16 th Annual General Meeting (FY 2020-21)	Tuesday, August 24, 2021 at 3:00 P.M.		Payment of Remuneration to Shri Ashishkumar Chauhan, Managing Director and CEO
17 th Annual General Meeting (FY 2021-22)	Thursday, July 14, 2022 at 3:00 P.M.		To approve payment of one-time re-compensation to Shri Ashishkumar Chauhan, Managing Director and Chief Executive Officer ('MD & CEO') of the Company

B. DETAILS OF POSTAL BALLOT

During the year under review, no Special Resolution was passed by the Company through Postal Ballot. However, Ordinary Resolution for ratifying the appointment of Shri Sundararaman Ramamurthy (DIN: 05297538) as Managing Director & Chief Executive Officer of the Company was passed through Postal Ballot on January 16, 2023. The details of the same are available on the website of the Company at https://www.bseindia.com/static/investor_relations/AGM_new.html

6. MEANS OF COMMUNICATIONS WITH SHAREHOLDERS

The quarterly, half yearly and annual financial results of the Company are published in Financial Express, English newspaper having nationwide circulation and Navshakti, a Marathi vernacular newspaper.

The results are available on the website of the Company at https://www.bseindia.com/investor_relations/financial.html. The Company's official news releases and presentations made to the institutional investors and analysts are also available on the Company's website. The schedule of meetings with Institutional Investors/ Analysts organized by the Company are also hosted on the website of the Company.

The Company's website contains a separate dedicated section 'Investor Relations'. It contains comprehensive database of information of interest to our investors including the financial results and Annual Report of the Company. The basic information about the Company in terms of the Listing Regulations is provided on the Company's website and the same is updated regularly. The quarterly results, shareholding pattern and all other corporate communication are also available on the website of National Stock Exchange of India Limited ("NSE"), where the Company is listed.

7. GENERAL SHAREHOLDER INFORMATION

A. EIGHTEENTH ANNUAL GENERAL MEETING

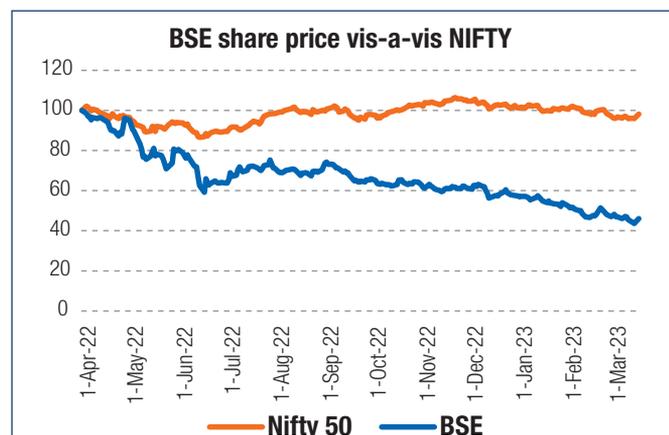
Day and Date	Thursday, August 31, 2023
Time	3:00 PM
Venue	The Company is conducting meeting through Video Conferencing / Other Audio-Visual Means pursuant to the MCA Circular dated December 28, 2022, read with MCA Circulars dated April 8, 2020 and May 5, 2022. For details, please refer to the Notice of this AGM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
Financial year	April 1, 2022 to March 31, 2023
Dividend Payment date and record date for such dividend	Dividend, if declared at the AGM will be paid on or before Friday, September 29, 2023, to those Shareholders whose names appear in the Register of Members of the Company as on Friday, August 4, 2023. (Close of business hours of Record date).
Listed on Stock Exchange	Equity Shares National Stock Exchange of India Limited, "Exchange Plaza", C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051.
Annual Listing Fees	The Company hereby confirms that Annual Listing Fees for FY 2022-23 is paid to NSE.
Stock Code/Symbol	BSE
ISIN	INE118H01025

B. STOCK MARKET PRICE DATA MONTH WISE

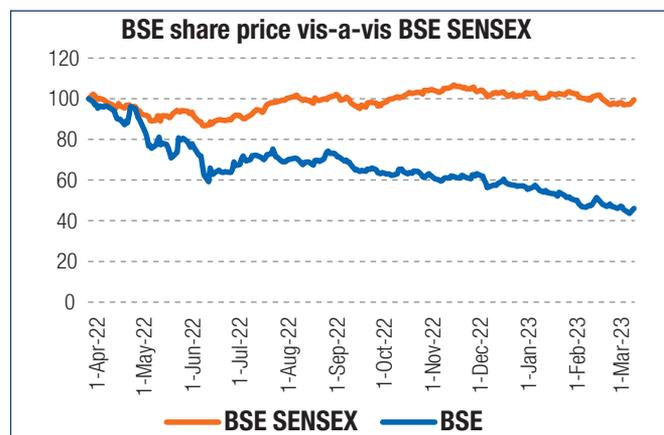
Month	Stock Market price of BSE on NSE		
	High Price (in ₹)	Low Price (in ₹)	Volume (No. of equity shares)
April 2022	944.70	812	1,96,23,835
May 2022	929	650	2,43,69,553
June 2022	797.75	549	3,35,84,621
July 2022	686.95	586.45	2,53,24,526
August 2022	712.90	624.25	2,03,77,484
September 2022	710	595	1,98,67,904
October 2022	622.70	581.10	95,05,339
November 2022	613.90	554.05	1,18,45,376
December 2022	596.70	521.50	1,45,38,553
January 2023	571	503.05	78,54,593
February 2023	524.40	427.05	1,09,66,238
March 2023	488.65	406.20	1,75,69,548

Source: NSE data

Performance of BSE share price vis-à-vis Nifty 50 and BSE SENSEX Index



Note: BASE = 100 (April 1, 2022)



Note: BASE = 100 (April 1, 2022)

C. SHARE TRANSFER SYSTEM

99.78% of equity shares of the Company are in demat mode. Transfer of these shares is done through depositories with no involvement of the Company. As per Regulation 46 of SECC Regulations, securities of Recognized Stock Exchange shall be in demat mode only. Further, as per provision of Regulation 40 of Listing Regulations, requests for effecting transfer of securities shall not be processed unless the securities are held in demat mode with a depository. Also, SEBI vide its circular, had emphasized on dematerialized shares, in cases where shares of a listed entity, have been held in physical mode. Therefore, shareholders holding shares in physical mode are instructed to get the same dematerialized by making an application to their respective Depository Participant(s).

D. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023:

Range of Equity Shares held	No. of Shareholders/Accounts	Percentage of Shareholders/Accounts (%)	No. of Shares held	Percentage of Shares held (%)
1-5000	472405	99.65	53703329	39.64
5001-10000	738	0.16	5214712	3.85
10001-20000	378	0.08	5410439	3.99
20001-30000	144	0.03	3615017	2.67
30001-40000	68	0.01	2385207	1.76
40001-50000	39	0.01	1760442	1.30
50001-100000	148	0.03	10754799	7.94
100001 and above	160	0.03	52618946	38.84
Total	474080	100.00	135462891	100.00

E. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's shares are compulsorily traded in demat mode on NSE. Bifurcation of the category of shares in physical and demat mode as on March 31, 2023 is given below:

Category	No. of Shareholders	No. of Shares held	Percentage of Shares held (%)
PHYSICAL	15	2,93,940	0.22
NSDL	1,58,860	7,65,18,904	56.49
CDSL	3,15,205	5,86,50,047	43.30
Total:	4,74,080	13,54,62,891	100.00

F. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY: Not Applicable

G. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES: Not Applicable

H. PLANT LOCATIONS: Not Applicable

I. ADDRESS FOR CORRESPONDENCE:

BSE Limited:

Shri Vishal Bhat

Company Secretary and Compliance Officer

25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra- 400 001.

Tel. 022-22721233

E-mail: bse.shareholders@bseindia.com

The Company is registered on SEBI Complaints Redress System ("SCORES"). The investors can lodge their complaints through SCORES by visiting <https://www.scores.gov.in>.

Registrar and Transfer Agents:

KFin Technologies Limited

Unit: BSE Limited

Selenium Tower B, Plot No 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad – 500 032

Email: einward.ris@kfintech.com

Website: <https://www.kfintech.com>

Tel. No.: 040 6716 2222. Toll Free No: 1800-309-4001

J. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME OR ANY SCHEME OR PROPOSAL OF THE LISTING ENTITY INVOLVING MOBILIZATION OF FUNDS, WHETHER IN INDIA OR ABROAD: Not Applicable

K. CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2023

Category	No. of Shareholders	Percentage of Shareholders (%)	No. of Shares	Percentage of Shares (%)
Resident Individuals	4,57,416	96	7,79,44,363	57.54
Bodies Corporate	1,567	0.33	2,62,54,334	19.38
HUF	9,993	2	30,47,577	2.25
Trust	8	0	12,377	0.01
Banks/Financial Institutions	10	0	4,60,047	0.34
Non-Resident Indians	4,834	1	76,15,739	5.62
Foreign Bodies Corporate	1	0	1,75,323	0.13
Foreign Institutional Investor	-	-	-	-

Category	No. of Shareholders	Percentage of Shareholders (%)	No. of Shares	Percentage of Shares (%)
Foreign Portfolio Investor	111	0.02	1,03,23,708	7.62
Insurance Company	3	0	83,68,251	6.18
Mutual Funds	12	0	4,16,219	0.31
NBFC	5	0	35,487	0.03
Alternate Investor Fund	4	0	4,46,945	0.33
IEPF	1	0	4,926	0.00
Overseas Corporate Body	1	0	85	0.00
Foreign National	0	0	0	0.00
CM Pool Position	114	0.02	3,57,510	0.26
Total	4,74,080	100.00	13,54,62,891	100.00

L. LIST OF TOP 10 SHAREHOLDERS AS ON MARCH 31, 2023

Sr. No.	Name of Shareholder	No. of Shares held	Percentage of Shareholding (%)
1.	Life Insurance Corporation of India	75,76,500	5.59
2.	Zerodha Broking	50,13,873	3.70
3.	Siddharth Balachandran	46,90,202	3.46
4.	S Gopalakrishnan	15,92,505	1.18
5.	Jupiter India Fund	12,34,230	0.91
6.	MSPL Limited	11,65,985	0.86
7.	Vanguard Emerging Markets Stock Index Fund, A Series of Vanguard International Equity Index Funds	9,38,651	0.69
8.	Akshay Vasantlal Mehta	9,26,022	0.68
9.	Vanguard Total International Stock Index Fund	8,87,896	0.66
10.	Poonawalla Constructions LLP	6,81,650	0.50

8. OTHER DISCLOSURES

A. DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF COMPANY AT LARGE

There are no material related party transactions during the year under review that have conflict with the interest of the Company. Transactions entered into with related parties during FY 2022-23 were in the ordinary course of business and at arms' length basis and were approved by the Audit Committee.

The Company complies with the disclosure requirements as prescribed in Regulation 23 of Listing Regulations pertaining to Related Party Transactions ("RPT") and follows Ind AS - 24 issued by Institute of Chartered Accountants of India ("ICAI"). For details on material RPT's please refer the section 'Related Party Transaction' as mentioned in the Boards' Report.

B. DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, STRICTURES IMPOSED BY STOCK EXCHANGE, SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO THE CAPITAL MARKETS DURING THE LAST THREE YEARS

Following are the details of actions taken against the Company:

Sr. No.	Action taken by	Details of violations	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations / remarks of the Practising Company Secretary, if any.
1	SEBI	Violation of SEBI Circulars dated March 17, 2010, November 18, 1993, September 26, 2016 and December 17, 2018 in the matter of inspection and supervision of Karvy Stock Broking Ltd.	SEBI vide Order dated April 12, 2022, imposed a penalty of ₹ 3 Crores upon BSE	BSE has challenged the SEBI Order before the Hon'ble Securities Appellate Tribunal. The Hon'ble Securities Appellate Tribunal has stayed the said Order and the proceedings are pending before the Hon'ble Tribunal at present.
2.	SEBI	Violation of Regulation 38(2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 read with Regulation 41(3) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 for engaging in unrelated/non-incident activities by BSE or its subsidiaries	SEBI vide Order dated July 29, 2022, imposed a penalty of ₹ 3 lakhs upon BSE	BSE has challenged the SEBI Order before the Hon'ble Securities Appellate Tribunal. The Hon'ble Securities Appellate Tribunal has stayed the said Order and the proceedings are pending before the Hon'ble Tribunal at present.

C. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY

Please refer section 'Whistle Blower Policy / Vigil Mechanism' as mentioned under the Boards' Report.

D. COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements as prescribed under the Listing Regulations.

E. THE COMPANY HAS COMPLIED WITH THE FOLLOWING NON-MANDATORY AND DISCRETIONARY REQUIREMENTS AS PER SCHEDULE II PART E OF THE LISTING REGULATIONS

- Chairperson's office is maintained at Company's expense and all reimbursements are allowed to the Chairperson in performance of his duties.
- The quarterly and half-yearly financial performance are published in the newspaper and are also posted on the website of the Company and hence, it is not being sent to the Shareholders.
- The Company's financial statement for FY 2022-23 does not contain any audit qualification. The Company's audited financial statements are accompanied with unmodified opinion from the Statutory Auditor of the Company.
- The Internal Auditors of the Company make presentation to the Audit Committee on their reports and directly report to the Audit Committee.

F. POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES

Please refer Board's Report for this policy.

G. POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

Please refer Board's Report for this policy.

H. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES – Nil

I. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32(7A) – Not applicable

J. PRACTICING COMPANY SECRETARY CERTIFICATION:

A certificate from practicing company secretary confirming that none of the Directors on the Board of the Company were debarred or disqualified from being appointed or re-appointed under retirement by rotation and/or continuing as Directors of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authorities is attached as **Annexure B**.

K. WHERE THE BOARD HAD NOT ACCEPTED ANY RECOMMENDATION OF ANY COMMITTEE OF THE BOARD WHICH IS MANDATORILY REQUIRED, IN THE RELEVANT FINANCIAL YEAR, THE SAME TO BE DISCLOSED ALONG WITH REASONS THEREOF- NIL

L. DETAILS OF FEES PAID TO STATUTORY AUDITOR:

Statutory Auditor S.R. Batliboi & Co. LLP

Payment to auditors	Amount (₹ in Lakhs)
a) Statutory audit fee	65
b) Tax audit fee	6
c) Other services	2
d) Out of pocket	2
Total	75

M. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Number of complaints filed during the financial year	Number of complaints disposed of during the financial year	Number complaints pending as on end of the financial year
Nil	Nil	Nil

N. DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.

No loans / guarantees / comfort letters / securities etc. were given to Directors during the year under review.

O. DETAILS OF MATERIAL SUBSIDIARY

Name of the Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditors
Indian Clearing Corporation Limited	April 26, 2007	Mumbai	M/s Dalal Doctor and Associates, Chartered Accountants, Mumbai (FRN: 120833W)	July 22, 2019

P. SEPARATE POSTS OF CHAIRPERSON AND THE MANAGING DIRECTOR OR THE CHIEF EXECUTIVE DIRECTOR

The Company has separate individuals appointed for the post of Chairperson and Managing Director & CEO.

9. COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of Regulation 46 (2) of the Listing Regulations, to the extent as applicable, with regards to Corporate Governance.

10. CEO/CFO CERTIFICATE

In terms of Regulation 17(8) of the Listing Regulations, the MD & CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year at the review, which has been reviewed by the Audit Committee and taken on record by the Board. The same is attached as **Annexure C**.

11. COMPLIANCE CERTIFICATE

Certificate from M/s. Dhruvil Shah & Co., Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations is attached as **Annexure D**.

12. EQUITY SHARES IN THE SUSPENSE ACCOUNT: Nil

13. DIVIDEND

The Company provides the facility of direct credit of dividend to the Member's bank account. Listing Regulations also mandate Companies to credit the dividend to the members electronically. Members holding shares in Demat/Physical mode whose Bank details for receiving dividend are not registered/updated are requested to register/update the same by following the procedure as mentioned in the Notice of the AGM. Members are therefore urged to avail this facility to ensure safe and speedy credit of their dividend into their Bank account. Please refer Boards' Report for the link of the Dividend Distribution policy.

If the Company is unable to pay the dividend to any Member by electronic mode due to non-registration of bank account, the Company shall dispatch the dividend warrant / cheque to such Members at the earliest.

14. ANNUAL REPORT

Annual Report containing, inter alia, Audited Accounts, Auditors' Report, Board's Report, Corporate Governance Report, Business Responsibility and Sustainability Report and other material and related matters / information is circulated by e-mail to the Shareholders and others entitled thereto. The copy of Annual Report is also available on Company's website at www.bseindia.com, www.nseindia.com (where the Company is listed) and www.evotingindia.com (agency providing e-Voting facility).

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has obtained affirmation from all the Members of the Board and Senior Management Personnel that they have complied with the Code of Conduct for Directors and Senior Management Personnel as required under Regulation 26(3) of the Listing Regulations for the FY 2022-23.

Place: Mumbai
Date: May 11, 2023

Sundararaman Ramamurthy
Managing Director & Chief Executive Officer

Ref No. 540/2023-24

ANNEXURE 'B' TO CORPORATE GOVERNANCE REPORT

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C sub-clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
BSE LIMITED
25th Floor, P.J. Towers
Dalal Street, Mumbai -400 001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **BSE Limited** having CIN **L67120MH2005PLC155188** and having registered office at 25th Floor, P.J. Towers, Dalal Street, Mumbai -400001 (hereinafter referred to as "**the Company**"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub-clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications [including Directors Identification Number (DIN) status at the portal www.mca.gov.in] as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on **March 31, 2023** have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Names of Directors	DIN	Date of appointment in Company
1.	Justice Vikramajit Sen ¹	00866743	May 19, 2016
2.	Shri Sumit Bose ¹	03340616	May 19, 2016
3.	Shri Subhash Sheoratan Mundra	00979731	January 17, 2018
4.	Shri David Wright	08064288	March 16, 2018
5.	Shri Umakant Jayaram	08334815	February 4, 2019
6.	Sushri Jayshree Vyas	00584392	April 25, 2019
7.	Shri Tharavanat Chandrasekharan Suseelkumar	06453310	October 22, 2020
8.	Shri Ashishkumar Chauhan ²	00898469	November 2, 2012
9.	Prof. Subhasis Chaudhuri ³	03042120	May 19, 2022
10.	Justice Shiavax Jal Vazifdar ³	09545168	May 19, 2022
11.	Shri. Sundararaman Ramamurthy ⁴	05297538	January 4, 2023
12.	Dr. Padmini Srinivasan ⁵	09813415	February 14, 2023

1. Retired from the designation of Public Interest Director w.e.f. May 18, 2022

2. Resigned from the designation of Managing Director and CEO w.e.f. July 25, 2022

3. Appointed as Public Interest Director w.e.f. May 19, 2022

4. Appointed as Managing Director and CEO w.e.f. January 04, 2023

5. Appointed as Public Interest Director w.e.f. February 14, 2023

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PR: 3147/2023

Dhrumil M Shah
Partner

Place: Mumbai
Date: 11/05/2023

FCS 8021 | CP 8978
UDIN: F008021E000278313

The Board of Directors
BSE LIMITED
25th Floor, P. J. Towers, Dalal Street,
Mumbai – 400 001

RE: CEO / CFO CERTIFICATION

We, Sundararaman Ramamurthy, Managing Director and Chief Executive Officer and Nayan Mehta, Chief Financial Officer do hereby certify the following:

- A. We have reviewed the financial statements and cash flow statement for the year ended March 31, 2023 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2023, which are fraudulent, illegal or violate the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee,
 - i. significant changes in internal control over financial reporting during the quarter and year ended March 31, 2023;
 - ii. significant changes in accounting policies during the quarter and year ended March 31, 2023 and that the same have been disclosed in the notes to the financial statement and results; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: May 11, 2023

Sundararaman Ramamurthy
Managing Director & CEO

Nayan Mehta
Chief Financial Officer

Ref No: 539/2023-24

ANNEXURE 'D' TO CORPORATE GOVERNANCE REPORT

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
BSE LIMITED
25th Floor, P.J. Towers
Dalal Street,
Mumbai - 400 001

We have examined all the relevant records of BSE Limited (“**the Company**”) for the purpose of certifying compliance with the conditions of Corporate Governance under Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and in terms of Regulation 33 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (“**SECC Regulations**”) for the financial year ended March 31, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation process adopted by the Company for ensuring compliance with the conditions of Corporate Governance. This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the conditions of Corporate Governance as stipulated in the said Listing Regulations and SECC Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Dhrumil M. Shah & Co. LLP
Practising Company Secretaries
ICSI URN: L2023MH013400
PR: 3147/2023

Dhrumil M Shah
Partner

FCS 8021 | CP 8978
UDIN: F008021E000278258

Place: Mumbai
Date: 11/05/2023

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. DETAILS OF THE LISTED ENTITY

Sr. No.	Particulars	Response
1	Corporate Identity Number (CIN) of the Listed Entity	L67120MH2005PLC155188
2	Name of the Listed Entity	BSE Limited
3	Year of incorporation	2005
4	Registered office address	25 th floor, P.J. Towers, Dalal Street, Fort, Mumbai 400 001
5	Corporate address	25 th floor, P.J. Towers, Dalal Street, Fort, Mumbai 400 001
6	E-mail	vishal.bhat@bseindia.com
7	Telephone	022 22728001
8	Website	www.bseindia.com
9	Financial year for which reporting is being done	FY 2022-2023
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange (NSE)
11	Paid-up Capital	27.09 crores
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Shri Shankar Jadhav Phone No: 022-22728001 shankar.jadhav@bseindia.com
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone basis

II. PRODUCTS/SERVICES

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Financial & Insurance Services	Other Financial Activity	100

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Trading platform for Securities	66110	45.09
2	Listing of Securities	66110	48.43
Total			93.52

III. OPERATIONS

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants	Number of Offices	Total
National	NA	31	31
International	NA	0	0

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	28 states and 8 Union Territories
International (No. of Countries)	Some of the global entities do operate in our markets through their representative office in India

b. What is the contribution of exports as a percentage of the total turnover of the entity?

4.82%

c. A brief on types of customers

BSE is a capital market where savings and investments are channelled between suppliers and those requiring capital. BSE provides a secured, efficient and transparent platform for listing and trading in equity, currencies, debt instruments, derivatives, mutual funds and other securities as permitted by the regulator. BSE's Sensex serves as an economic barometer indicating financial growth of the country.

Our customers are as below:

Companies listed on BSE exchange platform

BSE serves as a market for selling and buying of securities of corporates, government, institutions etc. The companies/institutions who need to raise capital in their early stages / for expansion purpose, list and sell their securities to investors such as general public, financial institutions etc through the platform provided by the stock exchange. Regulatory guidelines are followed while listing any company/institution on the stock exchange. All the security dealings at the exchange are controlled as per rules and regulations laid down by the exchange and regulatory bodies.

Members/Brokers trading on the exchange platform

These are licensed traders who are authorised to buy and sell securities on the exchange platform. Typically, members/brokers buy and sell securities on behalf of their end customers who could be general public, company, institution etc. The dealings of the members/brokers are governed by the exchange as per rules and regulations laid down by the exchange and regulatory bodies.

Data Vendors

BSE Information Products offers an extensive range of market data and reference data products (Real Time, Delayed, End of day, Historical) to a wide range of customers including Data Vendors, Charting Software Vendors, Algo Traders, Websites, Television Channels, Mobile app developers, Custodians etc.

Investors

Investors are general public, company, institution etc having capital to invest. Such investors transact on BSE's platform through intermediaries like Members/Brokers.

Market Regulators

Regulator is a government agency that is set up to exercise regulatory function. The primary objective of the capital market regulators is to protect the interests of the investors, promote development and regulate the capital markets. Company ensures compliances on the regulatory framework as prescribed by the regulators from time to time.

IV. EMPLOYEES

18. Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1	Permanent (D)	498	361	72%	137	28%
2	Other than Permanent (E)	573	451	79%	122	21%
3	Total employees (D + E)	1,071	812	76%	259	24%
WORKERS						
4	Permanent (F)	NA	NA	NA	NA	NA
5	Other than Permanent (G)	NA	NA	NA	NA	NA
6	Total employees (F + G)	NA	NA	NA	NA	NA

b. Differently abled Employees and workers:

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	0	0	0%	0	0%
2	Other than Permanent (E)	0	0	0%	0	0%
3	Total differently abled employees (D + E)	0	0	0%	0	0%
DIFFERENTLY ABLED WORKERS						
4	Permanent (F)	NA	NA	NA	NA	NA
5	Other than Permanent (G)	NA	NA	NA	NA	NA
6	Total differently abled workers (F + G)	NA	NA	NA	NA	NA

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. B	% (B / A)
Board of Directors	9	2	22%
Key Management Personnel	28	4	14%

20. Turnover rate for permanent employees and workers

	FY - 2022-2023			FY - 2021-2022			FY - 2020-2021		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	12	20	14	13	15	13	8	11	9
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V. HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)*	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)**
1	Indian Clearing Corporation Limited (ICCL)	Subsidiary	100	Yes
2	BSE Investments Limited	Subsidiary	100	Yes
3	BSE E-Agricultural Markets Limited (BEAM)	Subsidiary	60	Yes
4	BSE EBIX Insurance Broking Private Limited	Subsidiary	40	Yes
5	Hindustan Power Exchange Limited	Subsidiary	22.62	Yes
6	BSE Administration and Supervision Limited (BASL)	Subsidiary	100	Yes
7	BSE Sammaan CSR Limited (Liquidated on November 22, 2022)	Subsidiary	100	Yes
8	BSE Institute Limited	Subsidiary	100	Yes
9	BSE Institute of Research Development & Innovation	Subsidiary	100	Yes
10	BIL – Ryerson Technology Startup Incubator Foundation	Subsidiary	51	Yes
11	BSE Technologies Private Limited (BTPL)	Subsidiary	100	Yes
12	BSE Tech Infra Services Private Limited	Subsidiary	100	Yes
13	BSE EBIX Insuretech Private Limited	Associate	40	Yes
14	BSE CSR Integrated Foundation	Subsidiary	100	Yes
15	India International Clearing Corporation (IFSC) Limited (India ICC)	Subsidiary	59.93	Yes
16	India International Exchange (IFSC) Limited (India INX)	Subsidiary	61.92	Yes
17	India INX Global Access IFSC Limited	Subsidiary	100	Yes
18	India International Bullion Holding IFSC Limited	Associate	40	Yes
19	Asia Index Private Limited	Joint Venture	50	Yes
20	Central Depository Services (India) Limited (CDSL)	Associate	20	Yes
21	CDSL Ventures Limited	Subsidiary	100	Yes
22	CDSL Insurance Repository Limited	Subsidiary	51	Yes
23	CDSL Commodity Repository Limited	Subsidiary	76	Yes
24	BFSI Sector Skill Council of India Limited	Associate	51.22	Yes
25	India International Bullion Exchange (IFSC) Limited	Associate	100	Yes
26	India International Depository (IFSC) Limited	Associate	100	Yes

*Includes holding companies of Subsidiaries and Associate companies.

** Participation in the BRSR initiatives is wherever feasible

VI. CSR DETAILS

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) – YES

(ii) Turnover (in ₹) – 59,958 lakhs

(iii) Net worth (in ₹) – 2,07,469 lakhs

VII. TRANSPARENCY AND DISCLOSURES COMPLIANCES

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-2023			FY 2021-2022		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. Communities can reach us on our helpline OR send us an email to corp.comm@bseindia.com . Coordinates of our regional service centre are also available on our website www.bseindia.com	3	1	Nil	-	-	Nil
Investors (Other than shareholders)	Yes https://www.bseindia.com/investor-relations.html	-	-	Nil	-	-	Nil
Shareholders	Yes https://www.bseindia.com/investor-relations.html	7	-	Nil	1	-	Nil
Employees and workers	Yes. The policies related to employee grievance redressal are available on the intranet portal of the company	-	-	Nil	-	-	Nil
Customers	Yes. Refer link https://www.bseindia.com/members.html	1,82,854	1,189	Nil	1,13,219	14	Nil
Value Chain Partners	Yes. The value chain partners can raise their grievances with their respective relationship manager, contact point, reporting manager etc of the company	-	-	Nil	-	-	Nil
Other (please specify)	NA	-	-	Nil	-	-	Nil

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Data Privacy & Data Security	Risk	Protection of Classified Corporate Information / Data from unauthorized access / use, unauthorized Change / modification, unauthorized disruption / destruction of information, unauthorized transfer on removable or any other media, unauthorized deletion, and unauthorized disclosure, inspection or recording.	Company has established data privacy policy to manage the privacy of personal information collected, received, processed, stored, dealt with or handled by the organization or on behalf of the organization and to establish and implement necessary processes and controls to ensure the privacy of personal information handled by the organization or on behalf of the organization.	Negative
			In this world of digitalization, cyber attacks have increased exponentially. This includes Ransomware attacks including sabotage to computer systems. Reputational damage from hacktivism (e.g. Maze attack). Unintended impacts from the use of cyberspace	Company has 24x7 365 Days, Next Gen Cyber Security Operation Center to monitor such cyber alerts. Whenever there is an alert, BSE Next Gen SOC team takes necessary action.	
			Data Privacy is the right to have some control over how your personal information is collected, used and shared "Privacy encompasses the rights and obligations of individuals and organizations with respect to the collection, use, disclosure and retention of personally identifiable information"	Regulatory Systems, Networks and Cyber Audits are performed Bi-Annually.	
2	Business Continuity Risk	Risk	Any delay in achieving DR - RTO and RPO by organization could result into financial risk and business reputation.	Periodical training and awareness programs are conducted by IT Security team for employees and contractual staff on cyber security. General awareness in the form of computer screen savers on the importance of various cyber security measures, cyber vigilance, non sharing of confidential information etc are posted periodically.	Negative
				1. Established process to implement all changes at Disaster recovery as soon as it is implemented at Primary site. 2. Monthly automated checks of DR service availability. 3. Quarterly Mock drills to ensure all DR functionalities are working appropriately. 4. Redundant connectivity available from 2 different service providers. 5. All our Applications, Servers, Network & Security Devices redundancy built-in. In case of a hardware failure our systems are equipped to fallback on the redundant setup, either automatic or manual as design may be. 6. All applications and systems have a DPS (Disaster Recovery Site) setup with performance & capacity similar to PDC (Primary Data Centre).	

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				<ol style="list-style-type: none"> 7. We have complete automation of all our BOD (Beginning of day) and EOD (End of day) activities both at PDC and DRS. The invoke/switchover of systems to DRS and switching back to PDC is also completely automated. 8. Regular backup is scheduled and performed of critical databases. 9. Proper Release & Version Management System in place to ensure timely release & code sync between PR and DR sites. All changes on PDC and DRS is followed by mock on the Live environment. 10. All company applications/systems can be accessed via multiple locations to perform Operations and monitoring. Remote accessibility via secured connectivity. 11. Well-planned DR & BCP yearly planner to ensure appropriate DR Mock & Live Testing including various Business Continuity Scenarios (BCP) in alignment with BCMS ISO 22301-2019 certification. 12. Training & Awareness sessions scheduled at regular intervals to ensure competency of employees. 	
3	Negative Publicity	Risk	Any negative comment or stories written in negative light in media may impact the brand and reputation of company.	<ol style="list-style-type: none"> 1. Dedicated team which is responsible for review of media comments. 2. Team essentially reviews all comments and provides responses. 3. Usage of services of media agencies. 4. Proactive management of relationships / response systems across media through media specialists. 	Negative
4	Non-compliance with applicable laws and regulations	Risk	Any instance of regulatory non-compliance or receipt of notices from regulators/statutory authorities could result into monetary penalty and reputational risk for company.	<ol style="list-style-type: none"> 1. Dedicated department which is responsible for SEBI related compliance, Corporate laws, Labour laws, Tax laws etc. 2. Periodic review by SEBI prescribed Committee's (Regulatory oversight committee). 3. Implementation of Legatrix Software to monitor compliance to all laws. 4. Review by Internal Control & Compliance. 5. Review by Internal audit department. 6. Regular consultations with consultants. 7. Secretarial Audit, Internal Audit and External audit. 8. Reporting to Audit committee. 	Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5	Physical building security	Risk	BSE is one of the few public institutions of national importance in India. It is synonymous with development of capital markets and investments in India. Considering its significance to the economy and people of India, it was the BSE building which was the first place of attack in the 1993 serial bomb blasts resulting in 84 casualties and hundreds of injuries. Since then, BSE has continuously been on heightened risk of another terror attack based on intelligence inputs.	Bollards/Crash Barriers are installed at 5 approach points to prevent vehicle from reaching the BSE premises. No vehicles (except essential services vehicles like Police, Cash Van, Ambulance etc) are permitted to enter BSE premises. The BSE building is guarded by 4 levels of security including BSE's personal security and Mumbai Police. Periodical joint mock drills are carried out by Mumbai Police, Special Commandos and SRPF along with BSE security guards. Decoy attempts are carried out by Mumbai Police to check alertness of BSE security guards.	Negative
6	Investor Awareness	Opportunity	We believe, investor education and awareness is the key to the wealth and financial well being of the investors. Protecting the interest of the investors dealing in securities is one of the main objectives of BSE. The capital market can grow only when investors find it safe for them to invest and they are assured that the rules governing the market are fair and just to all the players.	The grievances of investors against listed companies and BSE Trading Members are redressed by BSE. BSE also assists in the arbitration process both, between Trading Members inter-se and between Trading Members and non - Trading Members. With a view to ensure speedy and effective resolution of claims, differences and disputes between Trading Members inter-se and between Trading Members and non - Trading Members, BSE has laid down a set of procedures for arbitration thereof. These procedures are duly embodied in the Rules, Bye-laws and Regulations of BSE, which have been duly approved by the Government of India / Securities and Exchange Board of India (SEBI).	Positive
7	Corporate responsibility	Social Opportunity	BSE has carried out various incubation programs for helping founders at growth stage and providing them support in terms of infrastructure, mentorship, investor connects, peer network, industry connects, access to funds and international market access thereby resulting in generation of employment. Some of the programs carried out were ZSI Nurtery, empower, Samridh Accelerather Program etc.		Positive

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	Yes [#]	Yes [#]	Yes [#]	Yes [#]	Yes [#]	Yes [#]	Yes [#]	Yes [#]	Yes [#]
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}	Yes ^{##}
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001 : 2015, Indian Accounting Standards (Ind AS)	Nil	ISO 45001 : 2018 & Form B from Director of Maharashtra Fire Service	ISO 9001 : 2015	Nil	ISO 14064 : 2018, ISO 14046 : 2014, ISO 50001 : 2018 & ISO 22301 : 2019	Nil	Nil	ISO/IEC 27001:2013, ISO 22301 : 2019 & ISO 9001 : 2015
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The goal of the company is to comply and adhere to all the possible principles of the BRSR.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not applicable								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>BSE is committed to doing business in a responsible and sustainable manner with the highest standards of integrity. BSE has joined the global efforts to reduce the adverse impact of climate change and is committed to managing its energy consumption more efficiently. Our primary focus is to reduce our carbon impact and to support the listed companies in achieving their ESG related compliances while fostering a strong and inclusive culture.</p> <p>We are focused on achieving our ESG causes with initiatives like responsible usage of energy & water, effective plastic and paper waste management, protection of human rights, engagement with our stake holders, employee, and social welfare.</p> <p>We understand the need for creating consumer awareness related to investments in capital markets. BSE has set up an Investor Protection Fund (IPF) which is responsible for creating capital markets related awareness amongst the investor community in India.</p> <p>BSE has a diverse Board and a robust governance framework. Adoption of various policies and controls have helped build a strong governance structure.</p>								
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Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Shri Shankar Jadhav, Chief General Manager Phone no: 022-22728001 Email address: shankar.jadhav@bseindia.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	CSR & ESG committee is responsible for overseeing and decision making on sustainability issues								

The policies are available on the internal portal

Polices are applicable to value chain partners wherever relevant

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/Quarterly/Any other – please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Performance against above policies and follow up action	CSR & ESG Committee									Annually							
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The company is compliant with the applicable regulations.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency?

(Yes/No). If yes, provide name of the agency.

P1	P2	P3	P4	P5	P6	P7	P8	P9
The policies are reviewed and updated by internal departments of the company from time to time.								

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	NA								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	NA								
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA								
It is planned to be done in the next financial year (Yes/No)	NA								
Any other reason (please specify)	NA								

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1:

Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors	15	<ol style="list-style-type: none"> 1. Nature of the industry in which company operates 2. Business model of the company 3. Code of Conduct 4. Statutory and internal policies of the Company 5. Regulatory compliances 6. Risk management framework 7. Trading operations 8. Corporate Social Responsibility 9. Audit observations along with action plan for mitigation of various risks etc 	100
Key Managerial Personnel, Employees other than BoD and KMPs	53	<p>Training Programmes:</p> <ol style="list-style-type: none"> 1. Information Security and Risks 2. Social Engineering Attacks 3. Physical Security 4. Mobile Device Security 5. Incident Reporting 6. Business Continuity 7. ISMS and BCMS Policies and Procedures 8. Skill Upgradation 9. Health & Wellness 10. Human Rights 11. Fire Safety & Evacuation mock drills 12. Heartstart Defibrillator training <p>Awareness Programs</p> <ol style="list-style-type: none"> 1. Cyber Security Best Practices 2. Smishing 3. Digital Payment and Cyber Security 4. Ransomware 5. Responsible use of water, paper, electricity etc 	100
Workers	Not applicable	Not applicable	Not applicable

The Board of Directors, KMP's and employees have attended one or more training/awareness programs during the financial year

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format

(Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.	Securities and Exchange Board of India (SEBI)	3,00,00,000	SEBI has passed an Order dated April 12, 2022 against BSE Ltd imposing a penalty of ₹ 3 crores in the matter of supervision and inspection of Karvy Stock Broking Ltd. BSE Ltd has filed an Appeal No. 284 of 2022 before Hon'ble Securities Appellate Tribunal challenging SEBI Order dated April 12, 2022. The Hon'ble Securities Appellate Tribunal has stayed the said SEBI Order vide its Order dated November 14, 2022 and the said Appeal is pending.	Yes
Penalty/ Fine	Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.	Securities and Exchange Board of India (SEBI)	3,00,000	SEBI has passed an Order dated July 29, 2022 against BSE Ltd imposing a penalty of ₹ 3 lakhs for alleged violation of Regulation 38 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. BSE has challenged the said SEBI Order before Hon'ble Securities Appellate Tribunal by filing an Appeal No. 563 of 2022. The Hon'ble Securities Appellate Tribunal, vide its Order dated January 30, 2023 has stayed the said SEBI Order and the said Appeal is pending.	Yes
Settlement	-	Nil	Nil	Nil	Nil
Compounding fee	-	Nil	Nil	Nil	Nil
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions		Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	Nil	Nil		Nil	Nil
Punishment	Nil	Nil		Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
SEBI has passed an Order dated April 12, 2022 against BSE Ltd imposing a penalty of ₹ 3 crores in the matter of supervision and inspection of Karvy Stock Broking Ltd. BSE Ltd has filed an Appeal No. 284 of 2022 before Hon'ble Securities Appellate Tribunal challenging SEBI Order dated April 12, 2022. The Hon'ble Securities Appellate Tribunal has stayed the said SEBI Order vide its Order dated November 14, 2022 and the said Appeal is pending.	Securities and Exchange Board of India (SEBI)
SEBI has passed an Order dated July 29, 2022 against BSE Ltd imposing a penalty of ₹ 3 lakhs for alleged violation of Regulation 38 (2) of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018. BSE has challenged the said SEBI Order before Hon'ble Securities Appellate Tribunal by filing an Appeal No. 563 of 2022. The Hon'ble Securities Appellate Tribunal, vide its Order dated January 30, 2023 has stayed the said SEBI Order and the said Appeal is pending.	Securities and Exchange Board of India (SEBI)

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Company has policies like Code of Ethics for Directors and KMP's and Ethical Code of Conduct for employees. The Directors, KMP's and employees, are governed through the above-mentioned policies.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2022-2023	FY 2021-2022
Directors	Nil	Nil
KMPs	Nil	Nil
Employees	Nil	Nil
Workers	Not applicable	Not applicable

6. Details of complaints with regard to conflict of interest:

	FY 2022-2023		FY 2021-2022	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	Nil	Nil	Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	Nil	Nil	Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Nil

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Company has conducted various awareness programs for value chain partners during the financial year like Investor awareness, Cyber Security Best Practices, Smishing, Digital Payment & Cyber Security, Ransomware, Product awareness, Responsible use of water, paper, electricity etc, Fire Safety & Mock fire drills, Heartstart Defibrillator training, Physical Security, Facility Management etc.

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes. There is a Code of Conduct for Directors and Senior Management which covers the guidelines for avoiding/managing conflict of interests. A declaration confirming adherence to this Code of conduct is availed from all the Board members and Senior Management (including KMPs) on annual basis.

PRINCIPLE 2:

Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Financial Year 2022-2023	Financial Year 2021-2022	Details of improvements in environmental and social impacts
R&D	NA	NA	NA
Capex	NA	NA	NA

Given the nature of the company's business activities there is no direct environmental or social impact.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

b. If yes, what percentage of inputs were sourced sustainably?

Yes. The resources consumed by the company are limited to running of day-to-day operations. The IT hardware are procured / sourced through authorized OEM / vendors. Evaluation of vendors/suppliers is carried out at the time of selecting and onboarding vendors/suppliers. The E-Waste generated at the end of the product life is recycled / disposed through government authorised recycler.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Given the nature of the company's business, the scope for reusing, recycling is limited. However, following procedures are followed for below mentioned waste categories

- Plastic waste – Biodegradable plastic garbage bags are used for collecting and disposing waste. Used plastic water bottles are sent for recycling to authorised recycler.
- E-Waste – We have appointed authorised E-Waste recycler for sustainable recycling / disposing of E-Waste as per the guidelines laid out by the government / local bodies. Our E-Waste consists of computers, laptops, servers, printers etc.
- Hazardous waste – Not applicable as we do not generate any hazardous waste
- Other waste – includes waste like used paper which is sent for recycling to authorised recycler.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Not applicable

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Not applicable

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not applicable

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

Not applicable

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not applicable

PRINCIPLE 3:

Businesses should respect and promote the well-being of all employees, including those in their value chains

1. Details of measures for the well-being of employees

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent employees											
Male	361	361	100	361	100	NA	NA	NA	NA	NA	NA
Female	137	137	100	137	100	137	100	NA	NA	NA	NA
Total	498	498	100	498	100	137	28	NA	NA	NA	NA
Other than permanent employees											
Male	451	437	97	199	44	0	0	250	55	0	0
Female	122	116	95	58	48	120	98	0	0	0	0
Total	573	553	97	257	45	120	21	250	44	0	0

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day care facilities	
	Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)	
Permanent workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than Permanent Workers											
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2022-2023			FY 2021-2022		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	NA	Y	100	NA	Y
Gratuity	100	NA	Y	100	NA	Y
ESI	NA	NA	NA	NA	NA	NA
Leave encashment	100	NA	NA	100	NA	NA

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. Our office building is accessible to differently abled employees and visitors. Ramps are built at the entrance gates for better accessibility. Wheelchair is also available for movement of differently abled employees and visitors.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Company believes in providing equal employment opportunity to all groups of people. We ensure non-discrimination and respect for persons with disabilities. In order to provide comfort & support to the senior and disabled individual stakeholders, company has in place a golf cart facility which helps them to reach the entrance gate. Company has also installed a ramp for such individual stakeholders to enter the premises conveniently. A special lift is used for senior and disabled stake holders for reaching upper floors in the main office building. A wheelchair is also available for senior

and disabled persons.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100	100	NA	NA
Total	NA	NA	NA	NA

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Not applicable
Other than Permanent Workers	Not applicable
Permanent Employees	Yes
Other than Permanent Employees	Yes

BSE has a culture of ethical approach wherein its employees can raise and discuss their concerns, issues, complaints with their immediate Managers, HOD's, Human Resource personnel and Executive Management Committee members.

Complaints related to sexual harassment can be raised directly by the employees with any member of the Internal Complaints Committee OR with designated senior women official from Human Resource Department.

Complaints related to Ethical code of conduct are dealt at senior levels with utmost care and transparency.

Policies related to Antisexual Harassment, Ethical code of conduct etc are available on company's internal portal. Additionally, company regularly sensitizes its employees on various policies related to human resources.

Contractual staff are also governed under the same policies as that for permanent employees.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	498	103	21%	485	106	22%
Male	361	91	25%	346	93	27%

Female	137	12	9%	139	13	9%
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8. Details of training given to employees and workers:

Category	FY 2022-2023					FY 2021-2022				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	361	361	100	150	42	346	13	4	157	45
Female	137	137	100	56	41	139	73	53	100	72
Total	498	498	100	206	41	485	86	18	257	53
Workers										
Male	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-2023			FY 2021-2022		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	361	270	75	346	253	73
Female	137	125	91	139	126	91
Total	498	395	79	485	379	78
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA
Total	NA	NA	NA	NA	NA	NA

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?

Health and safety management system has been implemented by the company. Below initiatives are taken by the company:

- BSE has a dedicated medical centre where Doctor is available during certain hours of the day. Access to this medical centre is granted to all BSE employees, BSE group company employees and contractual staff. This service is provided free of cost by BSE.
- All BSE employees and their immediate family members are covered under Medical Insurance
- In order to promote Physical and Mental wellbeing, various initiatives were launched thereby helping employees to develop healthy habits
- Fire & First-aid Marshals have been deployed on each floor. These marshals have been given basic training to provide first hand response for incidents like Fire, Emergency evacuation, Cardiac arrest etc.
- Defibrillators are available in the building premises. Certain officials are trained to use the defibrillators incase of emergency

- Company has facilitated top up Medclaim for their dependents like parents and inlaws.
- Assistance in terms of receiving medical insurance is extended by the company in the event of hospitalization of any employee OR his dependent member
- Fire Exit signages are fixed at various locations on each floor which serves as a guide during emergency evacuation
- Fire extinguishers are placed on each floor so that they can be effectively used incase of emergency
- Emergency contact nos like BSE Fire Department, BSE Security, Ambulance, Nearest hospital, Blood Bank etc are displayed on each floor at prominent locations
- Periodic mock fire evacuation drills are conducted which helps personal to respond to any fire that can occur in the premises
- While potable water is used for drinking purpose, periodic testing of water of overhead tanks and underground tanks is also carried out
- Upkeep of the office areas is maintained thereby providing a clean and hygienic office environment to the employees and other staff of the company

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

We try and identify work related hazards through regular inspections. We regularly visually assess office areas, electrical equipments and any other potential hazard which may be harmful to our employees. Additionally, we carry out third party assessment of fire and electrical equipments as a precautionary measure.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Not applicable

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. All our employees are covered under medical insurance.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	2022-2023	2021-2022
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil	Nil
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Following measures are taken to ensure a safe and healthy workplace

- Smoke detectors and Fire Alarm systems are installed in the premises
- Periodic mock fire drills are conducted which helps personal to respond to any fire that can occur in the premises
- Fire & First-aid Marshals have been deployed on each floor. These marshals have been given basic training to provide first hand response for incidents like Fire, Emergency evacuation, Cardiac arrest etc.

- Fire Exit signages are fixed at various locations on each floor which serves as a guide during emergency evacuation
- Fire extinguishers are placed on each floor so that they can be effectively used in case of emergency
- Automated External Defibrillator training is provided to employees.
- Emergency contact nos like BSE Fire Department, BSE Security, Ambulance, Nearest hospital, Blood Bank etc are displayed on each floor at prominent locations
- We have a primary dedicated medical centre in our office building. Medical treatment at this centre is provided free of cost to BSE and its group company employees and its contractual staff
- Frequent checks of equipment's like Air Conditioners, DG sets, Chillers etc are carried out to mitigate any wear and tear due to continued use
- All persons visiting BSE premises are mandated to enter through DFMD and frisked through HHMD by Security personal on duty and their belongings are thoroughly scanned through X-ray baggage scanner machines while entering in BSE premises
- Smoke extract fan & Public Announcement (PA) system are checked at regular intervals
- Cleanliness and Hygiene is maintained to avoid slips, trips and fall accidents

13. Number of Complaints on the following made by employees and workers:

	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	3,685	-	-	2,437	-	-
Health & Safety	-	-	-	-	-	-

The above count includes complaints made by employees of group companies, contractual staff and other occupants of the building

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

Third party assessment is carried out for P.J. Towers, Mumbai by M/S. Quality Certification Services for Working Conditions and by M/S. PwC for Safety practices being primary centre for exchange operations. The offices located outside Mumbai are Investor Service Centres with minimal manpower and infrastructure. Thus, the assessment for these offices is carried out by the entity itself.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

1. New software has been recently installed, to verify and recover the data at shorter duration to rescue the occupants of building during emergency evacuation operation.
2. More than 200 cameras are installed in BSE premises for safety of its employees, contractual staff, other occupants of the building and visitors.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Employees - Yes

Workers – Not applicable

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

Company ensures statutory dues like Provident Fund, ESIC etc are deducted by the value chain partners and deposited with the relevant authorities. We have personal from Human Resource and Internal Audit Department who ensures all such dues have been paid by the vendor(s). Payment acknowledgement receipts are also verified by BSE.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022
Employees	0	0	0	0
Workers	NA	NA	NA	NA

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No)

No

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	NA
Working Conditions	NA

Given the nature of company's business, its value chain partners are limited to supplying equipment's & manpower required for running its business operations. General assessment of value chain partners is carried out while onboarding them. Company does not carry out assessment with respect to health and safety and working conditions of value chain partners offices, factories etc. However, company expects its value chain partners to follow all Health & Safety related guidelines issued by local authorities from time to time.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

PRINCIPLE 4:

Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The process of identification of key stakeholders is based on the significance of each stake holder on the business activities of BSE. The key stakeholders identified by BSE are:

- Shareholders
- Investors (investing in BSE listed companies)
- Customers
- Regulators
- Employees
- Business & Channel Partners

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement'
Shareholders	No	Annual/Quarterly Reports, Investor Calls, Filing with Stock Exchange, Annual General meeting, Email, SMS, Newspaper advertisement, Website, Media releases etc	Ongoing	Announcement of Quarterly & Annual results, Board Meeting intimation and outcome, Other company disclosures, Present key business performance highlights etc
Investors (Investing in BSE Listed Companies)	No	Help Desk, Emails, Website, Notices, Media release, Newspaper advertisement	Ongoing	Share Price, Financial Analytics, Announcement of Quarterly & Annual results, Board Meeting intimation and outcome, Other company disclosures etc
Members	No	Relationship Managers, Help Desk, Emails, Direct Contact, Website, Notices, Media releases, SMS, Newspaper advertisement	Ongoing	Information on various services offered by the company, Addressing grievances, Communication on new products/services, Share Price, Financial Analytics etc
Regulators	No	Emails, Physical & Virtual Meetings, Notices, Media releases	Ongoing	Regulatory inspections, Audits, queries and discussions with respect to various regulations
Employees	No	Intranet, Emails, Direct Contact, Leadership programs, Employee engagement programs, SMS, Calls, Website	Ongoing	Knowledge sharing, Training, Induction programs, seeking feedback, Programs on skill development, health and wellness, Fire & safety etc, Celebration of various festivals and events etc.
Business & Channel Partners	No	Emails, Direct Contact, SMS, Calls, Website	Ongoing	Training, Induction, Program on skill development, health and wellness, Fire & safety etc, Celebration of various festivals and events etc.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The shareholders can ask questions to the Management and Board related to any aspect of the company like financials, future growth plans, operations of the company etc.

Investor calls are conducted after announcement of quarterly results to address queries/concerns of the investors.

Company has CSR & ESG committee which assists Board in fulfilling its commitment towards society on environment and social front.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes. Stakeholder consultation is sought and implemented in various policies and processes of the company wherever feasible.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.

The company does not have any vulnerable/ marginalized stakeholder group except for CSR beneficiaries.

PRINCIPLE 5:

Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

Category	FY 2022-2023			FY 2021-2022		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	498	120	24	0	0	0
Other than permanent	0	0	0	0	0	0
Total Employees	498	120	24	0	0	0
Workers						
Permanent	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA
Total Workers	NA	NA	NA	NA	NA	NA

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2022-2023					FY 2021-2022				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	498	0	0	498	100	485	0	0	485	100
Male	361	0	0	361	100	346	0	0	346	100
Female	137	0	0	137	100	139	0	0	139	100
Other than permanent	573	216	38	357	62	546	164	30	382	70
Male	451	176	39	275	61	431	133	31	298	69
Female	122	40	33	82	67	115	31	27	79	69
Workers										
Permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Other than permanent	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	7	28,30,000	2	15,45,000
Key Managerial Personnel	24	1,15,42,018	4	1,13,39,575
Employees other than BoD and KMP	238	15,83,458	124	12,09,118
Workers	NA	NA	NA	NA

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes. BSE's Human Resource Department is responsible for addressing Human Rights issues caused or contributed by the business within the company. CSR & ESG committee is responsible for addressing Human Rights issues arising outside company.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

Company ensures ethical business and employment practices are followed. BSE has incorporated topics related to Human Rights in its induction program thereby giving insights on core human values to all its new joiners. Additionally, BSE has several policies related to human Rights such as Antisexual Harassment Policy, Human Rights Policy, Grievance redressal mechanism etc to address Human Rights of its employees and contractual staff.

6. Number of Complaints on the following made by employees and workers:

	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Utmost care and confidentiality are maintained in matters / complaints pertaining to harassment and discrimination. Adequate measures are provided to the complainant who raises concern/disclosure under the whistle blower policy OR Sexual harassment policy.

8. Do human rights requirements form part of your business agreements and contracts?

Yes

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100
Forced/involuntary labour	100
Sexual harassment	100
Discrimination at workplace	100
Wages	100
Others – please specify	NA

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable

Leadership Indicators

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

Not applicable

2. Details of the scope and coverage of any Human rights due-diligence conducted.

Not applicable

3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes. Our office building is accessible to differently abled employees and visitors. Ramps are built at the entrance gates for better accessibility. Wheelchair is also available for movement of differently abled employees and visitors.

4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual harassment	100
Discrimination at workplace	100
Child labour	100
Forced/involuntary labour	100
Wages	100
Others – please specify	100

Assessment is done by the entity for contractual staff deployed in the company's premises

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable

PRINCIPLE 6:

Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Total electricity consumption (A)	1,34,28,747 – KWH 4,83,43,48,92,00,000- Joules	67,16,157 – KWH 2,41,78,16,52,00,000 – Joules
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumption (A+B+C)	1,34,28,747 – KWH 4,83,43,48,92,00,000- Joules	67,16,157 – KWH 2,41,78,16,52,00,000 – Joules
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	8,063	3,983
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Independent assessment was carried out by M/s. Quality Certification Services

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Water withdrawal by source (in kilolitres)	Nil	Nil
(i) Surface water	Nil	Nil
(ii) Groundwater	Nil	Nil

Parameter	FY 2022-2023	FY 2021-2022
(iii) Third party water (in kilolitres)	Nil	30
(iv) Seawater / desalinated water	Nil	Nil
(v) Others MCGM & Bottled Water (in kilolitres)	27,270	22,970
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	27,270	22,970
Total volume of water consumption (in kilolitres)	27,270	23,000
Water intensity per rupee of turnover (Water consumed / turnover)	0.0045482	0.0037893
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Independent assessment was carried out by M/s. Quality Certification Services

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

No

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2022-2023	FY 2021-2022
Nox	mg/m ³	9	Not measured
Sox	mg/m ³	6	Not measured
Particulate matter (PM) (PM10)	mg/m ³	14	Not measured
Particulate matter (PM) (PM 2.5)	mg/m ³	24	Not measured
Persistent organic pollutants (POP)	-	ND	Not measured
Volatile organic compounds (VOC)	-	ND	Not measured
Hazardous air pollutants (HAP)	-	ND	Not measured
Others – please specify	-	-	-

Independent assessment was carried out by M/s. Quality Certification Services

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-2023	FY 2021-2022
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	Nil	Nil
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	4,982	2,491
Total Scope 1 and Scope 2 emissions per rupee of turnover		0.000831	0.000411
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

Independent assessment was carried out by M/s. Quality Certification Services

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

No.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.28	0.08
E-waste (B)	0.00	22.48
Battery waste (E)	0.00	0.00
Radioactive waste (F)	0.00	0.00
Other Hazardous waste. Please specify, if any. (G)	0.00	0.00
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0.38	0.00
Total (A+B + C + D + E + F + G + H)	0.66	22.56

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste		
(i) Recycled		
PET Bottles	0.28	0.08
Paper Waste	0.38	0
E waste	0	22.48
(ii) Re-used	0	0
(iii) Other recovery operations	0	0
Total	0.66	22.56

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal operations	0	0
Total	0	0

Independent assessment was carried out by M/s. Quality Certification Services

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Our waste consists of E-Waste, used paper and onetime use plastic water bottle waste.

E-Waste is sent for recycling to authorised recycler. Used plastic water bottles and used paper waste is also sent for recycling to authorised recycler.

Digitization of processes to the extent possible is carried out to reduce use of paper. BSE has also introduced Corporate Announcement Filing System (CAFS) to the equity listed companies. This is paperless submission. BSE has also introduced digital filing and document submission to minimize use of paper.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not applicable

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Not applicable

Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2022-2023	FY 2021-2022
From renewable sources		
Total electricity consumption (A)	Nil	Nil
Total fuel consumption (B)	Nil	Nil
Energy consumption through other sources (C)	Nil	Nil
Total energy consumed from renewable sources (A+B+C)	Nil	Nil
From non-renewable sources		
Total electricity consumption (D)	1,34,28,747 – KWH 4,83,43,48,92,00,000- Joules	67,16,157 – KWH 2,41,78,16,52,00,000 – Joules
Total fuel consumption (E)	Nil	Nil
Energy consumption through other sources (F)	Nil	Nil
Total energy consumed from non-renewable sources (D+E+F)	1,34,28,747 – KWH 4,83,43,48,92,00,000- Joules	67,16,157 – KWH 2,41,78,16,52,00,000 – Joules

Independent assessment was carried out by M/s. Quality Certification Services

2. Provide the following details related to water discharged:

Parameter	FY 2022-2023	FY 2021-2022
Water discharge by destination and level of treatment (in kilolitres)	-	-
(i) To Surface water	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-

Parameter	FY 2022-2023	FY 2021-2022
(iii) To Seawater	-	-
No treatment (Via Municipality Drain) (Mainly Washing & Flushing Water)	Approximately 80% of the water consumed by the company is discharged in the Municipal drain which finally is let out by the Municipal corporation in the sea.	Approximately 80% of the water consumed by the company is discharged in the Municipal drain which finally is let out by the Municipal corporation in the sea.
With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
(v) Others	-	-
No treatment	-	-
With treatment – please specify level of treatment	-	-
Total water discharged (in kilolitres)	-	-

Independent assessment was carried out by M/s. Quality Certification Services

3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

Not applicable

4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Not available

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

No adverse impact to the environment is caused by the entity

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1.	Replacement of existing lights with LED lights	We regularly replace high energy consuming electrical equipment with modern efficient devices such as replacing the induction ballasts with electronic ballasts and the fluorescent lights with LED lights.	Saving on electricity consumption
2.	Waterless Urinals	We have installed waterless urinals at certain floors which has helped save around 55,000 litres of water per month	Around 55,000 litres of water saved per month
3.	Sensor based taps	Sensor taps are installed on certain floors thereby resulting in water saving	Water saving is done.
4.	Recycling of plastic bottles	Used plastic water bottles are sent for recycling	Plastic is recycled instead of adding to landfills.
5.	Sensor based lights	Motion sensors are fitted in certain washrooms thereby automatically switching off the lights when the washrooms are not in use	Saving on electricity consumption

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

BSE provides an efficient and transparent market for trading in equity, debt instruments, derivatives, mutual funds. BSE provides a host of other services to capital market participants including risk management, clearing, settlement, market data services and education. It has a global reach with customers around the world and a nation-wide presence. BSE systems and processes are designed to safeguard market integrity, drive the growth of the Indian capital market and stimulate innovation and competition across all market segments. The exchange products include currency, derivatives and equity, data-feed and indexes.

BSE has been identified as critical infrastructure by National Critical Information Infrastructure Protection Centre (NCIIPC). In the event of disruption of any one or more of the 'Critical Systems' the BSE shall, within 30 minutes of the incident, declare that incident as 'Disaster' and take measures to restore operations including from DRS within 45 minutes of the declaration of 'Disaster'.

Various Policies, Procedures & Scope documents related to Business Continuity Plan are available on the company's intranet portal.

The Policies and Procedures are based on regulatory requirements (SEBI) best practices in market and international standards.

Policies, Procedures & Scope documents related to Business Continuity Plan are made available on the company's intranet portal for reference to employee and vendor staff.

Periodic Trainings with quiz are conducted on various topic related to Business Continuity and Disaster Recovery

The Business continuity and Disaster recovery of BSE is independently audited basis regulatory requirements and terms of reference.

BSE has also been awarded ISO 22301 : 2019 (International Standard Organization Business Continuity Management System) Certification

8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

BSE's services are virtual in nature. The various equipment used by BSE are limited to running its operations. There is no direct adverse impact to the environment, arising from the value chain of the entity.

9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

Not applicable

PRINCIPLE 7:

Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

BSE was a member with eleven (11) trade and industry chambers/ associations.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Asia Society India Centre	National
2	The Council of EU Chambers of Commerce in India	National
3	Federation of Indian Chambers of Commerce and Industry	National
4	Assocham	National
5	Chamber of Commerce and Industry (IMC)	National
6	Bombay Management Association (BMA)	National
7	The Press Club	National
8	Indian Banks Association	National
9	Bombay Chamber of Commerce & Industry	National
10	Indo-German Chamber of Commerce	National

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities

Nil

Leadership Indicators

1. Details of public policy positions advocated by the entity:

Nil

PRINCIPLE 8:

Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Not applicable

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not applicable

3. Describe the mechanisms to receive and redress grievances of the community.

Not applicable

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

Not applicable

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Nil

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)

The resources used at BSE is limited to running its operations. Equal opportunity is provided to all our vendors.

(b) From which marginalized /vulnerable groups do you procure?

Not applicable

(c) What percentage of total procurement (by value) does it constitute?

Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	ORGAN India - Parashar Foundation towards 24x7 Helpline	1,156	Not ascertainable
2	Prime Minister's National Relief Fund	Public at large	Not ascertainable

PRINCIPLE 9:

Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The consumers of the company and mechanisms in place to receive and respond to their complaints are as follows:

Investors

Exchange provides various services to investors electronically through its online platform and physically through the dedicated investor service centres set for this purpose.

Complaints can be logged by investors against Trading Members and Listed companies.

A detailed investor grievance charter is available on the below weblink

https://www.bseindia.com/static/investors/investor_charter.aspx

Members

A dedicated help line is provided for addressing any issues faced by the broker members. Members can also refer below link for online complaint resolution

<https://www.bseindia.com/members/index.aspx>

Companies listed on BSE platform

The companies listed on BSE platform can raise their grievances with their respective relationship manager through email OR over phone call. The relationship manager will try and resolve the complaint individually or through respective department of the company.

Data Vendors

The data vendors can reach out to Information Products (data feed) team through Email / Phone call for any queries/issues. Data feed team is responsible for addressing the client queries/issues.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Not applicable

3. Number of consumer complaints in respect of the following:

	FY 2022-2023		Remarks	FY 2021-2022		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	Nil	Nil	-	Nil	Nil	-
Advertising	Nil	Nil	-	Nil	Nil	-
Cyber-security	Nil	Nil	-	Nil	Nil	-
Delivery of essential services	Nil	Nil	-	Nil	Nil	-
Restrictive Trade Practices	Nil	Nil	-	Nil	Nil	-
Unfair Trade Practices	Nil	Nil	-	Nil	Nil	-
Other	Nil	Nil	-	Nil	Nil	-

4. Details of instances of product recalls on account of safety issues:

Not applicable

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes. BSE has policy on cyber security, cyber risks related to data privacy. The same is available on the internal portal of the organization.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

The information on the products and services offered by BSE is available on our website www.bseindia.com

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

BSE has set up an Investor Protection Fund (IPF) to meet the claims of investors against defaulter Members, in accordance with the Guidelines issued by the Ministry of Finance, Government of India. BSE Investor Protection Fund is responsible for creating Capital markets related awareness among the investor community in India. BSE IPF regularly runs investor awareness campaigns through various channels like television, print media, social media etc.

Regional seminars on investor education for general investors are conducted on regular basis through our network of trained Resource Persons as well as in collaboration with SEBI and CDSL, wherever possible in the local language of that area.

BSE recognises college and university students as the future potential investors. BSE goes a step ahead by conducting investor awareness programs for college and university students whereby students are educated on financial literacy, potential risks and precautionary measures to be taken while dealing in capital markets etc.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

The Exchange as part of its policy is required to inform market participants availing the essential services i.e dealing on the platforms of the Exchange; any disruption of these services.

Therefore, in the event of occurrence of such disruption, Exchange broadcast message immediately through ticker/SMS/Emails to its participants and by publishing on the BSE's website.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Not applicable

5. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact

Nil

b. Percentage of data breaches involving personally identifiable information of customers

Nil

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BSE LIMITED

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of BSE Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at March 31, 2023, their consolidated profit/loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards

are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and associates in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
Valuation of investments and its impairment (as described in note 33 of the consolidated Ind AS financial statements)	
<p>The Group has various investments in mutual funds, bonds and debentures of corporates.</p> <p>These investments represent the most significant amount on the balance sheet. The total of these investments aggregating to ₹ 1,56,280 Lakhs represented 26% of total assets of the Company as at March 31, 2023.</p> <p>Investment in bonds are valued at amortised cost and are required to be assess for the expected credit loss in accordance with Ind AS 109.</p> <p>High degree of management's judgement is involved in estimation of the recoverable amount on these investments and there is inherent uncertainty relating to the assumptions supporting such estimates and risk that the fair value of investments is not determined appropriately, and hence valuation of investments and its impairment is considered as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Assessed the design and implementation of controls over valuation and existence of investments. • For the fair valuation models, Understood and assessed the methodology used. Tested the underlying data and assumptions used in the determination of the fair value. • Traced the quantity held from the independent third party confirmations. • Tested the valuation of the quoted and unquoted investments to independent pricing sources. • Assessed appropriateness and arithmetical accuracy of fair value disclosures pertaining to investments (as described in note 33 of the consolidated Ind AS financial statements)

Key audit matters	How our audit addressed the key audit matter
Information Technology (IT) systems and controls	
<p>IT systems are an integral part of the business operations of the Group. Since large volume of securities trading transactions are processed by the Group through its trading platform, it is imperative that the IT systems and controls process data as and when expected. Further, it is also essential that any changes to the IT applications are made only after necessary authorizations (Program Change Management) and only authorized personnel have necessary access to the Group's IT systems (User Access Management).</p> <p>In addition to the smooth functioning of the Group's business operations, the IT infrastructure is equally critical for timely and accurate financial reporting process.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions we have considered IT systems and controls as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the information systems used by the Company for IT General Controls (ITGC) and Application controls; The aspects covered in the IT General Control audit were (i) User Access Management (ii) Program Change Management (iii) Other related ITGCs; - to understand the design and test the operating effectiveness of such controls in the system; Assessed the changes that were made to the key systems during the audit period and assessing changes that have impact on financial reporting; Performed tests of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system. Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.
Provisions for litigation and claims (as described in note 37 of the consolidated Ind AS financial statements)	
<p>There are certain demands raised by regulatory authorities, employees and others against the Group which have been disputed by the Group giving rise to pending litigations at various appellate and judicial forums. In order to assess the impact of such pending litigations against the Group on the its financial statements, the management is required to exercise significant judgement to determine whether an obligation exists as at reporting date requiring a provision and / or disclosure in the financial statements in accordance with the criteria set under IND AS 37 - Provisions, Contingent Liabilities and Contingent Assets. This involves an estimation, by the management, of the outflow of economic resources to settle the present obligation.</p> <p>Considering the high degree of judgement involved in estimation of the impact and in view of the significance of the pending litigations to the overall financial statements, this area is considered as a key audit matter.</p>	<ul style="list-style-type: none"> Obtained and evaluated the Group accounting policy in relation to accounting, assessing and disclosure of claims against the Group. Understood the design and tested the operating effectiveness of the Group's key controls over the identification, estimation, monitoring and disclosure of provisions for litigations and claims. Examined the relevant correspondence with regulators to assess developments in key areas and litigation reports to identify potentially material cases. Obtained independent confirmations from lawyers in respect of material cases outstanding. Reviewed the Board and other board level committee meeting minutes to assess the effectiveness of management's review controls and conclusions reached. For the significant provisions made, understood and assessed the provisioning methodology. Tested the underlying data and assumptions used in the determination of the provisions recorded, including expected claim rates. For cases where a provision was not recognized, evaluated the adequacy of disclosure made in the Consolidated Ind AS financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated

Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Board of Directors for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective company(ies) and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates are responsible for assessing the ability of their respective company(ies) to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its associates are also responsible for overseeing the financial reporting process of their respective company(ies).

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high

level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint ventures/joint operations to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance of the Holding Company with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements and other financial information, in respect of seven subsidiaries, whose Ind AS financial statements include total assets of ₹ 3,19,280 lakhs as at March 31, 2023, and total revenues of ₹ 35,117 lakhs and net cash outflows of ₹ 43,167 lakhs for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, as noted in the 'Other Matter' paragraph we give in "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.
2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:
 - (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are

appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies and its associates, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

- (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies and associates, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Holding Company, its subsidiaries and associates incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:
 - i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associates in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;
 - ii. The Group and its associates did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associates, incorporated in India during the year ended March 31, 2023;
 - iv. a) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India

whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associates to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- b) The respective managements of the Holding Company and its subsidiaries and associates which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief no funds have been received by the respective Holding Company or any of such subsidiaries and associates from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to

our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

- v) The dividend paid by the Holding Company, and Associate Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The respective Board of Directors of the Holding Company and Associate Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

- vi) As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for companies incorporated in India, hence reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Jayesh Gandhi

Partner

Membership Number: 037924

UDIN: 23037924BGXTZV3126

Mumbai

May 11, 2023

Re: BSE Limited
Annexure 1 referred to in paragraph 1 under the heading “Report on other legal and regulatory requirements” of our report of even date

With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, the following are the qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No.	Name	CIN	Holding company / subsidiary / associate / joint venture	Clause number of the CARO report which is qualified or is adverse
1.	BSE Limited	L67120MH2005PLC155188	Holding Company	3(i)(c)
2.	BSE Administration and Supervision Limited	U67120MH2021PLC356402	Subsidiary	3(xvii)
3.	India International Clearing Corporation IFSC Limited	U67190GJ2016PLC093683	Subsidiary	3(xvii)
4.	India International Exchange IFSC Limited	U67190GJ2016PLC093684	Subsidiary	3(xvii)

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Jayesh Gandhi

Partner

Membership Number: 037924

UDIN: 23037924BGXTZV3126

Mumbai

May 11, 2023

Re: BSE Limited

Annexure 2 referred to in paragraph 1(f) under the heading “Report on other legal and regulatory requirements” of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the consolidated Ind AS financial statements of BSE Limited (hereinafter referred to as the “Holding Company”) as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its associates, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Holding Company’s internal financial controls with reference to consolidated Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated Ind AS financial statements was established and maintained and if such controls

operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated Ind AS financial statements included obtaining an understanding of internal financial controls with reference to consolidated Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated Ind AS financial statements.

Meaning of Internal Financial Controls with reference Consolidated Ind AS Financial Statements

A company’s internal financial control with reference to consolidated Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to consolidated Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference Consolidated Ind AS Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group and its associates, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated Ind AS financial statements and such internal financial controls with reference to consolidated Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company

considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated Ind AS financial statements of the Holding Company, in so far as it relates to all seven subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Jayesh Gandhi

Partner

Membership Number: 037924

UDIN: 23037924BGXTZV3126

Mumbai

May 11, 2023

Consolidated Balance Sheet as at March 31, 2023

		(₹ in Lakhs)	
PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1 Non-current assets			
a. Property, plant and equipment	3	15,477	9,794
b. Capital work-in-progress		13	183
c. Investment Properties	4	75	316
d. Goodwill	5	3,742	3,742
e. Other Intangible Assets	6	5,939	2,273
f. Intangible assets under development		180	819
g. Financial assets			
i. Investments			
a. Investments in subsidiaries	7	-	2
b. Investments in associates	8	41,038	48,811
c. Other investments	9	48,493	13,853
ii. Other financial assets	11	75,143	18,465
h. Deferred tax assets (net)	18	8,455	11,984
i. Income tax assets (net)	21	14,520	12,506
j. Other assets	13	596	438
Total non-current assets		2,13,671	1,23,186
2 Current assets			
a. Financial assets			
i. Investments	9	55,814	1,34,146
ii. Trade receivables	10	9,089	6,339
iii. Cash and cash equivalents	12	45,299	88,694
iv. Bank balances other than (iii) above	12	2,59,658	2,62,472
v. Other financial assets	11	1,362	1,210
b. Other assets	13	3,553	2,493
c. Asset classified as held for sale	8.1	10,935	-
Total current assets		3,85,710	4,95,354
Total assets (1+2)		5,99,381	6,18,540
EQUITY AND LIABILITIES			
3 Equity			
a. Equity share capital	14	2,709	2,705
b. Other equity	15	2,67,406	2,62,747
Equity attributable to shareholders of the Company		2,70,115	2,65,452
Non-controlling interest	44	12,784	13,519
Total equity		2,82,899	2,78,971
4 Core settlement guarantee funds			
Liabilities		75,764	64,089
5 Non-current liabilities			
a. Financial liabilities			
i. Lease liabilities	16	2	2
ii. Other financial liabilities	16	1,027	713
b. Provisions	17	367	311
c. Other liabilities	19	53	61
Total non-current liabilities		1,449	1,087
6 Current liabilities			
a. Financial liabilities			
i. Trade payables			
a. Total outstanding dues of micro enterprises and small enterprises	20	65	57
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	20	7,975	7,228
ii. Other financial liabilities	16	2,02,802	2,34,819
b. Provisions	17	1,834	2,182
c. Income tax liabilities (net)	21	1,974	963
d. Other liabilities	19	24,619	29,144
Total current liabilities		2,39,269	2,74,393
Total equity and liabilities (3+4+5+6)		5,99,381	6,18,540
Significant accounting policy			
	2		

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached
For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Date: May 11, 2023
Place: Mumbai

For and on behalf of the Board of Directors

S S Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundaraman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
1 Revenue from operations			
Securities services	22	43,561	38,896
Services to corporates	23	29,042	28,642
Data dissemination fees		3,886	3,600
Training institute		1,875	1,349
Sale of software licenses, development, customisation & maintenance of software		3,189	1,828
Revenue from operations		81,553	74,315
2 Investment income	24	10,931	9,755
3 Other income	25	2,910	2,283
4 Total income (1+2+3)		95,394	86,353
5 Expenses			
Employee benefits expenses	26	18,020	17,728
Finance costs		2,748	2,215
Depreciation and amortisation expenses	3&4&6	6,034	4,829
Computer technology related expenses	27	12,390	9,687
Administration and other expenses	28	27,766	22,086
Liquidity enhancement scheme expenses	45&15.6	3,633	3,500
Total expenses		70,591	60,045
6 Profit before tax and share of net profits of investments accounted for using equity method (4-5)		24,803	26,308
7 Share of net profits of investments accounted for using equity method			
Share of profit of associates		4,923	6,418
8 Profit before tax (6+7)		29,726	32,726
9 Tax expenses:			
Current tax	29	5,615	5,569
Prior period tax adjustments		42	9
Deferred tax		3,504	2,655
Total tax expenses		9,161	8,233
10 Net profit for the year (8-9)		20,565	24,493
Net Profit attributable to the shareholders of the company		22,067	25,433
Net Profit attributable to the non-controlling interest		(1,502)	(940)
11 Other comprehensive income			
Items that will not be subsequently reclassified to statement of profit or loss			
i. Remeasurements loss on the defined employee benefit plans;		92	141
ii. Income tax on above		36	51
Items that will be subsequently reclassified to profit or loss			
iii. Foreign currency translation reserve		1,764	496
iv. Share of other comprehensive income of associate accounted for using equity method		174	53
Total other comprehensive income for the year (i-ii+iii+iv)		1,994	639
12 Total comprehensive income for the year (10+11)		22,559	25,132
Total comprehensive income attributable to the shareholders of the Company		23,294	25,895
Total comprehensive income attributable to the non-controlling interest		(735)	(763)
13 Earnings per equity share :	30		
Basic and diluted (₹)		16.06	18.51
Face value of share (₹)		2	2
Weighted average number of equity shares (Nos.)		13,74,12,891	13,74,12,891
Significant accounting policy	2		

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached
For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Date: May 11, 2023
Place: Mumbai

For and on behalf of the Board of Directors

S S Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundaraman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

Consolidated Cash Flow Statement for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	20,565	24,493
Adjustments for		
Income tax expenses recognised in profit and loss	9,161	8,233
Share of profit of associates	(4,923)	(6,418)
Foreign currency translation reserve	1,764	496
Depreciation and amortisation expense	6,034	4,829
Net (gain) / loss on disposal of property, plant and equipment	2	(9)
Impairment loss on financial assets	1,449	16
Contribution to core settlement guarantee fund	5,496	2,905
Contribution received from other clearing corporation	668	1,066
Investment income on core settlement guarantee fund	3,483	3,015
Penalties / contribution received towards settlement guarantee fund	1,948	3,124
Net gain arising on financial assets measured at FVTPL	(2,278)	(5,326)
Interest income	(8,653)	(4,418)
Dividend income	-	(11)
Provision for compensated absences	1,089	1,018
Operating Cash Flow before working capital changes	35,805	33,013
Movements in working capital		
Decrease / (increase) in trade receivables	(4,199)	2,377
Increase / (decrease) in trade payables	755	(2,532)
Increase / (decrease) in provision	(348)	218
Decrease / (increase) in other assets and other financial assets	(1,571)	4,986
Increase / (decrease) in other liabilities and other financial liabilities	(37,550)	114,383
Cash generated from / (used in) operations	(7,108)	152,445
Direct taxes paid - net of refunds	(6,603)	(8,270)
Net cash generated from / (used in) operating activities	(13,711)	144,175
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed Assets		
Purchase of property, plant and equipment, intangible assets, capital work-in-progress, intangible assets under development and capital advances	(14,342)	(3,196)
Proceeds from sale of property, plant and equipment	5	14
Investments		
Net decrease in investment in equity and debt instruments	48,836	3,600
Investment in bonds and non-convertible debentures	-	(2,032)
Proceeds from bonds and non-convertible debentures	54	-
Investments in associates	(885)	(1,958)
Investment in fixed deposits	(1,20,168)	(1,62,449)
Proceeds from fixed deposits	68,781	66,184
Interest received	6,586	1,836
Dividend received	-	11
Net cash used in investing activities	(11,133)	(97,990)

Consolidated Cash Flow Statement for the year ended March 31, 2022 (Contd.)..

(₹ in Lakhs)

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(18,551)	(9,620)
Issue of share by subsidiary	-	10,514
Net cash generated from / (used in) financing activities	(18,551)	894
D. Net increase / (decrease) in cash and cash equivalents (A+B+C)	(43,395)	47,079
Cash and cash equivalents at the beginning of the year	88,694	41,615
Cash and cash equivalents at the end of the year	45,299	88,694
Balances with banks including earmarked balances		
In current accounts	12,241	17,898
In deposit accounts with original maturity of 3 months	33,058	70,796
Cash and cash equivalents at the end of the year comprises (refer note 12)	45,299	88,694

The accompanying notes form an integral part of the financial statements.

1. The cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Cash Flow Statement".
2. Movement in earmarked liabilities and assets of parent company are not considered.
3. Previous years' figures have been regrouped wherever necessary.

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi

Partner

Membership No.: 037924

Date: May 11, 2023

Place: Mumbai

For and on behalf of the Board of Directors

S S Mundra

Chairman

DIN: 00979731

Nayan Mehta

Chief Financial Officer

Sundararaman Ramamurthy

Managing Director & CEO

DIN: 05297538

Vishal Bhat

Company Secretary

Consolidated Statement of Changes in Equity for the year ended March 31, 2023

	₹ in Lakhs)
A. EQUITY SHARE CAPITAL	900
Balance as at April 01, 2021	-
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
- Shares issued during the year	1,805
- Shares issued during the year by way of Bonus	2,705
Balance as at March 31, 2022	-
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	4
- Shares issued during the year	-
- Shares issued during the year by way of Bonus	-
Balance as at March 31, 2023	2,709

Particulars	Reserves and surplus						Share application money pending allotment	Other comprehensive income			Equity attributable to shareholders of the Parent Company	Non-controlling interest	Total
	Capital reserve	Capital reserve on business combination	General reserve	Retained earnings	Liquidity enhancement scheme (LES) reserve	Capital redemption reserve		Remeasurements gain / (loss) on the defined employee benefit plans	Foreign currency translation reserve	Foreign currency translation reserve			
Balance as at April 01, 2021	66,179	10,530	45,512	1,24,923	22	176	-	(29)	1,028	-	2,48,342	2,351	2,50,693
Issue of share capital	-	-	-	-	-	-	-	-	-	-	-	11,931	11,931
Allotment of shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	25,433	-	-	-	-	-	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	-	-	-	(34)	-	-	-	-	-
Foreign currency translation reserve	-	-	-	-	-	-	-	-	-	-	-	-	-
Liquidity enhancement scheme (LES) reserve	-	-	-	(1,313)	1,313	-	-	-	-	-	-	-	-
LES expenditure during the year	-	-	-	1,327	(1,327)	-	-	-	-	-	-	-	-
Issue of bonus shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Payment of dividend	-	-	-	(9,619)	-	-	-	-	-	-	-	-	-
Transfer to core settlement guarantee fund	-	-	-	(38)	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	66,179	10,530	43,883	1,40,713	8	-	(63)	1,497	2,62,747	13,519	2,76,266	11,931	2,88,197
Issue of share capital	-	-	-	-	-	-	-	-	-	-	-	-	-
Allotment of shares	-	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	22,067	-	-	-	-	-	-	-	-	-
Other comprehensive income arising from remeasurement of defined benefit obligation net of income tax	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation reserve	-	-	-	-	-	-	-	-	-	-	-	-	-
Liquidity enhancement scheme (LES) reserve	-	-	-	(1,354)	1,354	-	-	-	-	-	-	-	-
LES expenditure during the year	-	-	-	1,356	(1,356)	-	-	-	-	-	-	-	-
Issue of shares kept in abeyance	-	-	-	-	-	-	-	-	-	-	-	-	-
Payment of dividend	-	-	-	(4)	-	-	-	-	-	-	-	-	-
Transfer to core settlement guarantee fund	-	-	-	(18,551)	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2023	66,179	10,530	43,879	1,44,231	6	-	(600)	3,181	2,67,406	12,784	2,80,190	11,931	2,92,121

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached

For **S. R. Battiboi & Co. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E300005

Per Jayesh Gandhi

Partner

Membership No.: 037924

Date: May 11, 2023

Place: Mumbai

For and on behalf of the Board of Directors

S S Mundra

Chairman

DIN: 002979731

Nayan Mehta

Chief Financial Officer

Sundaraman Ramamurthy

Managing Director & CEO

DIN: 05297538

Vishal Bhat

Company Secretary

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

1. COMPANY OVERVIEW

BSE Limited (formerly known as Bombay Stock Exchange Limited) herein after referred to as the “The Exchange” or “The Company” was established in 1875 and is Asia’s first Stock Exchange and one of India’s leading exchange groups. The registered office of the Company is at 25th floor, P. J. Towers, Dalal Street, Mumbai 400 001, Maharashtra, India. Over the past 148 years, BSE has provided a capital-raising platform and provided a platform for trading in equity, debt instruments, derivatives and mutual funds. It also has a platform for trading in equities of small-and-medium enterprises (SME). Pursuant to the BSE (Corporatization and Demutualization) Scheme, 2005 (the Scheme) notified by Securities and Exchange Board of India (“SEBI”) on May 20, 2005, the Exchange completed Demutualization and Corporatization in May 2007 bringing about the separation of the ownership and management.

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE).

The Consolidated financial statements were authorized for issue by the Company’s Board of Directors on May 11, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation

2.1.1 Statement of compliance

The Consolidated financial statements as at and for the year ended March 31, 2023 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.1.2 Basis of consolidation

The Company consolidate entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its subsidiaries and associate (“the Group”). Control exists when the Parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity’s returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company’s voting rights in an investee are sufficient to give it power, including:

- a) the size of the Company’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- b) potential voting rights held by the Company, other vote holders or other parties;
- c) rights arising from other contractual arrangements; and
- d) any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit and loss from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Consolidated financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses, and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the statement of profit and loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e., reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Accounting for investments in associates

Associates are entities over which the Group has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the acquisition date.

Particulars of subsidiaries and associates:

NAME OF THE COMPANY	Principal Activity	Country of Incorporation	Percentage of Voting Power as at March 31, 2023	Percentage of Voting Power as at March 31, 2022
I. Subsidiary Companies				
- Direct				
a) Indian Clearing Corporation Limited (ICCL)	Clearing and Settlement	India	100	100
b) BSE Technologies Private Limited (BPTL) (formerly known as Marketplace Technologies Private Limited)	IT Support Services	India	100	100
c) BSE Institute Limited (BIL)	Training	India	100	100
d) BSE Investments Limited	Investment	India	100	100
e) BSE Sammaan CSR Limited	Platform for CSR Activities	India	-	100
f) BSE CSR Integrated Foundation (Not considered for consolidation considering not meeting control criterion in terms of Ind AS 110)**	CSR Activities	India	100	100
g) India International Exchange (IFSC) Limited*	Stock Exchange	India	61.93	61.93
h) India International Clearing Corporation (IFSC) Limited*	Clearing and Settlement	India	59.93	59.93
i) BSE Administration & Supervision Limited	Administration and Supervision of SEBI Registered Advisers	India	100	100
- Indirect				
a) BSE Tech Infra Services Private Limited (formerly known as Marketplace Tech Infra Services Private Limited)	IT Support Services	India	100	100
b) BFSI Sector Skill Council of India**	Training	India	51.22	51.22
c) BIL-Ryerson Technology Start-up Incubator Foundation**	Training	India	51	51
d) India INX Global Access IFSC Limited*	Intermediary for trading in overseas Exchanges	India	61.93	61.93
e) BSE Institute of Research Development & Innovation**	Training	India	100	100
f) BSE E-Agricultural Markets Limited	Electronic platform for Agricultural Commodity	India	60	60
II. Associate				
a) Central Depository Services (India) Limited (CDSL)	Depository Services	India	20	20
b) CDSL Ventures Limited	Depository related Services	India	20	20
c) CDSL Insurance Repository Limited	Repository Services	India	20	20
d) CDSL Commodity Repository Limited	Repository Services	India	34.40	34.40
e) Asia Index Private Limited	Index Services	India	50	50
f) BSE EBIX Insurance Broking Private Limited	Insurance Broking	India	40	40
g) BSE EBIX Insuretech Private Limited (formerly known as Marketplace EBIX Technology Services Private Limited)	IT Support Services	India	40	40
h) Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Limited)	Power Exchange	India	22.62	22.62
i) India International Depository IFSC Limited (formerly known as CDSL IFSC Limited)*	Depository related Services	India	12.19	20

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

NAME OF THE COMPANY	Principal Activity	Country of Incorporation	Percentage of Voting Power as at March 31, 2023	Percentage of Voting Power as at March 31, 2022
i) India International Bullion Exchange IFSC Limited (w.e.f. August 17, 2021)*	Exchange related Services	India	12.19	13.04
k) India International Bullion Holding IFSC Limited (w.e.f June 04, 2021)*	Finance Company undertaking specialized activity - Holding Company for Bullion Project	India	12.19	13.04

* Based out of Gift City Gandhinagar Gujarat, India.

** Not considered for consolidation considering not meeting control criterion in terms of Ind AS 110

2.1.3 Basis of measurement

The Consolidated financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

- (i) Financial assets and financial liabilities measured at fair value (refer accounting policy on financial instruments);
- (ii) Defined benefit and other long-term employee benefits.

2.1.4 Functional and presentation currency

The consolidated financial statements of the Group are presented in Indian rupees, the national currency of India, which is the functional currency of the Group and the currency of the primary economic environment in which the Group operates. All financial information presented in Indian rupees has been rounded to the nearest Lakh except share and per share data in terms of Schedule III unless otherwise stated.

However, in case of three subsidiaries i.e., India International Exchange (IFSC) Limited, India International Clearing Corporation (IFSC) Limited and India INX Global Access IFSC Limited, United State Dollar (USD) is the functional currency and the currency of the primary economic environment in which these Companies operate. The consolidated financial statements are presented in Indian Rupees. The presentation currency is different from functional currency to comply with Income tax and other statutory law.

2.1.5 Use of estimates and judgment

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements is included in the following notes:

- (i) *Income taxes and deferred tax:* The Group's tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes and deferred tax assets and liabilities, including the amount expected to be paid or recovered in connection with uncertain tax positions.
- (ii) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

- flow to the Group. The management estimate the Group to pay normal tax and benefit associated with MAT will flow to the Group within permissible time limit under Income Tax Act, 1961 to the extent MAT asset recognised.
- (iii) *Impairment of goodwill:* Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating unit to which goodwill has been allocated. The value in use calculation requires to estimate the future cash flows expected to arise from the cash-generating unit and discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Goodwill is tested for impairment on annual basis.
 - (iv) Defined employee benefit assets / liabilities determined based on the present value of future obligations using assumptions determined by the Group with advice from an independent qualified actuary.
 - (v) *Property plant and equipment:* The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values at the end of its useful life of Group's assets are estimated by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The useful lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
 - (vi) *Impairment of trade receivables:* The Group estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances is made.

2.1.6 Summary of significant accounting policies

(i) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss and reported within foreign exchange gains / (losses).

Income and expenses of the entities / operations in other than Indian currency are translated at average rates and the assets and liabilities are translated at closing rate. The net impact of such changes are accounted under other comprehensive income.

(ii) Investment properties

Investment properties are properties held to earn rentals and / or for capital appreciation (including properties under construction for such purposes). Investment properties are measured initially at cost including transaction costs, Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

The estimated useful life of assets for the current and comparative period of investment property are as follows:

Category	Useful life
Buildings	60 years

Freehold land is not depreciated.

Investment property is derecognised upon disposal or when the investment property permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit or Loss in the period in which the property is derecognised.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(iii) Asset held for sale

The Holding Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense. The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale / distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The group treats sale of the asset or disposal group to be highly probable when:

- (a) The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- (b) An active program to locate a buyer and complete the plan has been initiated (if applicable),
- (c) The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- (d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- (e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible assets are not depreciated, or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

Income accrued on such assets are not recognised in statement of profit and loss.

(iv) Investment in subsidiaries (not consolidated)

Investment in subsidiaries not consolidated is measured at cost less provision for impairment loss, if any. Dividend income from subsidiaries not consolidated is recognised when its right to receive the dividend is established.

(v) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

For the purpose of subsequent measurement, financial instruments of the Group are classified in the following categories: financial assets comprising amortised cost, financial assets (debt instruments) at fair value through other comprehensive income (FVTOCI), equity instruments at FVTOCI and fair value through profit and loss account (FVTPL), financial liabilities at amortised cost or FVTPL.

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset, and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Financial assets

(a) Financial assets (debt instrument) at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI).

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss.

Amortised cost are represented by investment in interest bearing debt instruments, trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks with original maturity less than 3 months which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Group's cash management system.

(b) Financial asset (debt instrument) at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and
- the asset's contractual cash flow represent SPPI debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs.

Fair value movements are recognised in other comprehensive income (OCI). However, the Group recognises interest income, impairment losses & reversals and foreign exchange gain loss in Profit or Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the expected interest rate (EIR) model.

Currently the Group has not classified any debt instrument under this category.

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(c) Equity instruments at FVTOCI and FVTPL

All equity instruments are measured at fair value. Equity instruments held for trading is classified as FVTPL. For all other equity instruments, the Group may make an irrevocable election to present subsequent changes in the fair value in OCI. The Group makes such election on an instrument-by-instrument basis.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to Profit or Loss.

Currently the Group has not classified any equity instrument at FVTOCI.

If the Group decides to classify an equity instrument as at FVTPL, then all fair value changes on the instrument and dividend are recognised in Profit or Loss.

(d) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. In addition, the Group may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Earmarked Funds: Earmarked Funds represent deposits, margins, etc. held for specific purposes. These amounts are invested and the same are earmarked in the Balance Sheet. Investment income earned on financial instrument measured at amortised cost is credited to respective earmarked liabilities and not credited to the Statement of Profit or Loss. The Gain / (Loss) on Fair Value of the investments from these earmarked funds are shown as liabilities / asset and are not routed through the Profit or Loss.

Financial liabilities

(a) Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by trade and other payables are initially recognised at fair value, and subsequently carried at amortized cost using the effective interest method.

(b) Financial liabilities at FVTPL

Financial liabilities at FVTPL represented by contingent consideration that are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Equity Instruments (Share capital)

Ordinary shares: - Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares or buyback of existing equity shares are recognised as a deduction from equity, net of any tax effect (if any).

(vi) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(vii) Property, plant and equipment

- (a) *Recognition and measurement:* Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- (b) *Depreciation:* The Group depreciates property, plant and equipment over the estimated useful life on a written down method basis from the date the assets are ready for intended use including for assets acquired under finance lease. Further, subsidiary Companies India International Exchange (IFSC) Limited, India International Clearing Corporation (IFSC) Limited and India INX Global Access IFSC Limited depreciates property, plant and equipment over the estimated useful life on a Straight-Line method basis from the date the assets are ready for intended use. However, assets acquired under finance lease and leasehold improvements are amortized over the lower of estimated useful life and lease term if there is no reasonable certainty that the Group will obtain ownership by the end of lease term. The estimated useful lives of assets for the current and comparative period of significant items of property, plant and equipment as prescribed by Schedule II of the Companies Act, 2013 which are as follows:

Category	Useful life
Buildings	60 years
Leasehold Buildings	30 years
Plant and Equipments	15 years
Electrical installations	10 years
Computers Hardware and Networking Equipments – Owned	3-6 years
Furniture, fixtures and Office equipment	5-10 years
Motor vehicles	3-8 years

Freehold land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed at each reporting date. With the effect of any changes in estimate accounted for on a prospective basis.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the Profit or Loss when incurred. The cost and related accumulated depreciation are eliminated from the consolidated financial statements upon sale or disposition of the asset and the resultant gains or losses are recognised in the Statement of Profit and Loss. The date of disposal of an item of property, plant and equipments is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

(viii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a written down value basis, from the date that they are available for use. Further, intangible assets of subsidiary Companies India International Exchange (IFSC) Limited, India International Clearing Corporation (IFSC) Limited, India INX Global Access IFSC Limited, BSE Technologies Private Limited and BSE Tech Infra Services Private Limited are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful life of intangibles are as follows:

Category	Useful life
Computer softwares	3-6 years

Amortisation methods, useful lives and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

(ix) Leases

As a Lessee:

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

1. the contract involves the use of an identified asset;
2. the Group has substantially all of the economic benefits from use of the asset through the period of the lease; and
3. the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

As a Lessor:

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(x) Impairment

(a) Financial assets carried at amortised cost and FVTOCI

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL. Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivable by individual departments.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income / expense in the Statement of Profit and Loss.

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

(b) Impairment of equity investments measured at cost

Investments in subsidiaries (not considered for consolidation) are measured at cost are tested for impairment at the end of each reporting period. Any impairment loss is recognized in the consolidated statement of profit and loss, if the amount of impairment loss decreases subsequently then the previously recognized impairment loss is reversed in the consolidated statement of profit and loss.

(c) Non-financial assets

The Group assesses at each reporting date whether there is any observable evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Group estimates the amount of impairment loss. An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, then the previously recognised impairment loss is reversed through profit or loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

(d) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis. Any Impairment loss for goodwill is recognized in the statement of profit and loss. An Impairment loss recognized for goodwill is not reversed in subsequent periods.

(xi) Employee benefit

The Group participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognised as expense during the period when the employee provides service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Group has the following employee benefit plans:

(a) Gratuity

In accordance with the Payment of Gratuity Act, 1972, the Group provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Group. The Group's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead, net interest recognised in profit or loss is calculated by applying the discount rate used to measure

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through other comprehensive income.

Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

(b) Compensated absences

The employees of the Group are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognises accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognised in the period in which the absences occur. The Group recognises actuarial gains and losses immediately in the Statement of Profit and Loss.

(c) Provident fund, pension fund and new national pension scheme:

The Group offers its employees defined contribution plan in the form of provident fund, family pension fund and new national pension scheme. The Company recognises contribution made towards provident fund, family pension fund and new national pension scheme in the Statement of Profit and Loss.

The Company, Indian Clearing Corporation Limited, BSE Sammaan CSR Limited and BSE Institute Limited and its employees' contribution to provident fund is managed by BSE Employees' Provident Fund Trust. The trust invests in specific designated instruments as permitted by Indian law. The remaining portion is contributed to the government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the Government. The Group has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

(xii) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Group from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

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2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Provisions are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are recognized when economic outflow is probable and disclosed when economic outflow is possible. Contingent assets are not disclosed but recognized when economic inflow is certain.

(xiii) Revenue

The Group has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

The Group derives revenue primarily from Services to Corporate and Securities Services. The Group recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:

(a) Time and service contracts

Revenues and costs relating to time and service contracts are recognised as the related services are rendered.

(b) Annual / monthly Fee

Annual / monthly fee is recognised ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight line basis over the specified period or under some other method that better represents the stage of completion.

The Group accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognised at the time of sale / services rendered. Revenues are shown net of goods and service tax and applicable discounts and allowances.

(xiv) Investment income and interest expense

Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and amortised cost.

Interest income on bond is recognised as it accrues in the Profit or Loss, using the effective interest rate (EIR) method and interest income on deposits with banks is recognised on a time proportion accrual basis taking into the account the amount outstanding and the rate applicable.

Dividend income is recognised in the Profit or Loss on the date that the Group's right to receive payment is established.

Interest expenses consist of interest expense on loans, borrowings and finance lease. Borrowing costs are recognised in the Profit or Loss using the effective interest method.

(xiv) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognised in the Profit or Loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

(a) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted at the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(b) Deferred income tax

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in consolidated financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognised for all taxable temporary differences. Deferred tax liabilities are also recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

The Group recognises interest levied and penalties related to income tax assessments in income tax expenses.

(xvi) Earnings per share

The Group reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, consolidation of shares, etc. as appropriate.

(xvii) Current / Non-current classification

The Group present assets and liabilities in the balance sheet based on current / non-current classification

Assets: An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within twelve months after the balance sheet date; or
- it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for atleast twelve months after the balance sheet date.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

- (e) All other assets are classified as non-current.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or
- (c) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.
- (d) All other liabilities are classified as non-current.
- (e) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

Based on the nature of products / activities of the Group and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Group has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(xviii) Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(xix) Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income over the periods and in the proportions in which depreciation expense on those assets is recognised.

(xx) Core Settlement Guarantee Fund (Core SGF):

As per SEBI vide circular no. CIR/MRD/DRMNP/25/2014 dated August 27, 2014 every recognised clearing corporation shall establish and maintain a Fund for each segment, to guarantee the settlement of trades executed in that respective segment of a recognised stock exchange. The Clearing Corporation shall have a fund called Core SGF for each segment to guarantee the settlement of trades executed in the respective segment. In the event of a clearing member(member) failing to honour settlement commitments, the Core SGF shall be used to fulfil the obligations of that member and complete the settlement without affecting the normal settlement process. The Core SGF shall be contributed by Clearing Corporation (ICCL), Stock exchange (BSE Ltd – BSE, National Stock Exchange of India Limited – NSE, Metropolitan Stock Exchange of India Ltd MSE) and the clearing members, in a manner as prescribed by SEBI. This fund is represented by earmarked Core SGF investments. The income earned on such investments (ICCL) is credited to the respective contributor's funds. Penalties and fines levied by the Company are directly transferred to Core SGF as Other Contributions.

(xxi) Accounting Pronouncements effective from current financial year

The Ministry of Corporate Affairs has vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective April 1, 2022.

- (a) **Ind AS 103 – Reference to Conceptual Framework** - The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

- (b) **Ind AS 16 – Property Plant and equipment** - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
- (c) **Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets** – The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).
- (d) **Ind AS 109 – Annual improvements to Ind AS (2021)** The amendment clarifies which fees an entity includes when it applies the ‘10%’ test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other’s behalf.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	Freehold land	Buildings	Leasehold Buildings	Plant and equipments	Electrical installations	Computers - Hardware and networking equipments - owned	Hardware and networking equipments - on lease	Furniture & fixtures	Office equipments	Motor vehicles	Total
	Cost or deemed cost										
Balance as at April 1, 2021	1,057	3,877	1,288	1,919	3,540	17,689	130	949	1,616	30	32,095
Additions during the year	-	-	-	7	11	1,554	-	3	67	-	1,642
Deductions / adjustments	-	-	-	18	3	3,733	-	17	16	-	3,787
Foreign currency translation adjustments	-	-	40	1	11	56	-	2	10	1	121
Balance as at March 31, 2022	1,057	3,877	1,328	1,909	3,559	15,566	130	937	1,677	31	30,071
Balance as at April 1, 2022	1,057	3,877	1,328	1,909	3,559	15,566	130	937	1,677	31	30,071
Additions during the year	-	9	-	157	203	8,722	-	82	211	73	9,457
Deductions / adjustments	-	-	-	50	53	74	-	9	70	28	284
Acquisition through Business Combination	-	-	-	-	-	-	-	-	-	-	-
Transferred from Investment property	9	303	-	-	-	-	-	-	-	-	312
Deduction on sale of subsidiary	-	-	-	-	-	-	-	-	-	-	-
Foreign currency translation adjustments	-	-	113	4	29	176	-	7	28	2	359
Balance as at March 31, 2023	1,066	4,189	1,441	2,020	3,738	24,390	130	1,017	1,846	78	39,915
Accumulated depreciation											
Balance as at April 1, 2021	-	1,687	183	1,215	2,681	12,893	130	720	1,497	14	21,020
Depreciation for the year	-	175	43	129	216	2,250	-	62	99	3	2,977
Deductions / adjustments	-	-	-	16	3	3,733	-	14	16	-	3,782
Foreign currency translation adjustments	-	-	7	-	5	40	-	1	9	-	62
Balance as at March 31, 2022	-	1,862	233	1,328	2,899	11,450	130	769	1,589	17	20,277
Balance as at April 1, 2022	-	1,862	233	1,328	2,899	11,450	130	769	1,589	17	20,277
Depreciation for the year	-	166	47	120	214	3,422	-	56	86	8	4,119
Transferred from Investment property	-	91	-	-	-	-	-	-	-	-	91
Deductions / adjustments	-	-	-	42	47	67	-	8	70	17	251
Foreign currency translation adjustments	-	-	21	1	16	131	-	3	28	2	202
Balance as at March 31, 2023	-	2,119	301	1,407	3,082	14,936	130	820	1,633	10	24,438
Net book value											
As at March 31, 2023	1,066	2,070	1,140	613	656	9,454	-	197	213	68	15,477
As at March 31, 2022	1,057	2,015	1,095	581	660	4,116	-	168	88	14	9,794

Notes:

- The Group's obligations under leases are secured by the lessors' title to the leased assets.
- The carrying value of land & building as on March 31, 2023 is ₹ 4,276 (₹ 4,167 as on March 31, 2022) shown under the head "Property Plant and Equipment" in the books of accounts. Out of which, the land and building having a carrying amount of ₹ 315 (₹ 381 as at March 31, 2022), includes four properties for which the title deeds are in the name of erstwhile legal entities. Further, the application has been made with the land authority for transfer of property in the favour of the holding company.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

4. INVESTMENT PROPERTY

PARTICULARS	Freehold Land	Buildings	Total
Cost or deemed cost			
Balance as at April 1, 2021	9	446	455
Additions during the year	-	-	-
Deductions / adjustments	-	-	-
Balance as at March 31, 2022	9	446	455
Balance as at April 1, 2022	9	446	455
Additions during the year	-	-	-
Transferred to property, plant and equipments	(9)	(303)	(312)
Deductions / adjustments	-	-	-
Balance as at March 31, 2023	-	143	143
PARTICULARS	Freehold Land	Buildings	Total
Accumulated depreciation			
Balance as at April 1, 2021	-	121	121
Depreciation for the year	-	18	18
Deductions / adjustments	-	-	-
Balance as at March 31, 2022	-	139	139
Balance as at April 1, 2022	-	139	139
Depreciation for the year	-	20	20
Transferred to property, plant and equipments	-	(91)	(91)
Deductions / adjustments	-	-	-
Balance as at March 31, 2023	-	68	68
PARTICULARS	Freehold Land	Buildings	Total
Net book value			
As at March 31, 2023	-	75	75
As at March 31, 2022	9	307	316

Notes:

- The fair value of the Group's investment properties as at March 31, 2023 and March 31, 2022 are based on annual evaluation performed by the management.
- Details of the Group's investment properties and information about the fair value hierarchy as at March 31, 2023 and March 31, 2022 are as follows:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Fair value of Building (based on municipal value)	49,594	28,948
Fair value hierarchy	Level 3	Level 3

- Amount recognised in Statement of Profit and Loss in respect of Investment Property

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income derived from investment properties	665	1,807
Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the year	118	210

- All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

4. INVESTMENT PROPERTY (Contd.)..

5 Minimum lease payments receivable under non-cancellable operating lease of investments properties are as follows:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Not later than 1 year	399	208
Later than 1 year and not longer than 5 years	176	294
Later than 5 years	-	-

6 No contingent rent recognised / (adjusted) in the Profit or Loss in respect of operating lease.

5. GOODWILL

PARTICULARS	Goodwill on consolidation
Cost or deemed cost	
Balance as at April 1, 2021	3,742
Additions during the year	-
Deductions / adjustments	-
Balance as at March 31, 2022	3,742
Balance as at April 1, 2022	3,742
Additions during the year	-
Deductions / adjustments	-
Balance as at March 31, 2023	3,742
PARTICULARS	Goodwill on consolidation
Accumulated impairment	
Balance as at April 1, 2021	-
Impairment for the year	-
Deductions / adjustments	-
Balance as at March 31, 2022	-
Balance as at April 1, 2022	-
Impairment for the year	-
Deductions / adjustments	-
Balance as at March 31, 2023	-
PARTICULARS	Goodwill on consolidation
Net book value	
As at March 31, 2023	3,742
As at March 31, 2022	3,742

Note:

For the purpose of impairment testing, goodwill is allocated to a cash generating unit, representing the lowest level within the Group at which goodwill is monitored for internal management purposes pertaining to the Group's operating segment i.e. Facilitating Trading in Securities and other related ancillary services. The recoverable amount of the cash generating unit has been determined based on value in use. Value in use has been determined based on future cash flows, after considering current economic conditions and trends, estimated future operating results, growth rates and anticipated future economic conditions.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

6. OTHER INTANGIBLE ASSETS

PARTICULARS	Software	Total
Cost or deemed cost		
Balance as at April 1, 2021	11,412	11,412
Additions during the year	870	870
Deductions / adjustments	-	-
Foreign currency translation adjustments	10	10
Balance as at March 31, 2022	12,292	12,292
Balance as at April 1, 2022	12,292	12,292
Additions during the year	5,562	5,562
Deductions / adjustments	76	76
Foreign currency translation adjustments	26	26
Balance as at March 31, 2023	17,804	17,804
PARTICULARS	Software	Total
Accumulated amortisation		
Balance as at April 1, 2021	8,179	8,179
Amortisation for the year	1,834	1,834
Deductions / adjustments	-	-
Foreign currency translation adjustments	6	6
Balance as at March 31, 2022	10,019	10,019
Balance as at April 1, 2022	10,019	10,019
Amortisation for the year	1,896	1,896
Deductions / adjustments	72	72
Foreign currency translation adjustments	22	22
Balance as at March 31, 2023	11,865	11,865
PARTICULARS	Software	Total
Net Book Value		
As at March 31, 2023	5,939	5,939
As at March 31, 2022	2,273	2,273

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

7. INVESTMENTS IN SUBSIDIARIES

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Non-current Investments				
Un-quoted Investments (all fully paid)				
Investment in Equity Instruments at cost				
- BFSI Sector Skill Council of India* (Equity shares of ₹ 1 each)	1,05,00,000	105	1,05,00,000	105
- BSE CSR Integrated Foundation* (Equity shares of ₹ 10 each)	50,000	5	50,000	5
- BIL - Ryerson Technology Startup Incubator Foundation* (Equity shares of ₹ 1 each)	51,000	1	51,000	1
- BSE Institute of Research Development & Innovation * (Equity shares of ₹ 10 each)	10,000	1	10,000	1
Total aggregate un-quoted Investments		112		112
Less : Provision for diminution in value investment*		(112)		(110)
Total		-		2
Aggregate carrying value of un-quoted investments		112		112
Aggregate amount of impairment in value of investments in subsidiaries		112		110

* The Investment in these subsidiaries have been fully provided for.

Notes:

1 Details of non-wholly owned subsidiaries that have material non-controlling interests.

The table below shows details of non-wholly owned subsidiaries of the Group that have material non-controlling interests:

NAME OF SUBSIDIARY	PROPORTION OF OWNERSHIP INTERESTS/VOTING RIGHTS HELD BY NON-CONTROLLING INTERESTS	LOSS ALLOCATED TO NON-CONTROLLING INTERESTS	ACCUMULATED NON-CONTROLLING INTERESTS
India International Exchange (IFSC) Limited	38.07%	(1,128)	7,044
India International Clearing Corporation (IFSC) Limited	40.07%	(242)	5,568

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

7. INVESTMENTS IN SUBSIDIARIES (Contd.)..

2 Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below.

The summarised financial information below represents amounts before intragroup eliminations.

i) India International Exchange (IFSC) Limited

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current assets	4,040	3,598
Current assets	4,359	7,032
Non-current liabilities	38	64
Current liabilities	1,787	1,814

PARTICULARS	Year ended March 31, 2023	Year ended March 31, 2022
Revenue	605	401
Expenses	3,325	3,321
Share of profit/(loss) of associate accounted using equity method	(242)	(76)
Profit (loss) for the year	(2,962)	(2,996)
Other comprehensive income for the year	784	200
Total comprehensive income for the year	(2,178)	(2,796)
Net cash inflow (outflow) from operating activities	(1,897)	(2,411)
Net cash inflow (outflow) from investing activities	(1,426)	(2,398)
Net cash inflow (outflow) from financing activities	-	6,756
Net cash inflow (outflow)	(3,323)	1,947

ii) India International Clearing Corporation (IFSC) Limited

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current assets	13,890	5,257
Current assets	2,090	11,155
Non-current liabilities	10	10
Current liabilities	2,555	3,572

PARTICULARS	Year ended March 31, 2023	Year ended March 31, 2022
Revenue	342	165
Expenses	705	517
Share of profit/(loss) of associate accounted using equity method	(242)	(76)
Profit (loss) for the year	(605)	(428)
Other comprehensive income for the year	1,168	360
Total comprehensive income for the year	563	(68)

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

7. INVESTMENTS IN SUBSIDIARIES (Contd.)..

PARTICULARS	Year ended March 31, 2023	Year ended March 31, 2022
Net cash inflow (outflow) from operating activities	(515)	2,037
Net cash inflow (outflow) from investing activities	(2,470)	(3,321)
Net cash inflow (outflow) from financing activities	-	3,720
Net cash inflow (outflow)	(2,985)	2,436

8. INVESTMENTS IN ASSOCIATES

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Non-current Investments				
Associates measured at cost				
Un-quoted Investments (all fully paid)				
Investment in Equity Instruments				
- Asia Index Private Limited (Equity shares of ₹ 10 each)	5,000	2,123	5,000	1,579
- CDSL Commodity Repository Limited (Equity shares of ₹ 10 each)	1,20,00,000	1,217	1,20,00,000	1,243
- BSE Ebix Insuretech Private Limited (formerly Marketplace EBIX Technology Services Private Limited) (Equity shares of ₹ 10 each)	4,000	8	4,000	5
- BSE EBIX Insurance Broking Private Limited (Equity shares of ₹ 10 each)	20,04,000	21	20,04,000	140
- Hindustan Power Exchange Limited (formerly Pranurja Solutions Limited) (Equity shares of ₹ 1 each)	12,50,00,000	937	12,50,00,000	1,163
- India international Bullion Holding IFSC Limited (Fully paid equity shares of ₹ 1 each)	30,00,00,000	2,843	20,00,00,000	1,958
Total - (A)		7,149		6,088
Investment in Preference Share Capital				
- BSE Ebix Insuretech Private Limited (formerly Marketplace EBIX Technology Services Private Limited) (0.01% Non-cumulative compulsarily convertible Preference Share of ₹ 10 each)	14,00,000	140	14,00,000	140
Total - (B)		140		140
Associates measured at cost				
Quoted Investments (all fully paid)				
Investment in Equity Instruments				
- Central Depository Services (India) Limited (Equity shares of ₹ 10 each)	1,56,75,000	33,749	2,09,00,000	42,583
Total - (C)		33,749		42,583

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

8. INVESTMENTS IN ASSOCIATES (Contd.)..

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Total - (A+B+C)		41,038		48,811
Aggregate carrying value of quoted investments		33,749		42,583
Aggregate market value of quoted investments		1,42,447		3,09,393
Aggregate carrying value of un-quoted investments		7,289		6,228
Aggregate amount of impairment in value of investments in associates		-		-

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Associates		
Asia Index Private Limited		
Opening Balance	1,579	1,137
Share of profit and loss for the year	572	450
Share of other comprehensive income for the year	(28)	(8)
Closing Balance	2,123	1,579
CDSL Commodity Repository Limited		
Opening Balance	1,243	1,244
Share of profit and loss for the year	(26)	(1)
Closing Balance	1,217	1,243
BSE Ebix Insuretech Private Limited (formerly Marketplace EBIX Technology Services Private Limited)		
Opening Balance	5	(1)
Share of profit and loss for the year	3	6
Closing Balance	8	5
BSE EBIX Insurance Broking Private Limited		
Opening Balance	140	180
Share of profit and loss for the year	(119)	(40)
Closing Balance	21	140
Hindustan Power Exchange Limited (Formerly Pranurja Solutions Limited)		
Opening Balance	1,163	1,233
Share of profit and loss for the year	(226)	(70)
Closing Balance	937	1,163

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

8. INVESTMENTS IN ASSOCIATES (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
India International Bullion Holding IFSC Limited		
Opening Balance	1,958	-
Investment made during the year	1,000	2,000
Conversion Impact	195	56
Share of profit and loss for the year	(310)	(98)
Closing Balance	2,843	1,958
Central Depository Services (India) Limited		
Opening Balance	42,583	38,269
Share of profit and loss for the year	5,203	6,224
Share of other comprehensive income for the year	33	(29)
Dividend received during the year	(3,135)	(1,881)
Closing Balance	44,684	42,583

Note: The Group has not made any commitments with respect to its interests in associates at the reporting date.

8.1. Asset held for sale

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
Investment in Central Depository Services (India) Limited	52,25,000	10,935	-	-
Total asset classified as held for sale		10,935		-

Note: The Board of Directors of the Holding Company in their meeting held on February 07, 2023 had accorded approval for sale of the Parent Company's 5% stake in one of the associates i.e. Central Depository Services (India) Limited. Consequently, the said investment has been classified under asset held for sale as per requirements of Ind AS and has been measured accordingly, as at the Balance Sheet date. The sale is estimated to be completed in near future.

9. OTHER INVESTMENTS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current Investments		
Un-quoted Investments (all fully paid)		
Investment in Equity Instruments at FVTPL		
- Calcutta Stock Exchange Limited (Equity share of ₹ 1 each fully paid up)	-	-
- Afrinex Ltd- Mauritius (69563 equity shares of \$ 1/- each fully paid up)	92	92
- Indus Water Institute Private Limited (800 equity shares of ₹ 10/- each fully paid up)	-	-
- BIL Ryerson Futures Private Limited (1500 equity shares of ₹ 10/- each fully paid up)	-	-
- Open Network for Digital Commerce (10,00,000 equity (as at March 31, 2022, 7,50,000 equity shares) of ₹ 100/- each fully paid up)	1,000	750
Total investment in equity instruments at FVTPL	1,092	842

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Quoted Investments		
Investments in Bonds, Debentures and G Sec measured at amortised cost		
Owned		
- Bonds	35,567	4,058
- Non-Convertible Debentures	1,501	1,501
- State development loan	1,092	-
Earmarked		
- G Sec	7,333	7,452
	45,493	13,011
Investments in Mutual Funds measured at FVTPL		
Owned		
- Units of Growth Oriented Debt Schemes of Mutual Funds	1,908	-
	1,908	-
Less : Provision for diminution	-	-
Total Non-current Investments	48,493	13,853
Aggregate amount of quoted investments	47,401	13,011
Aggregate market value of quoted investments	47,462	13,293
Aggregate amount of unquoted investments	1,092	842
Aggregate market value of unquoted investments	-	-
Aggregate amount of impairment in value of investments	-	-
Current Investments		
Quoted Investments		
Investments in Bonds, Debentures and G Sec measured at amortised cost		
Earmarked		
- G Sec	2,509	3,969
	2,509	3,969
Investments in Mutual Funds measured at FVTPL		
Owned		
- Units of dividend oriented debt schemes of mutual funds	2,914	2,345
- Units of growth oriented debt schemes of mutual funds	28,326	1,12,453
- Investment in exchange traded funds	4,735	4,655
	35,975	1,19,453
Earmarked		
- Units of growth oriented debt schemes of mutual funds	3,310	10,029
	3,310	10,029
Current Investments	41,794	1,33,451
Quoted Investments		
Investments in Debentures measured at amortised cost		
Owned		
- Non-Convertible Debentures	14,308	1,700
Current Portion of Long Term Investments	14,308	1,700

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Accrued interest	1,366	695
Less : Provision for diminution	1,654	1,700
Total Current Investments	55,814	1,34,146
Aggregate amount of quoted investments	57,388	1,35,846
Aggregate market value of quoted investments	55,628	1,34,246
Aggregate amount of unquoted investments	-	-
Aggregate market value of unquoted investments	-	-
Aggregate amount of impairment in value of investments	1,654	1,700

Sr. No.	COMPANY NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Quantity	Amount	Quantity	Amount
Non-Current Investments					
Own Funds					
Trade Investment					
Investments in Equity Instruments					
1	Calcutta Stock Exchange Limited of ₹ 1/- each	30,875	-	30,875	-
2	Afrinex Ltd- Mauritius of \$ 1/-	69,563	92	69,563	92
3	Indus Water Institute Private Limited of ₹ 10/- each fully paid up	800	-	800	-
4	BIL Ryerson Futures Private Limited ₹ 10/- each fully paid up	1,500	-	1,500	-
5	Open Network for Digital Commerce of ₹ 100/- each fully paid up	10,00,000	1,000	7,50,000	750
	Total		1,092		842

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
Investments in Bonds, Debentures and G Sec (Quoted)					
(a) Own					
Bonds					
1	8.14%-Housing And Urban Development Corporation Limited - 25-Oct-2023 - Tax Free	-	-	2,500	26
2	8.41%-India Infrastructure Finance Company Limited - 22-Jan-2024 - Tax Free	-	-	1,00,000	1,000
3	8.23%-Indian Railway Finance Corporation Limited - 18-Feb-2024 - Tax Free	-	-	1,00,000	1,000
4	8.43% Maharashtra SDL - 12 Nov 2024	67,000	69	-	-
5	8.27% West Bengal SDL - 23 Dec 2025	2,00,000	204	-	-
6	7.98% Karnataka SDL - 14 Oct 2025	2,80,000	284	-	-

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
7	8.99% Rajasthan SDL - 10 Sep 2024	1,70,000	175	-	-
8	8.15% Gujarat SDL - 23 Sep 2025	3,51,400	360	-	-
9	7.74% State Bank of India - 09-Sep-2025	150	1,501	150	1,501
10	7.15% Karnataka SDL - 09-Oct-2028	10,00,000	1,026	10,00,000	1,031
11	7.95% Bank of Baroda - 26-Nov-2026	10	1,000	10	1,001
12	9.14% Karnataka SDL 28-May-2024	10,00,000	1,036	-	-
13	8.96% Maharashtra SDL 09-Jul-2024	2,01,900	209	-	-
14	6.7% Tamilnadu SDL 16-Oct-2024	5,00,000	504	-	-
15	9.1% West Bengal SDL 27-Aug-2024	1,33,000	138	-	-
16	9.01% Gujarat SDL 25-Jun-2024	1,36,000	140	-	-
17	6.68% AP SDL 15-Apr-2024	10,00,000	1,002	-	-
18	8.83% Tamilnadu SDL 11-Jun-2024	5,00,000	513	-	-
19	9.18% AP SDL 28-May-2024	20,000	20	-	-
20	8.96% Tamilnadu SDL 09-Jul-2024	5,80,000	594	-	-
21	8.45% Assam SDL 06-Mar-2029	20,000	21	-	-
22	7.24% UP SDL 19-Jan-2032	5,00,000	483	-	-
23	7.71% AP SDL 25-May-2032	5,00,000	497	-	-
24	7.7% Maharashtra SDL 25-May-2032	10,00,000	994	-	-
25	7.86% Maharashtra SDL 08-Jun-2030	10,00,000	1,004	-	-
26	8.24% Kerala SDL 13-May-2025	5,00,000	509	-	-
27	8.07% Kerala SDL 15-Apr-2025	4,50,000	456	-	-
28	8.17% Tamilnadu SDL 26-Nov-2025	10,00,000	1,021	-	-
29	7.98% Karnataka SDL 14-Oct-2025	15,00,000	1,520	-	-
30	8.46% Gujarat SDL 10-Feb-2026	30,000	31	-	-
31	8.27% Tamilnadu SDL 23-Dec-2025	60,000	61	-	-
32	8.27% MP SDL 23-Dec-2025	3,00,000	306	-	-
33	8.29% Kerala SDL 29-Jul-2025	5,00,000	509	-	-
34	8.88% West Bengal SDL 24-Feb-2026	1,63,000	170	-	-
35	8.08% West Bengal SDL 25-Feb-2025	3,15,700	322	-	-
36	7.83% Assam SDL 20-Jul-2032	5,00,000	505	-	-
37	8.27% Karnataka SDL 13-Jan-2026	1,00,000	103	-	-
38	8.65% Rajasthan SDL 24-Feb-2026	1,23,000	128	-	-
39	8.2% Gujarat SDL 24-Jun-2025	1,00,000	102	-	-
40	7.37% Karnataka SDL 09-Nov-2026	15,00,000	1,510	-	-
41	7.78% West Bengal SDL 01-Mar-2027	50,000	51	-	-

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
42	8.32% Puducherry SDL 29-Jul-2025	2,70,000	276	-	-
43	8.27% West Bengal SDL 23-Dec-2025	1,00,000	103	-	-
44	8.29% Rajasthan SDL 29-Jul-2025	1,19,300	122	-	-
45	8.08% Karnataka SDL 11-Mar-2025	2,40,300	245	-	-
46	8.22% Tamilnadu SDL 13-May-2025	4,42,800	452	-	-
47	8.3% Jharkhand SDL 29-Jul-2025	3,50,000	359	-	-
48	8.26% AP SDL 12-Aug-2025	3,70,300	380	-	-
49	8% Tamilnadu SDL 28-Oct-2025	9,19,700	937	-	-
50	8.96% Tamilnadu SDL 09-Jul-2024	5,00,000	512	-	-
51	8.1% Meghalaya SDL 13-Nov-2025	1,33,300	136	-	-
52	7.39% Maharashtra SDL 09-Nov-2026	5,00,000	504	-	-
53	7.17% Karnataka SDL 27-Nov-2029	5,00,000	494	-	-
54	7.18% Tamilnadu SDL 26-Jul-2027	1,07,000	107	-	-
55	8.43% Tripura SDL 08-Aug-2028	5,00,000	522	-	-
56	8.47% Gujarat SDL 21-Aug-2028	1,00,000	105	-	-
57	8.52% Karnataka SDL 28-Nov-2028	4,10,600	432	-	-
58	7.61% Tamilnadu SDL 15-Feb-2027	1,50,000	152	-	-
59	7.65% Gujarat SDL 06-Jul-2029	6,74,800	684	-	-
60	7.24% Assam SDL 29-Jan-2030	15,00,000	1,485	-	-
61	8.08% Maharashtra SDL 26-Dec-2028	4,00,000	413	-	-
62	7.69% Mizoram SDL 25-May-2031	1,50,000	152	-	-
63	7.76% Himachal Pradesh SDL 06-Jul-2030	5,00,000	509	-	-
64	8.32% Chhattisgarh SDL 13-Jan-2026	5,00,000	516	-	-
65	8.21% Maharashtra SDL 09-Dec-2025	10,00,000	1,030	-	-
66	8.13% Tamilnadu SDL 14-Jan-2025	20,00,000	2,029	-	-
67	8.05% Karnataka SDL 25-Feb-2025	25,00,000	2,537	-	-
68	8.03% Gujarat SDL 16-Apr-2025	5,00,000	507	-	-
69	8.94% Gujarat SDL 24-Sep-2024	5,00,000	511	-	-
70	8.73% Karnataka SDL 29-Oct-2024	99,600	102	-	-
71	8.9% Tamilnadu SDL 24-Sep-2024	1,70,000	174	-	-
72	6.43% HDFC LTD. 29-Sep-2025	100	966	-	-
73	7.7% HDFC LTD. 18-Nov-2025	100	990	-	-
74	9.24% HDFC LTD. 24-Jun-2024	13	131	-	-
75	9.5% HDFC LTD. 13-Aug-2024	50	508	-	-
Total			38,160		5,559

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
(b) Earmarked					
Government Securities					
1	7.37% Govt Sec 16-Apr-2023	-	-	15,00,000	1,501
2	7.17% Govt Sec 08-Jan-2028	15,00,000	1,501	15,00,000	1,501
3	7.32% Govt Sec 28-Jan-2024	-	-	10,00,000	1,016
4	7.17% Govt Sec 08-Jan-2028	35,00,000	3,443	35,00,000	3,434
5	7.26% Govt Sec 22-Aug-2032	5,00,000	495	-	-
6	6.54% Govt Sec 17-Jan-2032	20,00,000	1,894	-	-
	Total		7,333		7,452
Investments in Mutual Funds measured at FVTPL					
(a) Own					
Units of Growth Oriented Debt Schemes of Mutual Funds (Quoted)					
1	Idfc Super Saver Fund Medium Term	10,78,579	419	-	-
2	Hdfc Corporate Debt Opportunities Fund	9,22,943	187	-	-
3	Kotak Floating Rate Fund	49,620	637	-	-
4	Aditya Birla Sun Life Corporate Bond Fund	4,16,883	399	-	-
5	Axis Corporate Debt Fund	17,74,907	266	-	-
	Total		1,908		-
Current Investments					
Investments in Bonds, Debentures and G Sec (Quoted)					
(a) Earmarked					
Government Securities					
1	6.84% Govt Sec 19-Dec-2022	-	-	20,00,000	1,985
2	6.84% Govt Sec 19-Dec-2022	-	-	20,00,000	1,984
3	7.37% Govt Sec 16-Apr-2023	15,00,000	1,501	-	-
4	7.32% Govt Sec 28-Jan-2024	10,00,000	1,008	-	-
	Total		2,509		3,969

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
Investments in Mutual Funds					
(a) Own					
Units Of Dividend Oriented Debt Schemes Of Mutual Funds (Quoted)					
1	SBI Liquid Fund - Direct - Daily Dividend Reinvestment	2,56,301	2,914	2,18,021	2,345
	Total		2,914		2,345
Units Of Growth Oriented Debt Schemes Of Mutual Funds (Quoted)					
1	Gmtg Idfc Bond Fund Medium Term Plan-Growth	-	-	10,58,579	411
2	Hdfc Credit Risk Debt Fund-Growth	-	-	9,22,944	180
3	IDFC Corporate Bond Fund - Direct - Growth Plan	46,98,504	780	46,98,504	754
4	Nippon India Floating Rate Fund -Direct Plan - Growth	5,48,639	217	5,48,639	207
5	SBI Banking & PSU Fund - Direct - Growth	7,715	214	7,715	206
6	SBI Short Term Debt Fund	7,57,590	216	7,57,590	206
7	HDFC Liquid - Direct - Growth Option	-	-	5,264	220
8	Nippon India Corporate Bond Fund - Direct - Growth	3,08,248	160	3,08,248	153
9	Nippon India Liquid Fund - Direct Plan - Growth Plan - Growth Option	1,867	103	1,242	65
10	Baroda BNP Paribas Liquid Fund - Plan B - Growth	4,041	105	2,950	72
11	Edelweiss Liquid Fund Direct - Growth	-	-	10,491	288
12	Mirae Asset Cash Management Fund - Direct - Growth	68,913	1,638	2,520	69
13	ICICI Prudential Equity Arbitrage Fund - Direct Plan	-	-	7,78,292	228
14	L&T Triple Ace Bond Fund - Direct - Growth	-	-	3,96,959	250
15	HDFC Corporate Bond Fund - Direct - Growth	-	-	2,65,90,047	7,041
16	IDFC Corporate Bond Fund - Direct - Growth Plan	-	-	3,39,39,089	5,444
17	L&T Triple Ace Bond Fund - Direct - Growth Plan	-	-	1,22,55,566	7,704
18	Nippon IndiaNivesh Lakshya Fund - Direct - Growth Plan	6,34,74,713	9,498	7,16,88,726	10,223
19	Sundaram Corporate Bond Fund - Direct - Growth Plan	-	-	38,89,628	1,302
20	Invesco India Corporate Bond Fund - Direct - Growth Plan	-	-	1,27,837	3,496
21	HDFC Liquid Fund - Direct - Growth Plan	42,825	1,894	40,084	1,677
22	ICICI Prudential Liquid Fund - Growth	20,063	67	20,064	63
23	Tata Liquid Fund - Direct - Growth	-	-	1,45,679	4,896
24	Axis Corporate Debt Fund - Direct - Growth	-	-	2,23,50,205	3,187
25	IDFC Banking & PSU Debt Fund - Direct - Growth	-	-	1,09,72,612	2,238
26	Kotak Bond Fund - Direct - Growth	-	-	24,70,598	1,685
27	Kotak Corporate Bond Fund - Direct - Growth	-	-	50,255	1,574
28	UTI Corporate Bond Fund - Direct - Growth	-	-	1,20,55,240	1,616

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
29	Edelweiss Arbitrage Fund - Direct - Growth Plan	-	-	31,02,737	512
30	Tata Arbitrage Fund - Direct - Growth	-	-	2,61,53,880	3,135
31	Nippon India Fixed Horizon Fund XXXVII Series 6 - 1417D - Direct - Growth	-	-	1,00,00,000	1,368
32	Aditya Birla Sunlife Corporate Bond Fund - Direct -Growth	-	-	51,70,753	4,716
33	DSP Corporate Bond Fund - Direct - Growth	-	-	76,16,886	1,014
34	HDFC Balanced Advantage Fund - Direct - Growth	-	-	1,72,968	523
35	ICICI Balanced Advantage Fund - Direct - Growth	9,38,920	543	9,38,920	509
36	Invesco India Medium Duration Fund - Direct - Growth	-	-	99,995	1,031
37	Invesco India Short Term Fund - Direct - Growth	-	-	82,394	2,608
38	Invesco India Money Market Fund - Dir - Growth	57,554	1,536	-	-
39	Kotak Floating Rate Fund - Direct - Growth	-	-	1,68,693	2,070
40	Kotak Balanced Advantage Fund - Direct - Growth	-	-	33,44,091	503
41	Nippon India Balanced Advantage Fund - Direct - Growth	-	-	3,82,100	501
42	Nippon India Corporate Bond Fund -Direct - Growth	-	-	1,06,46,034	5,273
43	Axis Liquid Fund - Direct - Growth	-	-	53,526	1,265
44	Baroda BNP Paribas Liquid Fund - Plan B - Direct - Growth	65,655	1,704	1,57,021	3,852
45	Canara Robeco Liquid Fund - Direct - Growth	72,550	1,956	-	-
46	Kotak Liquid Fund - Direct - Growth	14,079	640	-	-
47	SBI Liquid Fund - Direct - Growth	10,815	381	-	-
48	Sundaram Liquid Fund - Direct - Growth	1,09,844	2,184	-	-
49	Tata Money Market Fund - Direct - Growth	25,927	1,050	-	-
50	UTI Treasury Advantage Fund - Direct - Growth	84,869	2,586	-	-
51	DSP FMP Series 269 - 160 Days - Direct - Growth	49,99,750	510	-	-
52	HSBC Cash Fund - Direct - Growth	-	-	44,027	933
53	ICICI Prudential Liquid Fund - Direct - Growth	-	-	1,07,462	339
54	Mirae Asset Cash Management Fund - Direct - Growth	-	-	28,551	642
55	Nippon India Liquid Fund - Direct - Growth	6,250	344	17,339	903
56	Tata Floating Rate Fund - Direct - Growth	-	-	99,99,500	1,029
57	Invesco India Arbitrage Fund - Direct - Growth	-	-	18,42,601	501
58	Kotak Equity Arbitrage Fund -Direct - Growth	-	-	16,13,848	511
59	Aditya Birla Sun Life Fixed Term Plan Series PU 1463 Days Direct - Growth	-	-	1,00,00,000	1,365
60	Aditya Birla Sun Life Fixed Term Plan Series PV 1462 Days - Direct - Growth	-	-	1,00,00,000	1,366

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
61	Aditya Birla Sun Life Fixed Term Plan - Series RC (1295 days) - Direct - Growth	-	-	2,00,00,000	2,612
62	Aditya Birla Sun Life Fixed Term Plan - Series RL (1254 days) - Direct - Growth	-	-	40,00,000	518
63	HDFC Fixed Maturity Plan 1274D October 2018 - Direct - Growth	-	-	1,00,00,000	1,321
64	ICICI Prudential Fixed Maturity Plan - Series 84 1286 Days - Plan F - Direct - Growth	-	-	50,00,000	661
65	ICICI Prudential Fixed Maturity Plan - Series 84 1275 Days - Plan K - Direct - Growth	-	-	1,00,00,000	1,320
66	Invesco India Fixed Maturity Plan Series 31-Plan D-1468D - Direct - Growth	-	-	1,00,00,000	1,367
67	Kotak Fixed Maturity Plan Series 226 - 1470D - Direct - Growth	-	-	1,00,00,000	1,367
68	Kotak Fixed Maturity Plan Series 248 - 1300 Days - Direct - Growth	-	-	1,00,00,000	1,334
69	Kotak Fixed Maturity Plan Series 250 - 1314 Days - Direct - Growth	-	-	1,00,00,000	1,326
70	Nippon IndiaFixed Horizon Fund XXXIX Series 4 - 1323 Days - Direct - Growth	-	-	1,00,00,000	1,349
71	Nippon IndiaFixed Horizon Fund XXXIX Series 6 - 1316 Days - Direct - Growth	-	-	1,00,00,000	1,342
72	Nippon IndiaFixed Horizon Fund XXXIX Series 9 - 1296 Days - Direct - Growth	-	-	1,00,00,000	1,329
73	Nippon IndiaFixed Horizon Fund XXXIX Series 14 - 1275 Days - Direct - Growth	-	-	1,20,00,000	1,579
74	UTI Fixed Term Income Fund Series XXX - VIII (1286 days) - Direct - Growth	-	-	50,00,000	665
75	UTI Fixed Term Income Fund Series XXX - X (1267 days) - Direct - Growth	-	-	50,00,000	660
76	Aditya Birla Sun Life Corporate Bond Fund - Direct - Growth	-	-	2,55,874	233
77	ICICI Prudential Corporate Bond Fund	-	-	8,40,068	207
78	Kotak Floating Rate Fund - Growth	-	-	49,628	609
79	Aditya Birla Sun Life Corporate Bond Fund - Growth	-	-	4,16,883	380
80	Axis Corporate Debt Fund - Growth	-	-	17,74,907	253
81	ICICI Prudential Liquid Fund - Direct - Growth	-	-	30,828	97
	Total		28,326		1,12,453
(a) Own					
	Investment in Exchange Traded Funds (Quoted)				
1	ICICI Prudential Sensex Iwin - Exchange Traded Fund	1,08,259	704	1,08,259	689
2	HDFC Sensex - Exchange Traded Fund	1,15,500	107	1,15,500	119

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
3	ICICI Prudential Midcap Select- Exchange Traded Fund	1,40,000	82	1,40,000	67
4	ICICI Prudential MF-BHARAT 22 - Exchange Traded Fund	6,00,000	3,842	6,00,000	3,780
	Total		4,735		4,655
(B) EARMARKED					
Units Of Growth Oriented Debt Schemes Of Mutual Funds (Quoted)					
1	Mirae Asset Cash Management Fund - Direct - Growth - Investor Services Fund	29,466	700	36,433	819
2	Mirae Asset Cash Management Fund - Direct - Growth - (Commodity)	282	7	165	4
3	Mirae Asset Cash Management Fund Direct - Growth - (SEBI Regulatory Fees)	39	1	37	1
4	Axis Liquid Fund - Direct - Growth - Investor Services Fund	38,027	951	59,392	1,403
5	ICICI Prudential Liquid Fund - Direct - Growth - Investor Services Fund	3,18,134	1,060	3,18,134	1,003
6	Baroda Liquid Fund - Direct - Growth	-	-	-	-
7	Mirae Asset Cash Management Fund - Direct Plan - Growth	24,865	591	22,084	484
8	Edelweiss Liquid Fund - Direct - Growth	-	-	2,29,827	6,315
	Total		3,310		10,029

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
Current Portion of Long Term Investments					
(At cost, unless otherwise specified)					
Investments in Debentures (Quoted)					
Own					
Non Convertible Debentures					
1	8.90%-IL&FS Financial Services Limited-21-Mar-2019	20,000	146	20,000	200
2	9.95%-Infrastructure Leasing & Financial Services Limited-04-Feb-2019	1,00,000	1,000	1,00,000	1,000
3	8.75%-Infrastructure Leasing & Financial Services Limited-29-Jul-2020	50,000	500	50,000	500
4	8.14%-Housing And Urban Development Corporation Limited - 25-Oct-2023 - Tax Free	2,500	26	-	-
5	8.41%-India Infrastructure Finance Company Limited - 22-Jan-2024 - Tax Free	1,00,000	1,000	-	-

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
6	8.23%-Indian Railway Finance Corporation Limited - 18-Feb-2024 - Tax Free	1,00,000	1,000	-	-
7	9.51% Maharashtra SDL 11-Sep-2023	11,70,000	1,188	-	-
8	9.49% Tamilnadu SDL 18-Dec-2023	10,00,000	1,027	-	-
9	9.63% Maharashtra SDL 12-Feb-2024	3,20,500	329	-	-
10	9.55% Karnataka SDL 12-Feb-2024	1,00,000	103	-	-
11	9.39% Gujarat SDL 20-Nov-2023	6,60,000	672	-	-
12	9.39% Karnataka SDL 23-Oct-2023	4,93,300	500	-	-
13	9.39% Karnataka SDL 01-Aug-2023	10,00,000	1,010	-	-
14	9.54% Karnataka SDL 11-Sep-2023	1,30,000	131	-	-
15	9.79% Maharashtra SDL 25-Sep-2023	35,000	36	-	-
16	9.84% AP SDL 25-Sep-2023	33,000	33	-	-
17	9.26% AP SDL 16-Jan-2024	3,00,000	306	-	-
18	9.47% Tamilnadu SDL 26-Mar-2024	9,50,000	974	-	-
19	9.71% HR SDL 12-Mar-2024	8,30,000	852	-	-
20	9.37% Gujarat SDL 04-Dec-2023	1,00,000	102	-	-
21	9.35% Maharashtra SDL 30-Jan-2024	2,62,000	267	-	-
22	9.84% Uttarakhand SDL 26-Feb-2024	5,00,000	513	-	-
23	9.71% AP SDL 12-Mar-2024	10,00,000	1,024	-	-
24	9.41% Karnataka SDL 30-Jan-2024	1,75,000	178	-	-
25	8.25% Tamilnadu SDL 25-Apr-2023	34,000	34	-	-
26	9.6% Maharashtra SDL 14-Aug-2023	5,00,000	504	-	-
27	9.65% Karnataka SDL 14-Aug-2023	2,00,000	202	-	-
28	9.5% Gujarat SDL 11-Sep-2023	1,00,000	101	-	-
29	9.33% Maharashtra SDL 23-Oct-2023	1,00,000	101	-	-
30	9.5% Maharashtra SDL 18-Dec-2023	1,74,000	176	-	-
31	9.37% Maharashtra SDL 04-Dec-2023	30,000	30	-	-
32	9.37% Tamilnadu SDL 06-Nov-2023	2,40,000	243	-	-
	Total		14,308		1,700

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

10. TRADE RECEIVABLES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Trade Receivables		
- Secured, considered good	3,490	4,001
- Unsecured, considered good	5,992	2,762
- Significant increase in credit risk	-	-
- Credit impaired	3,081	4,381
- Loss allowances (Refer Note 10.5 Below)	(3,474)	(4,805)
Total	9,089	6,339

10.1. Trade receivables are dues in respect of services rendered in the normal course of business.

10.2. The normal credit period allowed by the Group ranges from 0 to 60 days.

10.3. There are no dues from directors or other officers of the Parent Company or any of them either severally or jointly with any other person or debts due from firms or private companies respectively in which any director is a partner or a director or a member.

10.4. Receivable from related parties (Refer Note :36)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Receivable from associates/trust	36	87

10.5. Movement in expected credit loss allowance

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Balance at the beginning of the year	4,805	5,168
Impairment loss allowance on trade receivable	(1,331)	(363)
Balance at the end of the year	3,474	4,805

10.6. Trade receivable ageing schedule

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments					Total	ECL	Net Balance
			Less than 6 months	6 Months – 1 Year	1-2 years	2-3 years	More than 3 years			
As on March 31, 2023										
Undisputed										
- Considered Good	869	5,902	2,358	239	12	4	299	9,683	613	9,070
- which have significant increase in credit risk	-	-	-	-	4	-	-	4	-	4
- credit impaired	-	-	-	625	874	585	274	2,358	2,358	-
Disputed										
- Considered Good	-	-	17	13	-	1	-	31	16	15
- which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	114	88	118	167	487	487	-
Total	869	5,902	2,375	991	978	708	740	12,563	3,474	9,089

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

10. TRADE RECEIVABLES (Contd.)..

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments					Total	ECL	Net Balance
			Less than 6 months	6 Months – 1 Year	1-2 years	2-3 years	More than 3 years			
Undisputed										
- Considered Good	946	4,538	920	262	34	7	-	6,707	398	6,309
- Which have significant increase in credit risk	-	-	-	-	6	-	-	6	-	6
- Credit impaired	-	-	111	675	933	644	233	2,596	2,596	-
Disputed										
- Considered Good	-	-	32	18	-	-	-	50	26	24
- Which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- Credit impaired	-	-	-	279	293	861	352	1,785	1,785	-
Total	946	4,538	1,063	1,234	1,266	1,512	585	11,144	4,805	6,339

11. OTHER FINANCIAL ASSETS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
(Unsecured, considered good, unless otherwise stated)		
a Security deposits;		
- Deposit with public bodies and others	332	277
b Loans and advances to staff	33	44
c Bank deposits with more than 12 months maturity		
- In deposit accounts - Owned	19,787	4,598
- In deposit accounts - Earmarked - Others	37,209	9,294
- In deposit accounts - Earmarked - SGF	16,636	3,954
d Accrued interest		
- On deposits - Owned	541	45
- On deposits - Earmarked - Others	501	250
- On deposits - Earmarked - SGF	104	3
(Unsecured and considered doubtful)		
Receivable from Punjab & Sindh bank	316	316
Less: Impairment loss on receivable from Punjab & Sindh bank	(316)	(316)
Total	75,143	18,465
Current		
(Unsecured, considered good, unless otherwise stated)		
a Loans and advances to staff	30	26
b Others		
- Expenses recoverable from subsidiaries	47	3
- Deposit with public bodies and others	31	38
- Receivable towards incentive scheme	1	8
c Deposits with financial institution	15	18
d Deposit made under protest for property tax and claim pending with court	9	9

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

11. OTHER FINANCIAL ASSETS (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered doubtful)		
a Deposit made under protest for property tax and claim pending with court	785	785
Less: Provision for doubtful advances	(785)	(785)
b Settlement obligation receivable	2,772	1,108
Less: Impairment allowance for doubtful debts	(1,543)	-
Total	1,362	1,210

12. CASH AND CASH EQUIVALENTS AND OTHER BANK BALANCES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Balance with Banks		
Owned		
- In Current accounts	1,216	2,582
- In Deposit accounts original maturity less than 90 days	167	5,358
Earmarked - Others		
- In Current accounts	10,867	15,146
- In Deposit accounts original maturity less than 90 days	32,891	65,438
Earmarked - SGF		
- In Current accounts	158	170
Total	45,299	88,694
Bank balance other than above		
Balance with banks		
Owned		
- In Deposit accounts	77,881	61,846
Earmarked - Others		
- In Current accounts (unpaid dividend) (refer note 12.1)	1,761	1,665
- In Current accounts (refer note 12.1)	639	657
- In Deposit accounts	1,00,112	1,20,565
Earmarked - SGF		
- In Deposit accounts	71,135	71,165
Earmarked - IPF		
- In Deposit accounts	24	22
Accrued interest		
- On deposits - Owned	3,061	2,470
- On deposits - Earmarked - Others	3,143	2,651
- On deposits - Earmarked - SGF	1,902	1,431
Total	2,59,658	2,62,472

Note:

12.1. The above mentioned cash and bank balances are restricted cash and bank balances which are to be used for specified purposes. All other cash and bank balances are available for the operating activities of the Group.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

13. OTHER ASSETS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non Current		
Gratuity asset (net) (refer note 43)	7	-
Prepaid expenses	57	3
Advances recoverable in cash or in kind or for value to be received	126	-
Others - Core SGF	406	435
Total	596	438
Current		
Gratuity asset (net) (refer note 43)	312	310
Prepaid expenses	1,418	1,136
Advances recoverable in cash or in kind or for value to be received	36	23
Advance to creditors	581	319
Input credit receivable	1,206	705
Total	3,553	2,493

14. EQUITY SHARE CAPITAL

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Amount	Nos.	Amount	Nos.
Authorised share capital:				
Equity shares of ₹ 2/- each	30,000	1,50,00,00,000	30,000	1,50,00,00,000
Issued share capital:				
Equity shares of ₹ 2/- each	2,748	13,74,12,891	2,748	13,74,12,891
Subscribed and paid-up share capital				
Equity shares of ₹ 2/- each fully paid-up.				
Outstanding share capital	2,709	13,54,62,891	2,705	13,52,67,891
Total	2,709	13,54,62,891	2,705	13,52,67,891

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

PARTICULARS	As at March 31, 2023	As at March 31, 2022
No. of shares at the beginning of the year	13,52,67,891	4,50,24,297
Additions during the year	1,95,000	65,000
Issue of bonus Shares	-	9,01,78,594
No. of shares at the end of the year	13,54,62,891	13,52,67,891

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

14. EQUITY SHARE CAPITAL (Contd.)..

Aggregate number of equity shares allotted as fully paid up by way of bonus shares.

PARTICULARS	As at	As at
	March 31, 2023	March 31, 2022
2008-09	4,72,46,664	4,72,46,664
2009-10 (*)	4,20,000	4,20,000
2010-11 (*)	60,000	60,000
2011-12 (*)	60,000	60,000
2012-13 (*)	60,000	60,000
2013-14 (*)	60,000	60,000
2014-15 (*)	60,000	60,000
2016-17 (*)	1,20,000	1,20,000
2021-22 (*)	60,000	60,000
2021-22	9,01,78,594	9,01,78,594
2022-23 (*)	1,90,000	-
Total	13,85,15,258	13,83,25,258

(*) Represent allotment of shares held in abeyance including bonus entitlements on such shares

- (a) The Exchange has only one class of shares referred to as equity shares having a par value of ₹ 2/-. Each holder of equity shares is entitled to one vote per share.
- (b) Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the Exchange had allotted 5,000 equity shares of ₹ 2/- each to each of those card based Members of the erstwhile Bombay Stock Exchange Limited whose names appeared on the Register of Members under Rule 64 in accordance with Rules, Bye-laws and Regulations, on the Record Date fixed for the purpose.
- (c) Out of the total 4,77,75,000 equity shares of ₹ 2/- (including 4,41,00,000 bonus shares of ₹ 2/- each) issuable to the card based Members, the Exchange has allotted 4,71,25,000 equity shares (4,70,60,000 equity shares as on March 31, 2022) upon implementation of the BSE (Corporatisation and Demutualisation) Scheme, 2005 ("The Scheme"). The remaining allotment of 6,50,000 equity shares (7,15,000 equity shares as on March 31, 2022) of ₹ 2/- each have been kept in abeyance for specific reasons pursuant to the provisions of the Scheme. However, all corporate benefits as declared from time to time, including dividend and bonus are accrued to all the 4,77,75,000 equity shares, as per the provisions of the Scheme. During the year 1,95,000 equity shares were released from share kept in abeyance and accordingly added to paidup equity share capital.
- (d) Pursuant to the approval of the Shareholders through Postal ballot as on March 14, 2022, the holding company had allotted 9,16,08,594 (Including 14,30,000 abeyance Shares) Bonus Equity Shares of ₹ 2/- each in ratio of 2 (Two) Equity Share for 1 (one) Equity Share held to the Equity Shareholder(s) whose names appeared in the Register of Members on March 22, 2022 i.e. the "Record Date". Consequently, the subscribed and paid up Equity Share Capital as on March 31, 2022 was ₹ 2,705 Lakh divided into 13,52,67,891 Equity Shares of ₹ 2/- each. Total number of shares kept in abeyance are 19,50,000 as on March 31, 2023 (21,45,000 as on March 31, 2022).
- (e) As a part of the Demutualisation process, the Exchange in order to fulfill its obligations under the Scheme and the Securities Contracts (Regulation) (Manner of Increasing and Maintaining Public Shareholding in Recognised Stock Exchanges) Regulations, 2006 (the SEBI Regulations) dated 13th November, 2006, and further amendments thereto on 23rd December, 2008, had issued shares to Deutsche Boerse AG (DBAG) and Singapore Exchange Limited (SGX).
- (f) i) The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting.
ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.
- (g) Details of shareholder holding more than 5 % of the Share Capital of the Company is as below:

NAME OF THE SHAREHOLDERS	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Percentage holding	No. of shares	Percentage holding
LIC Corporation of India Limited	75,76,500	5.60%	75,76,500	5.60%

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

15. OTHER EQUITY EXCLUDING NON-CONTROLLING INTERESTS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
General reserve	43,879	43,883
Capital reserve	66,179	66,179
Capital reserve on business combination	10,530	10,530
Retained earnings	1,43,631	1,40,650
Foreign currency translation reserve	3,181	1,497
Liquidity enhancement scheme (LES) reserve	6	8
Total	2,67,406	2,62,747

Refer "Statement of Changes in Equity" for additions / deletions in each reserve.

15.1 : General reserve

The general reserve created from time to time transfer profits from retained earnings for appropriation purposes. As the General reserve created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified to the Statement of Profit and Loss.

During the year ₹ 4 is utilised towards issue of bonus shares.

15.2 : Capital reserve

Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the balance in Contribution by Members, Forfeiture of Members Application Money, Technology Reserve, Stock Exchange building, Seth Chunnilal Motilal Library, Charity, Income and Expenditure Account as at 19th August, 2005 as appearing in the Exchange are transferred to Capital Reserve being reserves which shall not be used for purposes other than the operations of the Exchange.

15.3 : Retained earnings

- a) The same reflects surplus/deficit after taxes in the Profit or Loss. The amount that can be distributed by the Parent Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.
- b) The Board of Directors, in its meeting on May 11, 2023, have proposed a final dividend of ₹ 12/- per equity share of face value ₹ 2/- per share for the financial year ended March 31, 2023. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held and if approved would result in a cash outflow of approximately ₹ 16,490.

Distribution made and Proposed

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Dividend on equity shares declared and paid:		
Proposed dividend for the year ended on March 31, 2022: INR 13.50 per share (March 31, 2021: INR 21 per share)	18,551	9,619
Total	18,551	9,619

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

15. OTHER EQUITY EXCLUDING NON-CONTROLLING INTERESTS (Contd)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Proposed Dividends on Equity Shares		
Proposed dividend for the year ended on March 31, 2023: INR 12 per share (March 31, 2022: INR 13.50 per share)	16,490	18,551
Total	16,490	18,551

15.4 : Foreign currency translation reserve

Increase in foreign currency translation reserve is due to difference between the translated values of any asset/liability at rate prevailing as on reporting date and historical rate.

15.5 : Share application money pending allotment

Share Application money includes ₹ 0.40 received from four members who became shareholders pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005.

15.6 : Liquidity Enhancement Scheme (LES) Reserve

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 INX had launched Liquidity Enhancement Scheme (LES) to enhance liquidity in INDIA INX's derivatives contracts traded. LES was launched on November 01, 2017 and which was further extended and amended from time to time. An expense of ₹ 1,356 (Previous year: ₹ 1,327) has been incurred towards the Scheme for the year ended March 31, 2023.

Further Pursuant to SEBI Circular SEBI/HO/MRD/DSA/CIR/P/2017/95 dated August 10, 2017, during the year ended March 31, 2023, India INX has created additional LES reserve of ₹ 1,354 and incurred an expense of ₹ 1,356 during the year ended March 31, 2023, accordingly LES reserve balance as on March 31, 2023 is ₹ 6 (as on March 31, 2022: ₹ 8). The LES reserve as on March 31, 2023 will not form part of net worth.

16. OTHER FINANCIAL LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
Accrued employee benefit expenses (refer note 16.5)	923	609
Lease obligations (refer note 16.1 below)	2	2
Other deposits	104	104
Total	1,029	715
Current		
Owned :		
Deposits received from trading members	9,681	9,416
Other deposits received from members	5,449	5,013
Other deposits	1,471	1,426
Accrued employee benefit expenses (refer note 16.5)	3,761	4,809
Unpaid dividends (refer note 16.3)	176	162
Payables on purchase of fixed assets	1	3
Total (A)	20,539	20,829

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

15. OTHER FINANCIAL LIABILITIES (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Earmarked :		
Deposits from companies - 1% of their public issue (refer note 16.2)	15,976	17,333
Defaulters' liabilities (refer note 16.2)	2,708	2,668
Withheld liabilities (refer note 16.2)	3,217	3,150
Other deposits from companies (refer note 16.2)	608	582
Recovery expense fund (refer note 16.2)	3,668	3,066
Others (refer note 16.4)	6,284	5,461
Total (B)	32,461	32,260
Clearing and Settlement		
Deposit from clearing banks	15,424	16,096
Deposit and margins from members	93,002	1,37,137
Settlement obligation payable	5,331	10,453
Others	36,045	18,044
Total (C)	1,49,802	1,81,730
Total (A+B+C)	2,02,802	2,34,819

16.1 Secured by lease asset. Liability is at a fixed rate of interest with original repayment period of 5 years.

16.2 Bank balance and bank deposits have been earmarked against these liabilities.

16.3 Current accounts have been earmarked against this liability.

16.4 Income earned on earmarked funds.

16.5 Bank deposits of ₹ 804 (₹ 733 as at March 31, 2022) and accrued interest of ₹ 67 (₹ 78 as at March 31, 2022) have been earmarked against these liabilities.

17. PROVISIONS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
Employee benefits		
Provision for gratuity (refer note 43)	367	311
Total	367	311
Current		
Employee benefits		
Compensated absences (refer note 43)	1,818	2,167
Provision for gratuity (refer note 43)	16	15
Total	1,834	2,182

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

18. DEFERRED TAX ASSET AND LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Deferred tax assets (net)		
Deferred tax assets	8,813	13,790
Deferred tax liabilities	358	1,806
Deferred tax assets (net)	8,455	11,984

Details of Deferred tax assets and liabilities are given below:

PARTICULARS	Closing balance as at March 31, 2021	Recognised in Profit and Loss for the year ended March 31, 2022	Recognised in other comprehensive income	Closing balance as at March 31, 2022	Recognised in Profit and Loss for the year ended March 31, 2023	Recognised in other comprehensive income	Closing balance as at March 31, 2023
Deferred tax assets							
MAT credit entitlement	13,346	2,951	-	10,395	4,604	-	5,791
Impairment of financials assets	2,484	157	-	2,327	(38)	-	2,365
Expenses allowed on payment basis	482	(65)	51	496	2	36	458
Voluntary retirement scheme	11	7	-	4	4	-	-
Property, Plant and Equipment, Intangible assets and Goodwill	487	(81)	-	568	369	-	199
Total - A	16,810	2,969	51	13,790	4,941	36	8,813
Deferred tax liabilities							
Others (mainly on mutual fund fair valuation)	2,274	468	-	1,806	1,448	-	358
Total - B	2,274	468	-	1,806	1,448	-	358
Net - (A-B)	14,536	2,501	51	11,984	3,493	36	8,455

Notes:

- Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets have been recognised are attributable to the following:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
- Tax losses (revenue in nature)	21,327	17,299
- Tax losses (capital in nature)	-	-
Total	21,327	17,299

Note: The unrecognised tax credits will expire in following years

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

18. DEFERRED TAX ASSET AND LIABILITIES (Contd)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
2025-26 - Revenue in Nature	1,143	1,143
2026-27 - Revenue in Nature	2,248	2,248
2027-28 - Revenue in Nature	3,407	3,407
2028-29 - Revenue in Nature	3,314	3,314
2029-30 - Revenue in Nature	3,485	3,485
2030-31 - Revenue in Nature	3,701	3,702
2031-32 - Revenue in Nature	4,029	-

2. The management expects the Company to pay normal tax and benefit associated with MAT credit will flow to the Group within permissible time limit stipulated under Income Tax Act, 1961 to the extent MAT asset recognised.

19. OTHER LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non Current		
Income received in advance	35	31
Unamortised portion of capital subsidy	18	30
Total	53	61
Current		
Owned :		
Income received in advance	1,579	1,292
Advance from customers	2,940	2,573
Statutory remittances	11,829	16,912
Other liabilities (refer note below)	8,220	8,309
Unamortised portion of capital subsidy	15	27
Earmarked :		
Contribution payable to IPF	36	31
Total	24,619	29,144

Note: Other liabilities includes :

a) Investors' Services Fund (ISF):

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Annual listing fees received for the year	17,870	16,680
20% of the above (amount to be contributed annually)*	3,584	3,346
Investment income accrued to ISF	360	258
Expenses incurred on behalf of ISF	4,093	4,730
Cumulative balance as at end of year**	6,001	6,150

As per SEBI directive, from 1996-97, BSE decided to set aside 20% of the annual listing fees received to an Investors' Services Fund.

*Amount for the year ended March 31, 2022 includes additional contribution of ₹ 40 in respect of Commodity ISF.

**Investments in Mutual Funds have been earmarked against these liabilities.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

19. OTHER LIABILITIES (Contd.)..

b) Other liabilities includes dividend for earlier years in respect of shares held in abeyance

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Cumulative balance as at end of year (refer note 16.3)	1,586	1,503

20. TRADE PAYABLES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Total outstanding due of Micro & Small Enterprises	65	57
Total outstanding due of Creditors other than Micro & Small Enterprises	7,975	7,228
Total	8,040	7,285

Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

PARTICULARS	As at March 31, 2023	As at March 31, 2022
(a) Principal amount and interest thereon remaining unpaid at the end of year.	65	57
(b) the amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) Interest due and payable for delay during the year	-	-
(d) Amount of interest accrued and unpaid as at year end	-	-
(e) The amount of further interest due and payable even in the succeeding year	-	-

20.1. Payable to related parties (Refer Note : 36)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Payable to associates	-	124

20.2. Trade payable ageing schedule

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As on March 31, 2023							
Undisputed							
- MSME	2	54	7	2*	-	-	65
- Others	4,400	2,182	472	41	46	110	7,251
Disputed							
- MSME	-	-	-	-	-	1	1
- Others	210	410	2	75	27	-	724
Total	4,612	2,646	481	116	73	110	8,040

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

20. TRADE PAYABLES (Contd.)..

*This payable amount pertains to GST payable on the gross invoice value which is being held back for matters under discussion with the vendor.

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As on March 31, 2022							
Undisputed							
- MSME	8	31	18	-	-	-	57
- Others	1,349	4,104	864	110	84	251	6,762
Disputed							
- MSME	-	-	-	-	-	1	1
- Others	-	465	-	-	-	-	465
Total	1,357	4,600	882	110	84	252	7,285

21. INCOME TAX ASSET AND LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non Current tax assets		
Advance tax (net of provisions)	14,520	12,506
Total	14,520	12,506
Current tax liabilities		
Income tax provision (net of advance tax)	1,974	963
Total	1,974	963

22. INCOME FROM SECURITIES SERVICES

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Transaction charges	24,122	25,885
Other charges	1,745	1,582
Annual subscription and admission fees	1,259	756
Processing fees	590	481
Treasury income from clearing and settlement funds	8,322	5,513
Clearing and settlement charges	7,430	4,525
Auction charges	93	154
Total	43,561	38,896

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

23. INCOME FROM SERVICES TO CORPORATES

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Listing fees	23,281	22,054
Book building software charges	4,470	5,604
Company reinstatement fees	719	424
Other fees	572	560
Total	29,042	28,642

24. INVESTMENT INCOME

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
a) Interest income earned on financial assets that are not designated as at fair value through profit or loss		
Bank deposits (at amortised cost)	5,737	3,642
Investments in debt instruments (at amortised cost)	2,916	776
b) Dividend income		
Dividends from investment in mutual funds (designated at FVTPL)		
Dividend income	-	11
c) Other gains or losses:		
Net gains / (loss) arising on financial assets measured at FVTPL	2,278	5,326
Total	10,931	9,755

25. OTHER INCOME

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Rental income	1,753	1,807
Website income	82	150
Net gain/ (loss) on disposal of property, plant and equipment	(2)	9
Net foreign exchange gain / (loss)	(107)	(77)
Sundry balance written back	197	-
Interest on income tax refunds	603	58
Miscellaneous income	355	271
Incentives from government authorities	29	65
Total	2,910	2,283

26. EMPLOYEE BENEFITS EXPENSE

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries, allowances and bonus	15,728	15,653
Contribution to provident and other Funds	667	665
Staff welfare expenses	536	392
Compensated absences	1,089	1,018
Total	18,020	17,728

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

27. COMPUTER TECHNOLOGY RELATED EXPENSES

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Computer technology related expenses	11,430	8,460
Technology programmes	960	1,227
Total	12,390	9,687

28. ADMINISTRATION AND OTHER EXPENSES

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Advertising and marketing expenses	587	350
Bank Charges	938	601
Building repairs and maintenance expenses	1,085	790
Clearing house expenses	2,532	4,244
Contribution to investors service fund	3,584	3,346
Contribution to investors' protection fund	189	207
Contribution to core settlement guarantee fund	5,496	2,905
Contribution to SEBI	1,787	1,668
Contribution to corporate social responsibility (refer note below 28.1)	348	219
Data entry charges	94	303
Datafeed expenses	504	542
Directors' sitting fees	136	52
Electricity charges (net of recoveries)	1,216	926
Insurance	356	376
Impairment loss allowance on trade receivables (Net off bad debts written off)	1,494	11
Impairment loss on financial assets carried at cost	(45)	5
Legal fees	488	355
Miscellaneous expenses	1,484	1,192
Payment to auditors		
a) Statutory audit fee	87	79
b) Tax audit fee	7	7
c) Other services	3	3
d) Out of pocket	3	-
Professional fees	3,520	2,276
Postage and telephone expenses	171	140
Printing and stationery	60	43
Property taxes (net of recoveries)	223	229
Operating lease expenses	369	240
Repairs to other assets	206	160
SEBI regulatory fees	348	333
Travelling expenses	496	484
Total	27,766	22,086

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

28. ADMINISTRATION AND OTHER EXPENSES (Contd.)..

28.1 CSR Expenditure

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
a) The gross amount required to be spent by the Group during the year	348	219
b) Amount of expenditure incurred (in cash)		
(i) Construction/acquisition of any assets	-	-
(ii) On purpose other than (i) above	348	219
c) Shortfall at the end of the year	-	-
d) Total of previous year shortfall	-	-
e) Reason for shortfall	-	-
f) Nature of CSR activities	-	-
i) Contribution to Hospitals / Trusts (COVID Relief)		
ii) Promoting technology incubators permitted under Companies Act, 2013 and various guidelines issued thereunder		
g) Details of related party transactions		
- BSE CSR Integrated Foundation	76	219
h) Provision, if made (With Movement)	-	-

29. TAX EXPENSE

(a) Income tax expenses

The major components of income tax expenses for the year ended March 31, 2023

(i) Profit or loss section

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Current tax expense	5,615	5,569
Prior period tax adjustments	42	9
Deferred tax	3,504	2,655
Total income tax expense recognised in Profit or Loss	9,161	8,233

29.A Taxation Laws (Amendment) Ordinance, 2019 ("Ordinance") on September 20, 2019 has amended the Income Tax Act, 1961 and Finance (No. 2) Act, 2019, by which the option has been provided for the lower tax regime without any incentives for the domestic companies. Under the revised tax regime, accumulated Minimum Alternate Tax (MAT) credit is not allowed. Considering the substantial accumulated MAT credit, the company and certain subsidiaries have assessed that it is beneficial not to opt for the option of availing revised income tax rate for certain period of time. The tax liability for the current year and previous year has been accordingly calculated. For the remaining subsidiaries the tax liability has been made, applying the revised tax rate.

(ii) Other comprehensive income section

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Remeasurements of the defined benefit plans	36	51
Total income tax expense recognised in other comprehensive income	36	51

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

29. TAX EXPENSE (Contd.)..

(b) Reconciliation of effective tax rate

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
(A) Income before income tax	24,803	26,308
(B) Enacted tax rate in india	34.944%	29.120%
(C) Expected tax expenses (A*B)	8,667	7,661
(D) Other than temporary differences		
Tax difference on account of lower enacted rate for subsidiaries	(493)	(163)
Investment income	(126)	(433)
Income from house property and related expenditure	(98)	(90)
Clearing corporation contribution to core settlement guarantee fund		
Capital gains	(20)	-
FVTPL adjustments pertaining to MF	(52)	(8)
Expenses disallowed / (allowed)	94	51
Total	(695)	(643)
(E) Temporary difference on which deferred tax assets not recognised		
Business loss carried forward	1,147	1,206
Total	1,147	1,206
(F) Net adjustments (D+E)	452	563
(G) Prior period tax adjustments	42	9
(H) Tax expense recognised in profit and loss (C+F+G)	9,161	8,233

30. EARNINGS PER SHARE (EPS)

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of basic EPS	13,74,12,891	13,74,12,891
Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of dilutive EPS	13,74,12,891	13,74,12,891
Face Value per Share	₹ 2 each	₹ 2 each
Profit after tax attributable to the shareholders of the company	22,067	25,433
Basic and Diluted EPS (₹)	16.06	18.51

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

31. EXPENDITURE IN FOREIGN CURRENCY:

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Legal fees	78	31
Directors' sitting fees	38	24
Miscellaneous expenses	248	7
Datafeed expenses	488	222
Travelling expenses	7	30
Total Expenses	859	314

32. LEASE

As per the assessment of management, there are no lease contracts for which IND AS 116 – Leases is required to be applied.

33. FINANCIAL INSTRUMENTS

The carrying value and fair value of financial instruments by categories as at March 31, 2023 and March 31, 2022 is as follows:

PARTICULARS	Carrying Value		Fair Value	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
i) Financial assets				
a) Amortised cost				
Investment in debt instruments	62,022	17,675	61,897	18,057
Trade receivable	9,089	6,339	9,089	6,339
Cash and cash equivalents	45,299	88,694	45,299	88,694
Bank balances other cash and cash equivalents	2,59,658	2,62,472	2,59,658	2,62,472
Other financial assets	76,505	19,675	76,505	19,675
Total	4,52,573	3,94,855	452,448	3,95,237
b) FVTPL				
Investment in equity instruments	1,092	842	1,092	842
Investment in Exchange Traded Funds	4,735	4,655	4,735	4,655
Investment in mutual funds	36,458	1,24,827	36,458	1,24,827
Total	42,285	1,30,324	42,285	1,30,324
c) Others				
Investment in subsidiaries and associates	41,038	48,813	1,49,736	3,15,623
ii) Financial liabilities				
a) Amortised cost				
Trade payables	8,040	7,285	8,040	7,285
Other financial liabilities	2,03,829	2,35,532	2,03,829	2,35,532
Total	2,11,869	2,42,817	2,11,869	2,42,817

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

33. FINANCIAL INSTRUMENTS (Contd.)..

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- (a) The fair value of the quoted bonds and debentures are based on price quotations at reporting date. The fair value of unquoted instruments and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.
- (b) The fair values of the unquoted equity shares have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

Fair value hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of the financial assets (other than subsidiaries) and liabilities:

PARTICULARS		Fair values As at March 31, 2023	Fair values As at March 31, 2022	Fair Value Hierarchy (Level)
i)	Financial assets			
a)	Amortised Cost			
	Investment in debt instruments (quoted)	61,897	18,057	Level 1
	Investment in debt instruments (unquoted)	-	-	
	Total	61,897	18,057	
b)	FVTPL			
	Investment in equity instruments	1,092	842	Level 3
	Investment in Exchange Traded Funds	4,735	4,655	Level 1
	Investment in mutual funds	36,458	1,24,827	Level 1
	Total	42,285	1,30,324	
c)	Others			
	Investment in equity instruments of associates	1,42,447	3,09,393	Level 1

Except as detailed in the above table, the Group consider that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

There were no transfers between Level 1 and 2 in the period.

34. FINANCIAL RISK MANAGEMENT

The Group's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to support its operations. The Group's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk), regulatory risk and clearing & settlement risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Group's exposure to credit risk is influenced mainly by the individual characteristic of each customer and the concentration of risk from the top few customers.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

34. FINANCIAL RISK MANAGEMENT (Contd.)..

One of the subsidiaries of the Group, ICCL's primary objective as a recognised Clearing Corporation providing full novation, is to manage the risk arising out of Clearing and Settlement activities i.e., Credit, Liquidity, Settlement, Collateral, among others. The primary focus is to implement measures that mitigate these risks and minimise potential adverse effects on the performance of the company. ICCL has a sound risk framework, and has established documented policies, procedures and systems and controls to identify measure, monitor and manage such risks. ICCL has a dedicated risk management function and a Risk Management Committee comprising of Independent Directors and outside experts. The Chief Risk Officer has a dual reporting – to the Managing Director & CEO as well as the Risk Management Committee.

It is the Group's policy that no trading in derivative for speculative purposes maybe undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

One of the subsidiaries of the Group, ICCL provides a counterparty guarantee to its clearing members to guarantee performance and completion of the settlement of trades. By acting as guarantor in this manner, ICCL is exposed to potential losses should a clearing member default. ICCL protects against the risk of defaults by a clearing member before it has settled its outstanding transactions, we require the clearing member to deposit margins and collateral, at least 50% of which must be in the form of cash and cash equivalents. ICCL is also required to maintain a Core Settlement Guarantee Fund as mentioned above.

- **Trade and other receivables**

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The demographics of the customer, including the default risk of the industry in which the customer operates, also has an influence on credit risk assessment.

The Group provides the stock exchange services to its listed customers and registered members (who have provided the collaterals and other securities for trading done on its platform), hence the Group operates with large number of customers portfolio and its revenue is not concentrated on small number of customers.

None of the customers accounted for more than 10% of the receivables and revenue for the year ended March 31, 2023 and March 31, 2022.

- **Investments**

The Group limits its exposure to credit risk by making investment as per the investment policy. The Group addresses credit risk in its investments by mandating a minimum rating against the security / institution where the amounts are invested and is further strengthened by mandating additional requirement like Capital Adequacy Ratio (CAR), Allowable Net Non- Performing Asset (NNPA) Levels, Minimum Average Assets Under Management (AAUM) etc. for certain types of investments. Further the investment committee of the Group reviews the investment portfolio on bi-monthly basis and recommend or provide suggestion to the management. The Group does not expect any losses from non-performance by these counter-parties, other than losses which are provided, and does not have any significant concentration of exposures to specific industry sectors. The Group does not invest in equity instruments unless they are strategic in nature.

One of the subsidiaries of the Group, ICCL limits its exposure to credit risk by making investment as per the Investment Policy. Further Investment Committee of the company reviews the investment portfolio on an average, every two months and recommends or provides suggestions to the management. The company does not expect any losses from non- performance by these Investments and does not have any significant concentration of exposures to any specific industry sector.

One of the subsidiaries of the Group, ICCL is mainly exposed to market the investment price risk due to its investment in mutual funds and

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

34. FINANCIAL RISK MANAGEMENT (Contd.)..

other quoted investments. The market risk arises due to uncertainties about the future market values of these investments. Market risk of the current Investment portfolio is quite low.

The Investments are also exposed to Custody Risk on its Investment portfolio, due to the remote probability of an issuer or Bank or Custodian of assets defaulting and / or going bankrupt / insolvent.

In order to manage its market and custody risk arising from above, the company diversifies its portfolio in accordance with the limits set by the risk management policies. Further, the treasury department reviews the investments made in order to ensure compliance with its investment policy for the exposure and credit category of its mutual fund portfolios.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Group's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The Subsidiary Company ICCL holds a significant amount of cash and securities deposited by clearing members as margin or default funds.

Potential liquidity risks faced by the ICCL includes:

- a. Mark to Market Margin payments: Open positions in futures are settled daily. ICCL has to ensure that sufficient funds are available to fulfil their obligations.
- b. Market disruptions: Such as unusual market volatility driving large margin movements; liquidity squeezes in the cash or securities markets and central bank action.
- c. Failed settlements: Arise when a member fails to deliver funds or securities, leaving ICCL short of funds or securities which may have been designated to meet the obligations of another member.

ICCL monitors its liquidity needs daily using stressed assumptions and reports to the Risk management committee.

ICCL has created a dedicated Core Settlement Guarantee Fund (Core SGF), which is readily and unconditionally available to meet settlement obligations of ICCL in case of clearing member(s) failing to honour settlement obligation.

ICCL maintains a dedicated Core SGF for each segment, effectively ring fencing each segment of ICCL from defaults in other segments. ICCL carries out daily stress tests for credit risk, daily liquidity stress test to assess the adequacy of liquidity arrangements, periodic reverse stress tests and daily back tests for adequacy of margins. ICCL maintains a Business Continuity Plan ("BCP") and Disaster Recovery ("DR") Plan for systems as well as manpower. ICCL has a far DR Centre, situated in a different seismic zone.

ICCL provides full novation and has the responsibility of guaranteeing contractual performance by playing the role of a central counterparty for all trades on BSE, thereby eliminating counterparty risk for the members. In essence, it splits the original contract between the initiating counterparties into two new contracts; one each between ICCL and the initiating counterparties. ICCL has put in place a risk management framework to mitigate the risk it undertakes in its capacity as a Clearing Corporation.

Further, as a second line of defense to the margining and risk management systems, ICCL has subscribed to the Insurance policy. As per the default waterfall, in the case of loss arising out of defaults, the capital of Clearing Corporation and its non-defaulting members would be at risk. The magnitude of potential loss due to default that a clearing corporation can undertake without affecting the capital of non-defaulting members is contingent upon the networth of the Clearing Corporation and additional capital cushions, which insulate the default loss and the non-defaulting members' resources.

ICCL remains committed to the safety of investors and members and to further add to this security, ICCL has subscribed to a unique Insurance Policy across all segments. The objective of the Policy is to protect ICCL against counterparty defaults and add a further capital cushion to the ICCL net-worth making the resources of the non- defaulting members even safer. The policy also adds to the ability of ICCL to absorb higher losses before any resources of the non-defaulting members are put at risk.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

34. FINANCIAL RISK MANAGEMENT (Contd.)..

ICCL, with its net-worth of over ₹ 800 Crore, is well capitalized and instills a high level of confidence in its members and investors in the ability of ICCL to handle extreme loss situations. The additional capital cushion provided by the Insurance cover, along with the net-worth covers nearly 2 times the Core SGF requirement of ICCL and further increases the safety for domestic and international participants alike.

ICCL conducts daily liquidity stress tests on a hypothetical stress scenario basis to ensure that it maintains sufficient liquid resources to manage liquidity risk from its clearing members. ICCL carries out the stress tests on the liquidity position by assuming the default of the two clearing participants which would hypothetically cause the highest loss. In addition, ICCL has lines of credit with various commercial banks in excess of its entire average daily funds pay-out, to build redundancy in case of one or more banks being unable to provide the liquidity support. The investments made in liquid resources are based on ICCL's investment policy, which is periodically reviewed by its investment committee and duly approved by its audit committee and the board of directors. The investment policy specifies the quality as well as exposure limits for each type of the qualified liquid resources.

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 and March 31, 2022:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Trade payable		
< 1 year	8,040	7,285
1-5 years	-	-
> 5 years	-	-
Total	8,040	7,285
Lease liabilities		
< 1 year	-	-
1-5 years	-	-
> 5 years	2	2
Total	2	2
Other financial liabilities		
< 1 year	2,02,802	2,35,038
1-5 years	1,027	494
> 5 years	-	2
Total	2,03,829	2,35,534
Total	2,11,871	2,42,819

The table below provides details regarding the contractual maturities of significant financial assets as at March 31, 2023 and March 31, 2022:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Investments*		
< 1 year	55,814	1,34,146
1-5 years	36,778	7,887
> 5 years	11,715	5,966
Total	1,04,307	1,47,999
Other financial assets		

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

34. FINANCIAL RISK MANAGEMENT (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
< 1 year	1,362	1,210
1-5 years	75,143	18,465
> 5 years	-	-
Total	76,505	19,675
Trade receivables		
< 1 year	9,089	6,339
1-5 years	-	-
> 5 years	-	-
Total	9,089	6,339
Cash and cash equivalents		
< 1 year	45,299	88,694
1-5 years	-	-
> 5 years	-	-
Total	45,299	88,694
Bank balances other than cash and cash equivalents		
< 1 year	2,59,658	2,62,472
1-5 years	-	-
> 5 years	-	-
Total	2,59,658	2,62,472
Total	4,94,852	5,25,179

* Investment does not include investment in equity investment of subsidiaries and associates.

The Group manages contractual financial liabilities and contractual financial assets on net basis.

Market risk

The Group's business, financial condition and results of operations are highly dependent upon the levels of activity on the exchange, and in particular upon the volume of financial assets traded, the number of listed securities, the number of new listings and subsequent issuances, liquidity and similar factors, as a significant portion of our revenue depends, either directly or indirectly, on trading, listing, clearing and settlement transaction-based fees.

The Group's financial condition and results of operations are also dependent upon the success of our clearing, settlement and other issuer services, which, in turn, are directly dependent on the liquidity and financial strength of our customers, namely financial intermediaries such as brokers, and their respective clients.

In addition to the above risk, market risk also includes foreign currency risk and interest rate risk.

- **Foreign Currency risk**

The Group's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in U.S. Dollars and Euros). The Group's revenues insignificant portion are in these foreign currencies, while a significant portion of its costs are in Indian rupees.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
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34. FINANCIAL RISK MANAGEMENT (Contd.)..

As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Group's revenues measured in rupees may decrease. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue and expenses from foreign currencies the Group is not much exposed to foreign currency risk.

- **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term / short-term investment with floating interest rates.

Interest rate risk primarily arises from floating rate investment. The Group's investments in floating rate are primarily short-term, which do not expose it to significant interest rate risk.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Mutual Fund	666	3,049

Sensitivity Analysis

The table below summarises the impact of increases/ decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased/ decreased by 5% with all other variables held constant.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Increase by 5%	33	152
Decrease by 5%	(33)	(152)

Regulatory risk

The Group requires a number of regulatory approvals, licenses, registrations and permissions to operate our business, including at a corporate level as well as at the level of each of its components. For example, the Group have licenses from SEBI in relation to, among others, introducing derivatives contracts on various indices of the exchange, introduction of futures and options contracts on various indices of the exchange, setting up an SME platform and trading in government securities. Some of these approvals are required to be renewed from time to time. The Group's operations are subject to continued review and the governing regulations may change. The Group's regulatory team constantly monitors the compliance with these rules and regulations.

There have been several changes to the form and manner in which recognised stock exchanges must make contributions to a Settlement Guarantee Fund and Core Settlement Guarantee Fund in the last few years. Should SEBI in the future vary the required contribution amounts to the Settlement Guarantee Fund, the Group may have to contribute more resources to the Settlement Guarantee Fund which could materially and adversely affect the Group's financial ability. The Group's regulatory team keeps a track regarding the amendments in SEBI circulars/regulations pertaining to such settlement guarantee fund.

Clearing and Settlement Risk

Parties to a settlement may default on their obligations for reason beyond the control of the Group. The clearing and settlement operations are conducted through a wholly owned subsidiary Indian Clearing Corporation Limited (ICCL). ICCL guarantees the settlement of trade executed on the Company's platform and maintains a core settlement guarantee fund to support its guarantee obligations.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

34. FINANCIAL RISK MANAGEMENT (Contd.)..

One of the subsidiaries of the Group, ICCL clearing services guarantee final settlement of trades and manage counterparty risk for a range of assets and instruments including cash equities, bonds, government securities and various derivatives. The financial risks associated with clearing operations are further mitigated by strict membership rules including supervisory capital, technical and organisational criteria. The maintenance of prudent levels of margin and default funds to cover exposures to participants. Each member deposits margins, computed at least daily, to cover the theoretical costs which the clearing service would incur in order to close out open positions in the event of the member's default.

Clearing Corporations (CCPs) have been the focus of the Global as well as Indian Regulators. SEBI introduced the guidelines on stress testing, Core Settlement Guarantee Fund ("Core SGF") and Default Waterfall, to ensure that Indian CCPs are compliant with international benchmarks and regulations, including the Principles for Financial Market Infrastructures ("PFMI") issued by the Committee on Payments and Market Infrastructures ("CPMI") and the International Organisation of Securities Commissions ("IOSCO") and the European Market Infrastructure Regulation ("EMIR"). IOSCO has issued discussion papers on Recovery and Resolution and Cyber Risk, areas which are expected to witness regulatory guidance in the next few years. The CPMI and the IOSCO continue to closely monitor the implementation of the PFMI. The Third Update to the Level 1 Assessment Report of the Implementation Monitoring of PFMI has accorded India with the highest rating of 4. SEBI being a member of IOSCO, these international regulatory changes would impact ICCL. ICCL has received Third Country Central Counterparty ("TC-CCP") recognition from the European Securities and Markets Authority ("ESMA") under EMIR on September 27, 2017. ICCL has also received temporary recognition pursuant to the UK Statutory Instrument the Central Counterparties (Amendment, etc., and Transitional Provision) (EU Exit) Regulations 2018 ("the SI"). The Temporary Recognition Regime ("TRR") enables ICCL to provide clearing services and activities in the UK for up to three years from the commencement of the TRR, extendable by HM Treasury in increments of twelve months.

The Company and Subsidiary continues to focus on remaining well positioned to respond to regulatory developments and further opportunities exist for the Group to deliver solutions to help the market address the changing regulatory environment.

Interoperability of Clearing Corporations

SEBI has issued a Circular regarding implementation of Interoperability of Clearing Corporations, which was implemented in FY 2019-20. Clearing Members may clear trades executed on exchanges through their preferred Clearing Corporations. While this may result in an increase in clearing volume of ICCL, there is also a risk that ICCL may lose its clearing volumes to other Clearing Corporations.

35. CAPITAL MANAGEMENT

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group monitors the return on capital as well as the level of dividends on its equity shares. The Group's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The Group is predominantly equity financed which is evident from the capital structure. Further, the Group has always been a net cash Company with cash and bank balances along with investment which is predominantly investment in liquid and short term mutual funds being far in excess of financial liabilities.

Compliance with externally imposed capital requirements:

In accordance with regulation 14 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the Company shall have a minimum networth of ₹ 100 Crore at all times.

Capital requirement of the Subsidiary Company Indian Clearing Corporation Limited is regulated by Securities and Exchange Board of India (SEBI). As per SECC Regulations 2018, "Every recognized clearing corporation shall maintain, at all times, a minimum net worth of ₹ 100 crore or capital as determined under regulation 14(3)(a) and 14(3)(b), whichever is higher." Minimum requirement of net worth is maintained throughout the period from effective date of notification. ICCL has been compliant with the capital requirement since the date of notification.

In accordance with regulation 13 of Securities and Exchange Board of India (Depository and Participants) Regulations, 1996, the Associate Company, Central Depositories Services (India) Limited shall have a minimum networth of ₹ 100 Crore at all times.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. CAPITAL MANAGEMENT (Contd.)..

As per Regulation 14 of International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021, a recognized Clearing Corporation shall have net worth of atleast USD 3 million at all times. Accordingly, the subsidiary Company International Clearing Corporation (IFSC) Limited has maintained the net worth at all times as per this requirement.

As per Regulation 14 of International Financial Services Centres Authority (Market Infrastructure Institutions) Regulations, 2021, a recognized Exchange shall have net worth of at least USD 3 million at all times. Accordingly, the subsidiary Company International Exchange (IFSC) Limited has maintained the net worth at all times as per this requirement.

36. RELATED PARTY TRANSACTIONS

Sr.	CONTROL	ENTITIES
a.	Subsidiary Companies (not consolidated)	BSE CSR Integrated Foundation BFSI Sector Skill Council of India BIL - Ryerson Technology Startup Incubator Foundation BSE Institute of Research Development & Innovation
b.	Trusts set-up by the Group	BSE Investors' Protection Fund (Formerly known as "The Stock Exchange Investors' Protection Fund Trust") The Stock Exchange Education & Research Services The Stock Exchange Foundation The Stock Exchange Charities Seth K. R. P. Shroff Stock Exchange Sarvajanic Fund Shri Phiroze Jeejeebhoy Memorial Trust BSE Employee's Gratuity Fund BSE Employee's Provident Fund ICCL Employee's Gratuity Fund India International Exchange (IFSC) Limited Employees Group Gratuity Cash Accumulation Scheme (Employee Gratuity Fund) India International Clearing Corporation (IFSC) Limited Employees Group Gratuity Cash Accumulation Scheme
c.	Associate	Central Depository Services (India) Limited CDSL Ventures Limited CDSL Insurance Repository Limited CDSL Commodity Repository Limited Asia Index Private Limited BSE EBIX Insurance Broking Private Limited BSE EBIX Insuretech Private Limited (formerly known as Marketplace EBIX Technology Services Private Limited) Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Limited) India International Depository IFSC Limited (formerly known as CDSL IFSC Limited) India International Bullion Holding IFSC Ltd (w.e.f. June 04, 2021) India International Bullion Exchange IFSC Ltd (w.e.f. August 17, 2021)
d.	Key Management Personnel and their relatives (KMP)	Shri S S Mundra – Chairman and Public Interest Director Shri Sundararaman Ramamurthy – Managing Director and Chief Executive Officer (w.e.f. January 04, 2023)

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

36. RELATED PARTY TRANSACTIONS (Contd.)..

Sr.	CONTROL	ENTITIES
		Shri Ashishkumar Chauhan – Managing Director and Chief Executive Officer (upto July 25, 2022) Shri T C Suseel Kumar – Shareholder Director Shri David Wright – Public Interest Director Shri Umakant Jayaram – Public Interest Director Sushree Jayshree Vyas – Public Interest Director Dr. Padmini Srinivasan – Public Interest Director (w.e.f. February 14, 2023) Justice Vikramajit Sen – Chairman and Public Interest Director (upto May 18, 2022) Shri Sumit Bose – Public Interest Director (upto May 18, 2022) Prof. Subhasis Chaudhuri – Public Interest Director (w.e.f. May 19, 2022) Justice Shiavax Jal Vazifdar – Public Interest Director (w.e.f. May 19, 2022) Shri Nayan Mehta – Chief Financial Officer Shri Vishal Bhat – Company Secretary (w.e.f. March 15, 2022) Smt Prajakta Powle – Company Secretary (upto March 14, 2022)

Following are the transactions with related parties and the year-end balances:

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Subsidiary Companies		
Income		
BFSI Sector Skill Council of India Administrative and other expenses (recoveries)	11	4
BIL - Ryerson Technology Startup Incubator Foundation Administrative and other expenses (recoveries)	101	-
BIL - Ryerson Technology Startup Incubator Foundation Administrative and other expenses (recoveries)	1	-
Expenditure		
BSE CSR Integrated Foundation Contribution to corporate social responsibility	76	219
BFSI Sector Skill Council of India Administrative and other expenses	0^	-
Trusts set-up by the Company		
BSE Investors' Protection Fund		
Income		
Administrative and other expenses (recoveries)	133	447
Rent	13	13
Expenditure		
Contribution to IPF (a proportion of listing fee)	189	207
Rent	148	73
Provision for additional contribution to IPF	-	9

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

36. RELATED PARTY TRANSACTIONS (Contd.)..

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Associate		
Income		
Asia Index Private Limited		
Rent and infrastructure charges	182	182
Administrative and other expenses (recoveries)	20	21
India International Bullion Exchange IFSC Limited		
Rent and infrastructure charges	736	0
India International Bullion Holding IFSC Limited		
Rent and infrastructure charges	25	0
Central Depository Services (India) Limited		
Rent and infrastructure charge	-	1
Miscellaneous income	13	22
Other charges	45	22
BSE EBIX Insurance Broking Private Limited		
Rent and infrastructure charges	2	2
Administrative and other expenses (recoveries)	3	5
Hindustan Power Exchange Limited (formerly Pranurja Solutions Limited)		
Rent and infrastructure charges	2	2
Administrative and other expenses (recoveries)	1,170	2
Expenditure		
Central Depository Services (India) Limited		
Administrative and other expenses	50	634
Central Ventures Limited		
Administrative and other expenses	0 [^]	-
Asia Index Private Limited		
Rent and infrastructure charges	1	-
BSE EBIX Insurance Broking Private Limited		
Administrative and other expenses	0 [^]	0 [^]
KMP		
Expenditure		
Salaries, Allowances and Bonus *		
Short term Employee benefits		
Shri. Sundararaman Ramamurthy (w.e.f. January 04, 2023)	105	-
Shri Ashishkumar Chauhan (upto July 25, 2022)	885	919
Shri. Nayan Mehta	221	190
Shri. Vishal Bhat (w.e.f. March 15, 2022)	16	1
Smt. Prajakta Powle (upto March 14, 2022)	-	47

*Includes the variable pay of the prior years and variable pay charged in the statement of profit and loss to the extent of payment made as required by Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations 2018.

The Group provides long term benefits in the form of Gratuity to Key managerial person along with all employees, cost of same is not identifiable separately and not disclosed.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

36. RELATED PARTY TRANSACTIONS (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Subsidiary		
Assets		
Investments		
BSE CSR Integrated foundation	6	6
BFSI Sector Skill Council of India	105	105
BIL - Ryerson Technology Startup Incubator Foundation	1	1
BSE Institute of Research Development & Innovation	1	1
Receivable		
BFSI Sector Skill Council of India	1	3
BSE CSR Integrated foundation	39	-
Deposit (Asset)		
BSE Institute of Research Development & Innovation	19	18
Trusts set-up by the Group		
Assets		
Receivable		
BSE Investors' Protection Fund	33	86
Net defined benefit assets		
BSE Employee's Gratuity Fund	2,746	2,875
ICCL Employee's Gratuity Fund	169	185
India INX Employee's Gratuity Fund	9	-
Liabilities		
Deposit		
BSE Investors' Protection Fund	6	6
Payable		
BSE Investors' Protection Fund	6	-
Direct Associates		
Assets		
Investments		
Asia Index Private Limited	1	1
Central Depository Services (India) Limited	31,141	31,141
Receivable		
Asia Index Private Limited	1	-
Prepaid Expenses		
Central Depository Services (India) Limited	1	-
Deposit (Asset)		
Central Depository Services (India) Limited	5	5
Liabilities		
Deposit		
Asia Index Private Limited	92	92
Payable		
Central Depository Services (India) Limited	0 [^]	124

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

36. RELATED PARTY TRANSACTIONS (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Indirect Associates		
Assets		
Investment in Associate		
BSE EBIX Insurance Broking Private Limited	200	200
CDSL Commodity Repository Limited	1,200	1,200
Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Limited)	1,250	1,250
BSE EBIX Insurtech Private Limited	140	140
India International Bullion Holding IFSC Limited	1,000	1,000
Receivable		
BSE EBIX Insurance Broking Private Limited	2	0 [^]
India International Bullion Exchange IFSC Limited	361	255
Hindustan Power Exchange Limited (formerly known as Pranurja Solutions Limited)	1,380	1

[^] Less than ₹ 50,000/-

37. CONTINGENT LIABILITIES

Sr. No.	PARTICULARS	As at March 31, 2023	As at March 31, 2022
a)	Claims against the Group not acknowledged as debts in respect of:		
	i) Income tax matters	17,274	19,532
	ii) Service tax matters	2,171	2,171
	iii) Claims not acknowledged as debts	10,591	10,591
	iv) Out of 'iii' above, in the opinion of the Management are remote	10,590	10,590
b)	Guarantees given by the Group	3,00,223	2,00,220

Notes:

- The Group's pending litigations comprise of claims against the Group primarily by the customers / vendors and proceedings pending with Tax and Other Regulatory authorities. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its Consolidated financial statements. The Group does not expect the outcome of these proceedings to have a material adverse effect on its consolidated financial statements at March 31, 2023.
- The Subsidiary Company has given bank guarantee of ₹ 3,00,000 lakh as on March 31, 2023 (as on March 31, 2022 of ₹ 2,00,000 lakh) towards Inter CCP collateral under Interoperability framework as prescribed by SEBI.

38. CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for are ₹ 4,680 Lakhs as at March 31, 2023 (₹ 6,253 Lakhs as at March 31, 2022).

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

39. The MD & CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Group's performance and allocates resources

39.1 The Group operates only in one Operating Segment i.e., "Facilitating Trading in Securities and other related ancillary Services", hence have only one reportable Segment as per Indian Accounting Standard 108 "Operating Segments". The reportable business segments are in line with the segment wise information which is being presented to the CODM.

39.2 Information about geographic areas

39.2.1 Revenues from external customers

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Within India	91,601	83,243
Outside India	3,793	3,110
Total	95,394	86,353

39.2.2 The Group does not have non-current assets outside India.

40. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

NAME OF THE ENTITY	March 31, 2023		March 31, 2022	
	Net assets, i.e., total assets minus total liabilities			
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
The Company	53%	1,42,867	53%	1,42,644
Indian Subsidiaries				
Indian Clearing Corporation Limited	16%	43,634	16%	41,364
BSE Technologies Private Limited	2%	5,546	2%	4,393
BSE Institute Limited	3%	7,143	3%	6,916
BSE Investments Limited	1%	2,666	1%	2,699
BSE Sammaan CSR Limited	0%	-	0%	19
India International Exchange (IFSC) Limited	2%	5,003	3%	7,651
India International Clearing Corporation (IFSC) Limited	4%	10,976	4%	10,908
BSE Administration and Supervision Limited (w.e.f March 5, 2021)	0%	307	0%	47
Indian Associates (Investment as per equity method)				
Central Depository Services (India) Limited	17%	44,684	16%	42,583
Asia Index Private Limited	1%	2,123	1%	1,579
CDSL Commodity Repository Limited	0%	1,217	0%	1,243
BSE EBIX Insurance Broking Private Limited	0%	21	0%	140
BSE EBIX Insuretech Private Limited	0%	148	0%	145
India International Bullion Holding IFSC Limited (w.e.f June 04,2021)	1%	2,843	1%	1,958
Hindustan Power Exchange Limited	0%	937	0%	1,163
Total	100%	2,70,115	100%	2,65,452

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

40. (Contd.)..

NAME OF THE ENTITY	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Share in profit or loss			
	As % of consolidated net Profit and Loss	Amount	As % of consolidated net Profit and Loss	Amount
The Company	96%	21,182	93%	23,684
Indian Subsidiaries				
Indian Clearing Corporation Limited	3%	745	7%	1,756
BSE Technologies Private Limited	(17%)	(3,803)	(17%)	(4,280)
BSE Institute Limited	3%	699	2%	484
BSE Investments Limited	(1%)	(256)	(1%)	(189)
BSE Sammaan CSR Limited	(0%)	1	(0%)	(5)
India International Exchange (IFSC) Limited	(14%)	(2,985)	(12%)	(3,022)
India International Clearing Corporation (IFSC) Limited	(1%)	(232)	(1%)	(314)
BSE Administration and Supervision Limited (w.e.f March 5, 2021)	1%	291	(0%)	(39)
Share of Non-controlling Interest in all subsidiaries	7%	1,502	4%	940
Indian Associates				
Central Depository Services (India) Limited (w.e.f June 30, 2017)	22%	5,203	24%	6,224
Asia Index Private Limited	2%	571	2%	450
CDSL Commodity Repository Limited	0%	(26)	0%	0
BSE EBIX Insurance Broking Private Limited	(1%)	(118)	(0%)	(40)
BSE EBIX Insuretech Private Limited	0%	3	0%	6
India International Bullion Holding IFSC Limited (w.e.f June 04,2021)	(1%)	(484)	(1%)	(152)
Hindustan Power Exchange Limited	(1%)	(226)	(0%)	(70)
Total	100%	22,067	100%	25,433

NAME OF THE ENTITY	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Share in Other Comprehensive Income			
	As % of consolidated net Other Comprehensive Income	Amount	As % of consolidated net Other Comprehensive Income	Amount
The Company	4%	44	23%	107
Indian Subsidiaries				
Indian Clearing Corporation Limited	1%	10	2%	8
BSE Technologies Private Limited	(1%)	(12)	(0%)	(2)
BSE Institute Limited	(0%)	(5)	1%	3
India International Exchange (IFSC) Limited	66%	697	37%	173
India International Clearing Corporation (IFSC) Limited	102%	1,081	72%	334
Share of Non-controlling Interest in all subsidiaries	(72%)	(767)	(38%)	(177)

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

40. (Contd.)..

NAME OF THE ENTITY	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Share in Other Comprehensive Income			
	As % of consolidated net Other Comprehensive Income	Amount	As % of consolidated net Other Comprehensive Income	Amount
Indian Associates				
Central Depository Services (India) Limited	2%	33	(7%)	(29)
CDSL Commodity Repository Limited	(0%)	-	(0%)	(1)
India International Bullion Holding IFSC Limited (w.e.f June 04,2021)	16%	174	12%	54
Asia Index Private Limited	(3%)	(28)	(2%)	(8)
Total	100%	1,227	100%	462

NAME OF THE ENTITY	For the year ended March 31, 2023		For the year ended March 31, 2022	
	Share in Total Comprehensive Income			
	As % of consolidated net Total Comprehensive Income	Amount	As % of consolidated net Total Comprehensive Income	Amount
The Company	96%	21,226	91%	23,971
Indian Subsidiaries				
Indian Clearing Corporation Limited	3%	755	7%	1,764
BSE Technologies Private Limited	(17%)	(3,815)	(17%)	(4,282)
BSE Institute Limited	3%	694	2%	487
BSE Investments Limited	(1%)	(256)	(1%)	(189)
BSE Sammaan CSR Limited	0%	1	(0%)	(5)
India International Exchange (IFSC) Limited	(10%)	(2,288)	(11%)	(2,849)
India International Clearing Corporation (IFSC) Limited	4%	849	0%	20
BSE Administration and Supervision Limited (w.e.f March 5, 2021)	1%	291	(0%)	(39)
Share of Non-controlling Interest in all subsidiaries	3%	735	3%	763
Indian Associates				
Central Depository Services (India) Limited (w.e.f June 30, 2017)	23%	5,236	24%	6,195
Asia Index Private Limited	2%	543	2%	442
CDSL Commodity Repository Limited	(1%)	(26)	(0%)	(1)
BSE EBIX Insurance Broking Private Limited	(1%)	(118)	(0%)	(40)
BSE EBIX Insuretech Private Limited	0%	3	0%	6
India International Bullion Holding IFSC Limited (w.e.f June 04,2021)	(1%)	(310)	(0%)	(98)
Hindustan Power Exchange Limited	(1%)	(226)	(0%)	(70)
Total	100%	23,294	100%	25,895

Note: Above information has been prepared based on consolidated financials of Subsidiaries wherever applicable.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

41. (i) As per SEBI circular no. SEBI/HO/MRD2/DCAP/CIR/P/2021/03 dated January 08, 2021, ICCL has received the contribution from National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Ltd (MSE) during year towards contribution to Core SGF.
- (ii) As per SEBI circular no. CIR/MRD/DRMNP/25/2014 dated August 27, 2014, ICCL has established a fund called Core SGF for each segment (Equity, Equity Derivative, Debt & Currency Derivative) to guarantee the settlement of trades executed in respective segment. Accordingly, an amount ₹ 40,584 lakhs as at March 31, 2023 (₹ 32,986 lakhs as at March 31, 2022) has been contributed towards the Core SGF maintained for various segment by ICCL including income earned thereon. The contribution made by BSE Ltd to the said Core SGF amounts to ₹ 15,307 lakhs as at March 31, 2023 (₹ 15,029 lakhs as at March 31, 2022) including income earned thereon and also include the amount received towards "Transfer of Profits" under Regulation 33 of SECC Regulations 2012, from the date the SECC Regulations, 2012 came into effect till August 29, 2016, and which has not been allocated to any specific segment. The contribution made by NSE to said Core SGF amounts to ₹ 9,953 lakhs as at March 31, 2023 (₹ 8,766 lakhs as at March 31, 2022) including income earned thereon and also the contribution made by MSE to said Core SGF amounts to ₹ 253 lakhs as at March 31, 2023 (₹ 80 lakhs as at March 31, 2022) including income earned thereon. Further, Other Contribution represent an amount ₹ 8,620 lakhs as at March 31, 2023 (₹ 6,283 lakhs as at March 31, 2022) includes (i) amount received under the Scheme of amalgamation between United Stock Exchange of India Limited and BSE Limited, (ii) as per SEBI direction, BSE has transferred the penalty collected from the client to Core SGF of Currency Derivative, Equity Derivative and Commodity Derivatives segment respectively, (iii) fines & penalties collected from members by ICCL, and income earned thereon.

PARTICULARS	CONTRIBUTION					Total
	BSE	ICCL	NSE	MSE	Other	
Equity Segment	5,674	19,604	4,875	2	5,682	35,837
Equity Derivative Segment	614	5,181	1,933	-	1,716	9,443
Currency Derivative Segment	6,839	13,953	3,145	251	1,186	25,375
Commodity Derivative Segment	890	890	-	-	35	1,815
Debt	-	189	-	-	-	189
SLB	-	-	-	-	1	1
Electronic Gold Receipts (EGR)	255	767	-	-	-	1,022
Unallocated	1,035	-	-	-	-	1,035
Grand Total	15,307	40,584	9,953	253	8,620	74,717

42. SEBI vide its circular no. SEBI/HO/MRD/DSA/CIR/P/2016/125 dated November 28, 2016, had inter alia specified that Clearing Corporations in IFSC shall establish and maintain a Fund to guarantee the settlement of trades executed in the stock exchanges in IFSC. To begin with such fund shall have a corpus equivalent to at least 10% of the net-worth of the clearing corporation. Clearing corporations shall evolve a detailed framework for the Fund, subject to approval of regulator. As per Regulation 31(2) of IFSCA (MII) Regulations, 2021, Settlement Guarantee Fund shall have a corpus equivalent to atleast the minimum required corpus as arrived at from the monthly stress test value or USD 1 million, whichever is higher.

In view of the above, before commencement of operations, i.e., on January 10, 2017, a Core Settlement Guarantee Fund (Default Fund) of ₹ 596 lakhs has been created through earmarking investments. Default Fund size as on March 31, 2023 is ₹ 1,047 lakhs. Further India ICC had applied to Central Board of Direct Tax for the purpose of issuance of notification notifying the Core Settlement Guarantee Fund (Core SGF – Default Fund) set up by the Company u/s 10 (23EE) of the Income Tax Act 1961 and approval of the same is awaited.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

43. EMPLOYEE BENEFITS:

43.1 Defined Benefit Plan – Gratuity:

The Group offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Group to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table sets out the funded status of the Gratuity benefit scheme:

PARTICULARS	March 31, 2023	March 31, 2022
Change in benefit obligation		
Benefit obligations at the beginning	3,214	3,100
Service cost	222	239
Interest expense	184	169
Benefits paid	(459)	(123)
Liabilities settled on transfer	(58)	(8)
Remeasurements – Actuarial (gains) / losses	(74)	(163)
Benefit obligations at the end	3,029	3,214
Change in Plan assets		
Fair value of plan assets at the beginning	3,200	3,118
Interest income	184	166
Contribution by employer	1	5
Remeasurements – Actuarial (gains) / losses	10	30
Benefits paid	(431)	(109)
Assets settled on transfer	(1)	(10)
Fair value of plan assets at the end	2,963	3,200
Funded status	2,963	3,200
Prepaid / (payable) gratuity benefit	(66)	(14)
Prepaid / (payable) gratuity benefit (unfunded)	-	(2)

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

43. EMPLOYEE BENEFITS (Contd.)..

Amount recognised in the Consolidated Financial Statements as at March 31, 2023 and March 31, 2022

PARTICULARS	March 31, 2023	March 31, 2022
Benefit obligations at the end	3,029	3,214
Fair value of plan assets at the end	2,963	3,200
Net Asset/ (Obligation) at the end	(66)	(14)

Amount for the year ended March 31, 2023 and year ended March 31, 2022 recognised in the statement of profit and loss under employee benefits expense:

PARTICULARS	March 31, 2023	March 31, 2022
Continuing operations		
Service cost	222	239
Net interest on the net defined benefit liability/asset	(5)	(4)
Net gratuity cost	217	235

Amount for the year ended March 31, 2023 and year ended March 31, 2022 recognised in the other comprehensive income:

PARTICULARS	March 31, 2023	March 31, 2022
Remeasurements of the net defined benefits liability / asset		
Experience adjustments	52	(98)
(Gain)/loss from change in financial assumptions and actual return on plan assets less interest on plan asset	(130)	(77)
Changes in demographic assumptions	1	-
Amount recognised in OCI	(77)	(175)

The weighted-average assumptions used to determine benefit obligations for the year ended March 31, 2023 and year ended March 31, 2022:

PARTICULARS	March 31, 2023	March 31, 2022
Discount rate	7.30 – 7.49%	6.10 – 7.31%
Increase in compensation levels	6.00 - 7.50%	6.00 – 7.50%

The Group assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield.

The following table summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:

PARTICULARS	For the year ended March 31, 2023	
	Discount rate	Salary escalation rate
Impact of increase in 50 bps on defined benefit obligation	(85)	101
Impact of decrease in 50 bps on defined benefit obligation	94	(92)

Sensitivity for the significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by 50 basis points, keeping all other actuarial assumption constant.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

43. EMPLOYEE BENEFITS (Contd.)..

Composition of Plan Assets

PARTICULARS	March 31, 2023	March 31, 2022
Government of India Securities	11%	14%
Insurer Managed assets	89%	86%

Actual return on the assets for the year ended March 31, 2023 and March 31, 2022 were ₹ 194 lakhs and ₹ 196 lakhs respectively.

There is no compulsion on the part of the Group to fully pre fund the liability of the Plan. The Group's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan.

The Employer's best estimate of the contributions expected to be paid to the plan during the next year is ₹ 195 lakhs.

Maturity profile of defined benefit obligations

PARTICULARS	March 31, 2023
Expected benefits for year 1-3	1,547
Expected benefits for year 4-5	781
Expected benefits for year 6-10	944
Expected benefits for above year 10	1,243

The weighted average duration to the payment of these cash flows is 5.06 years.

- **Discount Rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
- **Salary Escalation Rate:** The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

43.2 Defined Contribution Plan- Provident fund, Pension Fund and New Pension Scheme:

These are plans in which the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Group offers its employees defined contribution plan in the form of provident fund and family pension fund. Provident fund and family pension fund cover substantially all regular employees. While both, the employees and the Group pay predetermined contributions into the provident fund and New National Pension Scheme, contributions into the family pension fund are made by only the Group. The contributions are based on a certain proportion of the employee's salary.

The Group has an obligation to fund any shortfall on the yield of the trust's investment over the administered interest rates on an annual basis. These administered interest rates are determined annually predominantly considering the social rather than economic factors and, in most cases, the actual return earned by the Group has been higher in the past years. There is no provision for diminution in value of investment except provision for accrued interest.

The Group recognised charge for the year ended March 31, 2023 and March 31, 2022 of ₹ 394 lakhs and ₹ 386 lakhs respectively for provident fund and family pension fund contribution in the statement of Profit and Loss.

The Group recognised charge for the year ended March 31, 2023 and March 31, 2022 of ₹ 105 lakhs and ₹ 86 lakhs respectively for New National Pension Scheme contribution in the statement of Profit and Loss.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

43. EMPLOYEE BENEFITS (Contd.)..

43.3 Compensated Absences

The Group recognised charge for the year ended March 31, 2023 and for the year ended March 31, 2022 of ₹ 1,089 lakhs and ₹ 1,018 lakhs respectively for Compensated Absences in the statement of Profit and Loss.

44. NON-CONTROLLING INTEREST RECONCILIATION

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening Balance	13,519	2,351
Add: Share capital issued during the year	-	11,931
Add: Share of profit		
Profit / (loss) for the year	(1,502)	(940)
Other comprehensive income for the year	767	177
Closing Balance	12,784	13,519

45. Pursuant to SEBI Circular CIR/MRD/DP/14/2014 dated April 23, 2014 and BSE Notice no-20190805-10, 20190925-31, 20191108-25, with effect from November 25, 2019, the Holding Company has introduced the Liquidity Enhancement Scheme (LES) in derivatives. An expense of ₹ 2,277 lakhs and ₹ 2,174 lakhs has been incurred towards the scheme for year ended March 31, 2023 and year ended March 31, 2022 respectively.

46. The 'The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The said code is made effective prospectively from May 3, 2023. The Holding Company is assessing the impact, if any, of the Code.

47. RELATIONSHIP WITH STRUCK OFF COMPANIES

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off company, if any, to be disclosed
Ajnee Finance Pvt. Ltd.	Rendering of services	1	1	Trade Receivable
Alpic Securities Ltd.	Rendering of services	-	-	Trade Receivable
Aruma Capital Services Pvt Ltd	Rendering of services	-	-	Trade Receivable
Bansal Finstock Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
BCC Fuba India Ltd.,	Rendering of services	-	0^	Trade Receivable
Beckons Industries Ltd.	Rendering of services	0^	-	Trade Receivable
Betex India Ltd.,	Rendering of services	-	-	Trade Receivable
Bharatendu Investments & Financial Services Pvt. Ltd	Rendering of services	-	6	Trade Receivable
BMB Music & Magnetics Ltd.	Rendering of services	-	-	Trade Receivable
BPS Stocks Pvt Limited	Rendering of services	2	2	Trade Receivable
Chinubhai & Sons	Rendering of services	-	-	Trade Receivable
Display Commercial Private Limited	Rendering of services	-	-	Trade Receivable
Excel Mercantile Pvt. Ltd.	Rendering of services	-	-	Trade Receivable

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

43. EMPLOYEE BENEFITS (Contd.)..

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the Struck off company, if any, to be disclosed
Gandhi & Shah Corp.Ser. Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Ganesh Holding Ltd.,	Rendering of services	-	-	Trade Receivable
Glittek Granites Ltd.	Rendering of services	-	-	Trade Receivable
Graphite India Ltd.	Rendering of services	-	-	Trade Receivable
Hotel Residency Tower	Rendering of services	-	-	Trade Receivable
Jash Securities Pvt. Ltd.	Rendering of services	2	1	Trade Receivable
Karandikar & Co.	Rendering of services	-	-	Trade Receivable
Krishana Fabrics Limited	Rendering of services	0^	0^	Trade Receivable
Maxus Securities Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Mayur Share Broking Pvt. Ltd.	Rendering of services	0^	0^	Trade Receivable
Milan Mahendra Securities Pvt Limited	Rendering of services	4	3	Trade Receivable
Mkb Securities Pvt Ltd	Rendering of services	-	-	Trade Receivable
Neil Industries Ltd.	Rendering of services	-	-	Trade Receivable
Neotrade Analytics Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Thakorlal Hiralal Exports Pvt Ltd	Rendering of services	-	-	Trade Receivable
Titan Bio-Tech Ltd.	Rendering of services	-	-	Trade Receivable
Vineet Securities Pvt. Ltd.	Rendering of services	0^	-	Trade Receivable
Omji Securities Ltd.	Rendering of services	-	-	Trade Receivable
Red Ribbon Stock Broking Pvt Ltd	Rendering of services	-	-	Trade Receivable
Sailesh H.Doshi Broking Pvt. Ltd.	Rendering of services	-	-	Trade Receivable

^ Less than ₹ 50,000/-

Note: The Companies above reflecting Nil balance are cases where transactions were entered during the financial year and were settled in the current and previous financial year.

48. LONG TERM CONTRACT INCLUDING DERIVATIVE CONTRACTS

The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2023 and March 31, 2022.

49. STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- **Ind AS 1 - Presentation of consolidated financial statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

49. STANDARDS NOTIFIED BUT NOT YET EFFECTIVE (Contd.)..

beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

- **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to IndAS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.
- **Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

50. EVENTS AFTER REPORTING DATE

There are no events that have occurred between the end of the reporting period and the date when the consolidated financial statements are approved that provide evidence of conditions that existed at the end of the reporting period.

51. MAINTENANCE OF BOOKS OF ACCOUNTS AND SERVERS

The Group has complied with the Rule 3 of Companies (Accounts) Rules, 2014 amended on August 5, 2022 relating to maintenance of electronic books of account and other relevant books and papers. The Group's books of accounts and relevant books and papers are accessible in India at all times and backup of accounts and other relevant books and papers are maintained in electronic mode within India and kept in servers physically located in India on daily basis.

52. OTHER STATUTORY INFORMATIONS:

- i) There are no promoters identified for the Holding Company.
- ii) The Group, for the current year as well as previous year, do not have any Benami property, where any proceedings has been initiated or pending against the Group for holding any Benami property.
- iii) The Group, during the current year as well as previous year, has not carried out or traded or invested in crypto currency or virtual currency.
- iv) The Group, for the current year as well as previous year, has not carried out any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961 (Such as search, survey or any other relevant provisions of the Income Tax Act, 1961).
- v) The Group, for the current year as well as previous year, has not advanced any loan or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediaries shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Company (Ultimate Beneficiary) or
 - b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiary.
- vi) The Group has not been declared as willful defaulter by any bank or financial institution or other lender, since the group has not undertaken any borrowing during the current year and previous year.

Significant accounting policies and notes to the Consolidated Financial Statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

52. OTHER STATUTORY INFORMATIONS: (Contd.)..

- vii) The Group, during the current year and previous year has not made any investment in downstream Companies which are not in compliance with clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- viii) The Group has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013 during the current year and previous year.
- ix) The Group has not revalued its property plant and equipment or intangible assets or both during current year or previous year.
- x) The Group has not granted / given any loans or advances during the current year and previous year to the directors, KMP and the related party (as defined under Companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.

53. SEBI mandated discontinuation of pooling mechanism, third party validation checks and nomination check with effect from July & Oct 2022 under the mutual fund segment which necessitated process changes. This resulted in challenges like incorrect data update, delays in data updates, no updates from Payment Aggregator's (PA) end and error in underlying process. There were also technology constraints at PA end and incorrect updation of bank account details from member's end. These issues led to delays in processing of refunds, clients got refund as well as allotment of units and excess payment by our subsidiary Company ICCL to clients amounting to ₹ 5,992 lakhs out of which ₹ 4,167 lakhs has been recovered by the Company. Balance of ₹ 1,825 lakhs is in process of recovery and shown in note 11 under the Notes to the account. The Company has made provision against such recoverable amount of ₹ 1,500 lakhs in the books of account.

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

In terms of our report of even date attached
For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Place: Mumbai
Date: May 11, 2023

For and on behalf of the Board of Directors

S. S. Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundararaman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BSE LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements Opinion

We have audited the accompanying standalone Ind As financial statements of BSE Limited ("the Company"), which comprise the Balance sheet as at March 31, 2023, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone Ind AS financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the

ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
<p>Valuation of investments and its impairment (as described in note 32 of the standalone Ind AS financial statements)</p> <p>The Company has investments in various unlisted subsidiaries along with investments in associates, mutual funds, bonds and debentures of corporates.</p> <p>These investments represent the most significant amount on the balance sheet. The total of these investments aggregating to ₹ 1,57,265 represented approx. 51% of total assets of the Company as at March 31, 2023.</p> <p>Investment in subsidiaries are valued at cost and are required to be assessed for impairment in accordance with Ind AS 36, when any indicators of impairment are observed. Investment in bonds are valued at amortised cost and are required to be assessed for the expected credit loss in accordance with Ind AS 109.</p> <p>High degree of management's judgement is involved in estimation of the recoverable amount on these investments and there is inherent uncertainty relating to the assumptions supporting such estimates and risk that the fair value of investments is not determined appropriately and hence valuation of investments and its impairment is considered as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • Assessed the design and implementation of controls over valuation and existence of investments. • For the fair valuation models, understood and assessed the methodology used. Tested the underlying data and assumptions used in the determination of the fair value. • Traced the quantity held from the independent confirmations provided by Custodian and Fund houses. • Tested the valuation of the quoted and unquoted investments to independent pricing sources. • Assessed and tested the management procedures for performing impairment analysis of investments. • Assessed appropriateness and arithmetical accuracy of fair value disclosures pertaining to investments (as described in note 32 of the standalone Ind AS financial statements)

Key audit matters	How our audit addressed the key audit matter
Information Technology (IT) systems and controls	
<p>As a Stock Exchange, the reliability of IT systems plays a key role in the business operations. Since large volume of transactions are processed, the IT controls are required to ensure that systems process data as expected and that changes are made in an appropriate manner.</p> <p>The IT infrastructure is critical for smooth functioning of the Company's business operations as well as for timely and accurate financial accounting and reporting.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions we have considered IT systems and controls as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Assessed the information systems used by the Company for IT General Controls (ITGC) and Application controls; The aspects covered in the IT General Control audit were (i) User Access Management (ii) Program Change Management (iii) Other related ITGCs; - to understand the design and test the operating effectiveness of such controls in the system; Assessed the changes that were made to the key systems during the audit period and assessing changes that have impact on financial reporting; Performed tests of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system. Tested the design and operating effectiveness of compensating controls, where deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.
Provisions for litigation and claims (as described in note 36 of the standalone Ind AS financial statements)	
<p>There are certain demands raised by regulatory authorities, employees and others. The Company has disputed such demands by appealing them to relevant statutory forums</p> <p>For various pending litigations against the Company, management judgement is needed to determine whether an obligation exists and a provision should be recorded or disclosure if any, required in the financial statements in accordance with the criteria set under IND AS 37</p> <p>The measurement of the provision is based on the best estimate of the expenditure required to settle the present obligation.</p> <p>Considering the judgement and estimate involved, matter is considered as a key audit matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> Obtained and evaluated the Company's accounting policy in relation to accounting, assessing and disclosure of claims against the Company. Understood the design and tested the operating effectiveness of the Company's key controls over the identification, estimation, monitoring and disclosure of provisions for litigations and claims. Examined the relevant correspondence with regulators to assess developments in key areas and litigation reports to identify potentially material cases. Obtained independent confirmations from lawyers in respect of material cases outstanding. Reviewed the Board and other board level committee meeting minutes to assess the effectiveness of management's review controls and conclusions reached. For the significant provisions made, understood and assessed the provisioning methodology. Tested the underlying data and assumptions used in the determination of the provisions recorded, including expected claim rates. For cases where a provision was not recognized, evaluated the adequacy of disclosure made in the Ind AS financial statements.

Information Other than the Standalone Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other

information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and the Board of Directors for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance

with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Ind AS

financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in **“Annexure 2”** to this report;
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 36 to the standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The final dividend paid by the Company during the year which was declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

As stated in note 15.3 to the standalone Ind AS financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.
 - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Jayesh Gandhi

Partner

Membership No: 037924

UDIN: 23037924BGXTZU4540

Place of Signature: Mumbai

Date: May 11, 2023

Re: BSE Limited ('the Company')

Annexure 1 referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- (B) The Company has maintained proper records showing full particulars of intangibles assets.
- (b) Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 46 to the standalone Ind AS financial statements are held in the name of the Company except for 4 immovable properties mentioned below:

Description of Property	Gross carrying value (₹ In lakhs)	Held in name of*	Period held	Reason for not being held in the name of Company
P.J.Towers & Rotunda Towers - Land	22	Trustees of Native Share & Stock Brokers Associates	44 years to 70 years for different parcels	Pending transfer from erstwhile Trustee – Refer Note
P.J.Towers - Buildings	1,896	Trustees of the Bombay Stock Exchange	44 years	Pending transfer from erstwhile Trustee – Refer Note
Rotunda Towers - Buildings	1,653	Trustees of the Bombay Stock Exchange	36 years	Pending transfer from erstwhile Trustee – Refer Note
CAMA - Land & Building	69	Trustees of the Native Share & Stock Brokers Association	51 years	Pending transfer from erstwhile Trustee – Refer Note
Office at Machinery House	307	Trustees of the Bombay Stock Exchange	29 years	Pending transfer from erstwhile Trustee

* Not a promoter, director or their relative or employee of the Company.

Note : The application has been made with the land records authority for transfer of property in the favour of the Company.

- (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year ended March 31, 2023.
- (e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company does not have any inventories and hence the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) (a) During the year, the Company has provided loans to its employees as given below.

Particulars	Amount in ₹ Lakhs
Aggregate amount granted/ provided during the year	
- Subsidiaries	0
- Joint Ventures	0
- Associates	0
- Others (Employees)	9.51
Balance outstanding as at balance sheet date in respect of above cases	
- Subsidiaries	0
- Joint Ventures	0
- Associates	0
- Others (Employee)	45.70

The Company has not provided loans, advances in the nature of loans, provided guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties.

- (b) The investments made by the Company, during the year, are not prejudicial to its interest. During the year the Company has not provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

- (c) The Company has granted loans to its employees during the year where the schedule of repayment of principal and payment of interest has been stipulated and the repayment or receipts are regular.
- (d) There are no amounts of loans and advances in nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties which are overdue for more than ninety days.
- (e) There were no amounts of loans and advances in nature of loans granted to companies, firms, Limited Liability Partnerships or any other parties which has fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties
- (f) The Company has not granted loans and advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clauses 3(iii)(f) of the Order are not applicable to the Company.
- (iv) There are no loans, investments, guarantees and securities given in respect of which provisions of section 185 of the Companies Act 2013 are applicable. According to the information and explanations given to us, the Company has complied with the provisions of 186 of the Companies Act, 2013 in respect investments made by the Company.
- (v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the services rendered by the Company. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable. As informed to us the provisions of employees' state insurance, sales-tax, duty of custom, duty of excise and value added tax are not applicable to the Company.

- (b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax Demands	235.10	AY 2008-09	Supreme Court
		556.73	AY 2010-11	High Court
		335.03	AY 2011-12	High Court
		699.45	AY 2015-16	High Court
		127.05	AY 2016-17	Commissioner of Income Tax (Appeals)
		137.08	AY 2017-18	
		10,336.17	AY 2018-19	
Finance Act, 1994 (Service Tax)	Service Tax Demand	127.43	FY 2005-06 to 2008-09	Customs Excise and Service Tax Appellate Tribunal (CESTAT)

- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) (a) The Company did not have any outstanding loans or borrowings due to any lender during the year. Accordingly, the requirement to report on clause ix(a) of the Order is not applicable to the Company.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company did not have any term loans outstanding during the year, hence the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.
- (d) The Company did not raise any funds during the year hence, the requirement to report on clause (ix)(d) of the Order is not applicable to the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies. Hence, the requirement to report on clause (ix) (f) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments), hence the requirement to report on

- clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) No fraud / material fraud by the Company or no fraud / material fraud on the Company has been noticed or reported during the year.
- (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), 3(xii)(b) and 3(xii)(c) of the Order is not applicable to the Company.
- (xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit, have been considered by us.
- (xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) The Company has neither incurred cash losses in the current financial year nor incurred cash losses in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.
- (xix) On the basis of the financial ratios disclosed in note 47 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) In respect of other than ongoing projects, there are no unspent amounts in respect of CSR that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 28.1 to the financial statements.
- (b) In respect of ongoing projects, there are no unspent amounts in respect of CSR, that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act. This matter has been disclosed in note 28.1 to the financial statements.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

per Jayesh Gandhi

Partner

Membership No: 037924

UDIN: 23037924BGXTZU4540

Place: Mumbai

Date: May 11, 2023

Re: BSE Limited

Annexure 2 referred to in paragraph 2 (f) under the heading “Report on other legal and regulatory requirements” of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of BSE Limited (“the Company”) as of March 31, 2023, in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to these standalone Ind AS financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these Standalone Ind AS Financial Statements

A company’s internal financial control over financial reporting with reference to these standalone Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting with reference to these standalone Ind AS financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting With Reference to these Standalone Ind AS Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone Ind AS financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone Ind AS financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone Ind AS financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone Ind AS financial statements and such internal financial controls over financial reporting with reference to these standalone Ind AS financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S.R. Batliboi & Co. LLP**

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per **Jayesh Gandhi**

Partner

Membership Number: 037924

UDIN: 23037924BGXTZU4540

Place of Signature: Mumbai

Date: May 11, 2023

Balance Sheet as at March 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
1 Non-current assets			
a. Property, plant and equipment	3	12,060	7,409
b. Capital work-in-progress	3.1	12	182
c. Investment Properties	4	90	373
d. Other Intangible assets	5	4,286	2,046
e. Intangible assets under development	6	162	258
f. Financial assets			
i. Investments			
a. Investments in subsidiaries	7	72,605	72,355
b. Investments in associates	8	3,543	4,723
c. Other investments	9	37,068	3,533
ii. Other financial assets	11	17,052	8,093
g. Deferred tax assets (net)	18	5,816	9,024
h. Income tax assets (net)	21	10,868	8,191
i. Other assets	13	38	1
Total non-current assets		1,63,600	1,16,188
2 Current assets			
a. Financial assets			
i. Investments	9	44,049	1,15,376
ii. Trade receivables	10	4,679	5,254
iii. Cash and cash equivalents	12	341	583
iv. Bank balances other than (iii) above	12	94,716	75,467
v. Other financial assets	11	121	129
b. Other assets	13	1,838	1,376
c. Asset held for sale	8.1	1,180	-
Total current assets		1,46,924	1,98,185
Total assets (1+2)		3,10,524	3,14,373
EQUITY AND LIABILITIES			
3 Equity			
a. Equity share capital	14	2,709	2,705
b. Other equity	15	2,24,191	2,26,011
Total equity		2,26,900	2,28,716
Liabilities			
4 Non-current liabilities			
a. Financial liabilities			
Other financial liabilities	16	942	638
b. Other liabilities	19	35	31
Total non-current liabilities		977	669
5 Current liabilities			
a. Financial liabilities			
i. Trade payables			
a. Total outstanding dues of micro enterprises and small enterprises	20	2	5
b. Total outstanding dues of creditors other than micro enterprises and small enterprises	20	5,882	5,259
ii. Other financial liabilities	16	52,923	51,603
b. Provisions	17	1,051	1,224
c. Income tax liabilities (net)	21	1,626	951
d. Other liabilities	19	21,163	25,946
Total current liabilities		82,647	84,988
Total equity and liabilities (3+4+5)		3,10,524	3,14,373
Significant accounting policies			
	2		

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached
For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

For and on behalf of the Board of Directors

Per Jayesh Gandhi
Partner
Membership No.: 037924

S. S. Mundra
Chairman
DIN: 00979731

Sundaraman Ramamurthy
Managing Director & CEO
DIN: 05297538

Date: May 11, 2023
Place: Mumbai

Nayan Mehta
Chief Financial Officer

Vishal Bhat
Company Secretary

Statement of Profit and Loss for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS	Note No.	For the Year ended March 31, 2023	For the Year ended March 31, 2022
1 Revenue from operations			
Securities services	22	27,036	28,490
Services to corporates	23	29,036	28,608
Data dissemination fees		3,886	3,600
Revenue from operations		59,958	60,698
2 Investment income	24	10,979	9,122
3 Other income	25	3,302	2,582
4 Total revenue (1+2+3)		74,239	72,402
5 Expenses			
Employee benefits expense	26	9,281	9,830
Depreciation and amortisation expense	3&4&5	4,898	4,136
Computer technology related expenses	27	15,093	12,579
Administration and other expenses	28	18,930	17,573
Liquidity enhancement incentive program scheme	41	2,277	2,174
Total expenses		50,479	46,292
6 Profit before tax (4-5)		23,760	26,110
7 Tax expense:	29		
Current tax		3,885	4,476
Prior period tax adjustments		-	13
Deferred tax		3,184	2,109
Total tax expenses		7,069	6,598
8 Profit for the year (6-7)		16,691	19,512
9 Other comprehensive income			
Items that will not be reclassified subsequently to statement of profit or loss			
i. Remeasurements loss on the defined employee benefit plans;		68	164
ii. Income tax on above	29	(24)	(57)
Total other comprehensive income for the year (i+ii)		44	107
10 Total comprehensive income for the year (8+9)		16,735	19,619
11 Earning per equity share :	30		
Basic and diluted (₹)		12.15	14.20
Face value of share (₹)		2	2
Weighted average number of equity shares (Nos.)		13,74,12,891	13,74,12,891
Significant accounting policies	2		

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached
For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Date: May 11, 2023
Place: Mumbai

For and on behalf of the Board of Directors

S. S. Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundararaman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

Cash Flow Statement for the year ended March 31, 2023

(₹ in Lakhs)

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	16,691	19,512
Adjustments for		
Income tax expenses recognised in profit and loss	7,069	6,598
Depreciation and amortisation expenses	4,898	4,136
Impairment loss on financial assets carried at cost	(46)	5
Net gain / (loss) on disposal of property, plant and equipment and intangible assets	2	(9)
Impairment loss on financial assets and bad debts write off	8	(289)
Net gain on partial disposal of investment in subsidiary measured at cost	(19)	-
Net gain arising on financial assets measured at FVTPL	(1,838)	(5,038)
Interest income	(5,987)	(2,203)
Dividend income	(3,135)	(1,881)
Provision for compensated absences	489	484
Operating Cash Flow before working capital changes	18,132	21,315
Movements in working capital		
(Increase) / decrease in trade receivables	567	610
Increase / (decrease) in trade payables	620	(3,714)
Increase / (decrease) in provisions	(173)	(101)
(Increase) / decrease in other financial assets and other assets	(684)	6,220
Increase / (decrease) in other financial liabilities and other liabilities	(3,951)	1,847
Cash generated from operations	14,511	26,177
Direct taxes paid - net of refunds	(5,819)	(5,927)
Net cash generated from operating activities	8,692	20,250
B. CASH FLOW FROM INVESTING ACTIVITIES		
Fixed assets		
Purchase of fixed assets, including intangible assets, capital work in progress and capital advances	(11,262)	(2,250)
Proceeds from sale of fixed assets	20	5
Investments		
Net decrease in investment in mutual funds	74,203	9,687
Investment in bonds and non-convertible debentures	(33,931)	(2,032)
Proceeds received from bonds and non-convertible debentures	54	-
Proceeds received on windingup of investment in subsidiary	19	-
Investment in subsidiaries	(250)	(850)
Investment in fixed deposits	(1,30,401)	(1,06,623)
Proceeds received from fixed deposits	1,03,552	77,484
Interest received	4,478	1,087
Dividend received from associates	3,135	1,881
Net cash generated from investing activities	9,617	(21,611)

Cash Flow Statement for the year ended March 31, 2023 (Contd.)..

(₹ in Lakhs)

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend paid	(18,551)	(9,619)
Net cash used in financing activities	(18,551)	(9,619)
Net increase in cash and cash equivalents (A+B+C)	(242)	(10,980)
Cash and cash equivalents at the beginning of the year	583	11,563
Cash and cash equivalents at the end of the year	341	583
Balances with banks		
In current accounts	256	253
In deposit accounts with original maturity of 3 months	85	330
Cash and cash equivalents at the end of the year	341	583

The accompanying notes form an integral part of the financial statements

1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard - 7 "Cash Flow Statement".
2. Movement in earmarked liabilities and assets are not considered.
3. Previous years' figures have been regrouped wherever necessary.

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Date: May 11, 2023
Place: Mumbai

For and on behalf of the Board of Directors

S. S. Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundararaman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

Statement of Changes in Equity for the year ended March 31, 2023

A. Equity Share Capital	(₹ in Lakhs)
Balance as at April 01, 2021	900
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
- Shares extinguished during the year	-
- Shares issued during the year	1,805
Balance as at March 31, 2022	2,705
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the year	-
- Shares extinguished during the year	-
- Shares issued during the year	4
Balance as at March 31, 2023	2,709

B. Other Equity	(₹ in Lakhs)						
PARTICULARS	Share application money pending allotment	Reserves and Surplus				Other comprehensive income	Total
		Capital Reserve	Capital Reserve on Business Combination	General Reserve	Retained Earnings		
Balance as at April 1, 2021	1	66,179	10,530	44,457	96,368	176	106
Profit for the year	-	-	-	19,512	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	107
Issue of shares	(1)	-	-	-	-	-	-
Issue of Bonus shares	-	-	(1,629)	-	-	(176)	-
Payments of Dividends	-	-	-	(9,619)	-	-	-
Balance as at March 31, 2022	-	66,179	10,530	42,828	1,06,261	-	213
Profit for the year	-	-	-	16,691	-	-	-
Other comprehensive income for the year	-	-	-	-	-	-	44
Issue of shares	-	-	-	-	-	-	-
Issue of shares against shares in abeyance	-	-	(4)	-	-	-	-
Payments of Dividends	-	-	-	(18,551)	-	-	-
Balance as at March 31, 2023	-	66,179	10,530	42,824	1,04,401	-	257

The accompanying notes form an integral part of the financial statements

In terms of our report of even date attached

For **S. R. Battiboi & Co. LLP**

Chartered Accountants

ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi

Partner

Membership No.: 037924

Date: May 11, 2023

Place: Mumbai

For and on behalf of the Board of Directors

S. S. Mundra

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Chief Financial Officer

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Managing Director & CEO

DIN: 05297538

Vishal Bhat

Company Secretary

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

1. COMPANY OVERVIEW

BSE Limited (Formerly known as Bombay Stock Exchange Limited) herein after referred to as the “Exchange” or “the Company” was established in 1875 and is Asia’s first Stock Exchange and one of India’s leading exchange groups. The registered office of the Company is at 25th floor, P. J. Towers, Dalal Street, Mumbai 400 001, Maharashtra, India. Over the past 148 years, BSE has provided a capital-raising platform and provided a platform for trading in equity, debt instruments, derivatives and mutual funds. It also has a platform for trading in equities of small-and-medium enterprises (SME). Pursuant to the BSE (Corporatization and Demutualization) Scheme, 2005 (the Scheme) notified by Securities and Exchange Board of India (“SEBI”) on May 20, 2005, the Exchange completed demutualization and Corporatization in May 2007 bringing about the separation of the ownership and management.

The equity shares of the Company are listed on the National Stock Exchange of India Limited (NSE).

The standalone financial statements were authorized for issue by the Company’s Board of Directors on May 11, 2023.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation and presentation

2.1.1 Statement of compliance

The standalone financial statements as at and for the year ended March 31, 2023 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

2.1.2 Basis of measurement

The standalone financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

- (i) Financial assets and financial liabilities measured at fair value (refer accounting policy on financial Instruments);
- (ii) Defined benefit and other long-term employee benefits.

2.1.3 Functional and presentation currency

The standalone financial statements of the Company are presented in Indian rupees, the national currency of India, which is the functional currency of the Company and the currency of the primary economic environment in which the Company operates. All financial information presented in Indian rupees has been rounded to the nearest lakh except share and per share data in terms of Schedule III unless otherwise stated.

2.1.4 Use of estimates and judgment

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses, disclosure of contingent assets and disclosure of contingent liabilities. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements is included in the following notes:

- (i) *Income taxes and deferred tax:* The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

- (ii) Minimum Alternate Tax ("MAT") paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company. The management estimate the Company to pay normal tax and benefit associated with MAT will flow to the Company within permissible time limit under Income Tax Act, 1961 to the extent MAT asset recognised.
- (iii) *Impairment of Goodwill:* Determining whether goodwill is impaired requires an estimation of the value in use of the cash generating unit to which goodwill has been allocated. The value in use calculation requires to estimate the future cash flows expected to arise from the cash-generating unit and discount rate in order to calculate present value. Where the actual future cash flows are less than expected, a material impairment loss may arise. Goodwill is tested for impairment on annual basis.
- (iv) Defined employee benefit assets / liabilities determined based on the present value of future obligations using assumptions determined by the Company with advice from an independent qualified actuary.
- (v) *Property plant and equipment and investment property:* The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful life and residual values of the Company's assets at the end of its useful life are estimated by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The useful life are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.
- (vi) *Impairment of trade receivables:* The Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances is made.
- (vii) *Fair value measurement of financial instruments:* When the Company opts to fair value equity instruments through profit and loss account, it estimates fair values of the unquoted equity shares using discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments (refer note 32).

2.1.5 Summary of significant accounting policies

(i) Foreign currency transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Profit and Loss and reported within foreign exchange gains / (losses).

(ii) Investment properties

Investment properties are properties held to earn rentals and / or for capital appreciation (including properties under construction for such purposes). Investment properties are measured initially at cost including transaction costs, Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model.

The estimated useful life of assets for the current and comparative period of investment property are as follows:

Category	Useful life
Buildings	60 years

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Freehold land is not depreciated.

Investment property is derecognised upon disposal or when the investment property permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on derecognition of the property is included in the Statement of Profit or Loss in the period in which the property is derecognised.

(iii) Asset held for sale

The Company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense. The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale / distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset or disposal group to be highly probable when:

- (a) The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- (b) An active program to locate a buyer and complete the plan has been initiated (if applicable),
- (c) The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- (d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- (e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible assets are not depreciated, or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

(iv) Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets. Purchase or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trade) are recognised on trade date.

For the purpose of subsequent measurement, financial instruments of the Company are classified in the following categories: financial assets (debt instrument) comprising amortised cost, financial assets (debt instrument) comprising Fair Value Through Other Comprehensive

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Income ("FVTOCI"), financial asset (equity instruments) at Fair value Through Profit and Loss account ("FVTPL") and FVTOCI and financial liabilities at amortised cost or FVTPL.

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition.

Financial assets

(a) Financial assets (debt instrument) at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are Solely Payments of Principal and Interest on the principal amount outstanding ("SPPI").

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

Amortised cost are represented by investment in interest bearing debt instruments, trade receivables, security deposits, cash and cash equivalents, employee and other advances and eligible current and non-current assets.

Cash and cash equivalents comprise cash on hand and in banks and demand deposits with banks with original maturity less than 3 months which can be withdrawn at any time without prior notice or penalty on the principal.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, in banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand, book overdraft and are considered part of the Company's cash management system.

(b) Financial asset (debt Instrument) at FVTOCI

A debt instrument shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- the objective of the business model is achieved by both collecting contractual cash flows and selling financial assets and
- the asset's contractual cash flow represent SPPI debt instruments included within FVTOCI category are measured initially as well as at each reporting period at fair value plus transaction costs.

Fair value movements are recognised in Other Comprehensive Income ("OCI"). However, the Company recognises interest income, impairment losses & reversals and foreign exchange gain loss in Profit or Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit and loss. Interest earned is recognised under the expected interest rate (EIR) model.

Currently the Company has not classified any debt instrument under this category.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(c) Equity instruments at FVTOCI and FVTPL

All equity instruments are measured at fair value other than investment in subsidiaries, joint venture and associate. Equity instruments held for trading are classified as FVTPL. For all other equity instruments, the Company may make an irrevocable election to present subsequent changes in the fair value in OCI. The Company makes such election on an instrument-by-instrument basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividend are recognised in OCI which is not subsequently recycled to Profit or Loss.

Currently the Company has not classified any equity instrument at FVTOCI.

If the Company decides to classify an equity instrument as at FVTPL, then all fair value changes on the instrument and dividend are recognised in Profit or Loss.

(d) Equity investments in Subsidiaries and Associates

All equity investment in subsidiaries and associates are measured at cost less provision for impairment loss, if any.

(e) Financial assets at FVTPL

FVTPL is a residual category for financial assets. Any financial asset which does not meet the criteria for categorization as at amortised cost or as FVTOCI, is classified as FVTPL. In addition, the Company may elect to designate the financial asset, which otherwise meets amortised cost or FVTOCI criteria, as FVTPL if doing so eliminates or significantly reduces a measurement or recognition inconsistency.

Earmarked Funds

Earmarked Funds represent deposits, margins, etc. held for specific purposes. These amounts are invested and the same are earmarked in the Balance Sheet. Investment income earned on financial instrument measured at amortised cost is credited to respective earmarked liabilities and not credited to the Statement of Profit or Loss. The Gain / (Loss) on Fair Value of the investments from these earmarked funds are shown as liabilities / asset and are not routed through the Profit or Loss.

Financial liabilities

(a) Financial liabilities at amortised cost

Financial liabilities at amortised cost represented by trade and other payables are initially recognised at fair value, and subsequently carried at amortised cost using the effective interest method.

(b) Financial liabilities at FVTPL

Financial liabilities at FVTPL represented by contingent consideration that are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Equity Instruments (Share capital)

Ordinary shares: - Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares or buyback of existing equity shares are recognised as a deduction from equity, net of any tax effect (if any).

(v) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(vi) Property, Plant and Equipment

- (a) *Recognition and measurement:* Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. The cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.
- (b) *Depreciation:* The Company depreciates property, plant and equipment over the estimated useful life on a written down method basis from the date the assets are ready for intended use. The estimated useful life of assets for the current and comparative period of significant items of property, plant and equipment are as prescribed by Schedule II of the Companies Act, 2013 which are as follows:

Category	Useful life
Buildings	60 years
Plant and equipment	15 years
Electrical installations	10 years
Computer hardware and networking equipment – owned	3-6 years
Furniture, fixtures and office equipment	5-10 years
Motor vehicles	8 years

Freehold land is not depreciated.

Depreciation methods, useful life and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

When parts of an item of property, plant and equipment have different useful life, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognised in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the standalone financial statements upon sale or disposition of the asset and the resultant gains or losses are recognised in the Profit or Loss. The date of disposal of an item of property, plant and equipments is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work-in-progress.

(vii) Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortised over their respective estimated useful life on a "Written Down Value", from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful life of intangibles are as follows:

Category	Useful life
Computer software	3-6 years

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

Amortisation methods, useful life and residual values are reviewed at each reporting date, with the effect of any changes in estimate accounted for on a prospective basis.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognised in profit or loss when the asset is derecognised.

(viii) Leases:

As a Lessee:

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

1. the contract involves the use of an identified asset;
2. the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and
3. the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

As a Lessor:

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

(ix) Impairment

(a) Financial assets carried at amortised cost and FVTOCI

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL. Lifetime ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

The Company has used a practical expedient by computing the expected credit loss allowance for trade receivable based on a detailed analysis of trade receivable by individual departments.

ECL impairment loss allowance (or reversal) recognised during the year is recognised as income / expense in the Statement of Profit and Loss.

Financial assets measured at amortised cost, contractual revenue receivable: ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(b) Impairment of equity investments measured at cost

Investments in subsidiaries and associates which are measured at cost are tested for impairment at the end of each reporting period. Any impairment loss is recognized in the statement of profit and loss, if the amount of impairment loss decreases subsequently then the previously recognized impairment loss is reversed in the statement of profit and loss.

(c) Non-financial assets:

The Company assesses at each reporting date whether there is any observable evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the amount of impairment loss. An impairment

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognised in profit or loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, then the previously recognised impairment loss is reversed through profit or loss except for goodwill.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

(d) Impairment of Goodwill

Goodwill is tested for impairment on an annual basis. Any Impairment loss for goodwill is recognized in profit or loss. An Impairment loss recognized for goodwill is not reversed in subsequent periods.

(x) Employee Benefits

The Company participates in various employee benefit plans. Post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related actuarial and investment risks fall on the employee. The expenditure for defined contribution plans is recognised as expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Company. The present value of the defined benefit obligations is calculated using the projected unit credit method.

The Company has the following employee benefit plans:

(a) Gratuity:

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The Company's obligation in respect of the gratuity plan, which is a defined benefit plan, is provided for based on actuarial valuation using the projected unit credit method.

Actuarial gains or losses are recognised in other comprehensive income. Further, the profit or loss does not include an expected return on plan assets. Instead net interest recognised in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognised as part of re-measurement of net defined liability or asset through Other Comprehensive Income.

Remeasurements comprising actuarial gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are not reclassified to profit or loss in subsequent periods.

(b) Compensated absences:

The employees of the Company are entitled to compensated absences. The employees can carry forward a portion of the unutilised accumulating compensated absences and utilise it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognises accumulated compensated absences based on actuarial valuation. Non-accumulating compensated absences are recognised in the period in which the absences occur. The Company recognises actuarial gains and losses immediately in the Statement of Profit and Loss.

(c) **Provident fund, pension fund and new national pension scheme:**

The Company offers its employees defined contribution plan in the form of provident fund, family pension fund and new national pension scheme. The Company recognises contribution made towards provident fund, family pension fund and new national pension scheme in the Statement of Profit and Loss.

The employer and employees' contribution to provident fund is managed by BSE Employees' Provident Fund Trust. The trust invests in specific designated instruments as permitted by Indian law. The remaining portion is contributed to the government administered pension fund. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the Government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the Trust and the notified interest rate.

(xi) **Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability.

Provisions are reviewed at each balance sheet date adjusted to reflect the current best estimates. Contingent liabilities are recognized when economic outflow is probable and disclosed when economic outflow is possible. Contingent assets are not disclosed but recognized when economic inflow is certain.

(xii) **Revenue**

The Company has applied Ind AS 115 Revenue from Contracts with Customers which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised.

The Company derives revenue primarily from Services to Corporate and Securities Services. The Company recognises revenue when the significant terms of the arrangement are enforceable, services have been delivered and the collectability is reasonably assured. The method for recognizing revenues and costs depends on the nature of the services rendered:

(a) **Time and service contracts**

Revenues and costs relating to time and service contracts are recognised as the related services are rendered.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(b) Annual / monthly Fee

Annual / monthly fee is recognised ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognised on a straight line basis over the specified period or under some other method that better represents the stage of completion.

The Company accounts for volume discounts and pricing incentives to customers by reducing the amount of revenue recognised at the time of sale / services rendered. Revenues are shown net of goods and service tax and applicable discounts and allowances.

(xiii) Investment income and interest expense

Investment income consists of interest income on funds invested, dividend income and gains on the disposal of financial assets measured at FVTPL and amortised cost.

Interest income on bond is recognised as it accrues in the Statement of Profit and Loss, using the effective interest rate (EIR) method and interest income on deposits with banks is recognised on a time proportion accrual basis taking into the account the amount outstanding and the rate applicable.

Dividend income is recognised in the Profit or Loss on the date that the Company's right to receive payment is established.

(xiv) Income tax

Income tax comprises current and deferred tax. Income tax expense is recognised in the Profit or Loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

(a) Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted at the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realize the asset and liability simultaneously.

(b) Deferred income tax

Deferred income tax is recognised using the balance sheet approach. Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in standalone financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred income tax liabilities are recognised for all taxable temporary differences.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

The Company recognises interest levied and penalties related to income tax assessments in income tax expenses.

(xv) Earnings per share

The Company reports basic and diluted earnings per share in accordance with Ind AS 33 on Earnings per share. Basic earnings per share is computed using the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for bonus shares, consolidation of shares, etc. as appropriate.

(xvi) Current / Non-current classification

The Company present assets and liabilities in the balance sheet based on current / non-current classification

Assets: An asset is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded;
- (c) it is expected to be realised within twelve months after the balance sheet date; or
- (d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for atleast twelve months after the balance sheet date
- (e) All other assets are classified as non-current.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- (a) it is expected to be settled in, the entity's normal operating cycle;
- (b) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or
- (c) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.
- (d) All other liabilities are classified as non-current.
- (e) Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

2. SIGNIFICANT ACCOUNTING POLICIES (Contd.)..

(xvii) Dividend

The Company recognises a liability to pay dividend to equity holders of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(xviii) Accounting Pronouncements effective from current financial year

The Ministry of Corporate Affairs has vide notification dated March 23, 2022 notified Companies (Indian Accounting Standards) Amendment Rules, 2022 which amends certain accounting standards, and are effective April 1, 2022.

- (a) **Ind AS 103 – Reference to Conceptual Framework** - The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.
- (b) **Ind AS 16 – Property Plant and equipment** - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment.
- (c) **Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets** - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).
- (d) **Ind AS 109 – Annual improvements to Ind AS (2021)** - The amendment clarifies which fees an entity includes when it applies the '10%' test in assessing whether to derecognise a financial liability. An entity includes only fees paid or received between the entity (the borrower) and the lender, including fees paid or received by either the entity or the lender on the other's behalf.

These amendments are not expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

3. PROPERTY, PLANT AND EQUIPMENT

PARTICULARS	Freehold land	Buildings	Plant and equipments	Electrical installations	Computers		Furniture and fixtures	Office equipments	Motor vehicles	Total
					Hardware and networking equipments - owned	Hardware and networking equipments - on lease				
Cost										
Balance as at April 01, 2021	1,056	3,417	1,878	3,194	15,471	130	800	1,234	-	27,180
Additions during the year	-	-	7	11	1,254	-	2	66	-	1,340
Deductions / adjustments	-	-	18	3	3,732	-	17	14	-	3,784
Balance as at March 31, 2022	1,056	3,417	1,867	3,202	12,993	130	785	1,286	-	24,736
Balance as at April 01, 2022	1,056	3,417	1,867	3,202	12,993	130	785	1,286	-	24,736
Additions during the year	-	-	157	202	7,051	-	78	200	73	7,761
Transfer from Investment Properties	10	360	-	-	-	-	-	-	-	370
Deductions / adjustments	-	-	50	50	67	-	8	66	-	241
Balance as at March 31, 2023	1,066	3,777	1,974	3,354	19,977	130	855	1,420	73	32,626
Accumulated depreciation										
Balance as at April 1, 2021	-	1,533	1,214	2,542	11,423	130	629	1,182	-	18,653
Depreciation for the year	-	156	127	181	1,895	-	49	45	-	2,453
Deductions / adjustments	-	-	16	3	3,732	-	14	14	-	3,779
Balance as at March 31, 2022	-	1,689	1,325	2,720	9,586	130	664	1,213	-	17,327
Balance as at April 1, 2022	-	1,689	1,325	2,720	9,586	130	664	1,213	-	17,327
Depreciation for the year	-	130	117	176	2,799	-	44	82	5	3,353
Transfer from Investment Properties	-	108	-	-	-	-	-	-	-	108
Deductions / adjustments	-	-	42	46	61	-	7	66	-	222
Balance as at March 31, 2023	-	1,927	1,400	2,850	12,324	130	701	1,229	5	20,566
Net Book Value										
As at March 31, 2023	1,066	1,850	574	504	7,653	-	154	191	68	12,060
As at March 31, 2022	1,056	1,728	542	482	3,407	-	121	73	-	7,409

Note:

The carrying value of land & building as on 31st March, 2023 is ₹ 2,916 (₹ 2,784 as on 31st March, 2022) shown under the head "Property Plant and Equipment" in the books of accounts. Out of which, the land and building having a carrying amount of ₹ 315 (₹ 381 as at March 31, 2022), includes two properties for which title deeds are not available and for the remaining two properties, the title deeds are in the name of erstwhile legal entity. Further, the process for transfer of the same in the name of BSE is currently under process.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

3.1 CAPITAL WORK-IN-PROGRESS AGEING SCHEDULE

PARTICULARS	Amount in CWIP for a period of				Total
	less than 1 year	1-2 year	2-3 years	more than 3 years	
As at March 31, 2023					
Projects in progress	12	-	-	-	12
Projects temporarily suspended	-	-	-	-	-
Total	12	-	-	-	12
As at March 31, 2022					
Projects in progress	182	-	-	-	182
Projects temporarily suspended	-	-	-	-	-
Total	182	-	-	-	182

4 INVESTMENT PROPERTIES

PARTICULARS	Freehold Land	Buildings	Total
Cost			
Balance as at April 01, 2021	10	516	526
Additions during the year	-	-	-
Deductions / adjustments	-	-	-
Balance as at March 31, 2022	10	516	526
Balance as at April 01, 2022	10	516	526
Additions during the year	-	-	-
Transfer to property, plant and equipment	(10)	(360)	(370)
Deductions / adjustments	-	-	-
Balance as at March 31, 2023	-	156	156
Accumulated depreciation and impairment			
Balance as at April 01, 2021	-	134	134
Depreciation for the year	-	19	19
Deductions / adjustments	-	-	-
Balance as at March 31, 2022	-	153	153
Balance as at April 01, 2022	-	153	153
Depreciation for the year	-	21	21
Transfer to property, plant and equipment	-	(108)	(108)
Deductions / adjustments	-	-	-
Balance as at March 31, 2023	-	66	66
Net Book Value			
As at March 31, 2023	-	90	90
As at March 31, 2022	10	363	373

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

4. INVESTMENT PROPERTIES (Contd.)..

Notes:

- The fair value of the Company's investment properties as at March 31, 2023 and March 31, 2022 are based on annual evaluation performed by the management.
- Details of the Company's investment properties and information about the fair value hierarchy as at March 31, 2023 and March 31, 2022 are as follows:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Fair value of Building (based on municipal value)	54,900	32,045
Fair value hierarchy	Level 3	Level 3

- Amount recognised in Statement of Profit and Loss for Investment Property

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Rental income derived from investment properties	1,205	1,508
Direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the year)	196	160

- All operating lease contracts contain market review clauses in the event that the lessee exercises its option to renew. The lessee does not have an option to purchase the property at the expiry of the lease period.

- Minimum lease payments receivable under non-cancellable operating lease of investments properties are as follows:

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Not later than 1 year	399	208
Later than 1 year and not longer than 5 years	176	294
Later than 5 years	-	-

- No contingent rent recognised / (adjusted) in the Profit or Loss in respect of operating lease.

5. OTHER INTANGIBLE ASSETS

PARTICULARS	Software	Total
Cost		
Balance as at April 01, 2021	10,192	10,192
Additions during the year	859	859
Deductions / adjustments	-	-
Balance as at March 31, 2022	11,051	11,051
Balance as at April 01, 2022	11,051	11,051
Additions during the year	3,768	3,768
Deductions / adjustments	76	76
Balance as at March 31, 2023	14,743	14,743

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

5. OTHER INTANGIBLE ASSETS (Contd.)..

PARTICULARS	Software	Total
Accumulated amortisation		
Balance as at April 01, 2021	7,341	7,341
Amortisation for the year	1,664	1,664
Deductions / Adjustments	-	-
Balance as at March 31, 2022	9,005	9,005
Balance as at April 01, 2022	9,005	9,005
Amortisation for the year	1,524	1,524
Deductions / adjustments	72	72
Balance as at March 31, 2023	10,457	10,457
PARTICULARS	Software	Total
Net Book Value		
As at March 31, 2023	4,286	4,286
As at March 31, 2022	2,046	2,046

6 INTANGIBLE ASSET UNDER DEVELOPMENT AGEING SCHEDULE

PARTICULARS	Amount in CWIP for a period of				Total
	less than 1 year	1-2 year	2-3 years	more than 3 years	
As at March 31, 2023					
Projects in progress	74	58	30	-	162
Projects temporarily suspended	-	-	-	-	-
Total	74	58	30	-	162
As at March 31, 2022					
Projects in progress	211	47	-	-	258
Projects temporarily suspended	-	-	-	-	-
Total	211	47	-	-	258

6 INTANGIBLE ASSETS UNDER DEVELOPMENT COMPLETION SCHEDULE

PARTICULARS	Amount in CWIP for a period of				Total
	less than 1 year	1-2 year	2-3 years	more than 3 years	
As at March 31, 2023					
Ongoing software development	162	-	-	-	162
Total	162	-	-	-	162

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

7. INVESTMENTS IN SUBSIDIARIES

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Non-current Investments				
Un-quoted Investments (all fully paid)				
Investment in Equity Instruments at Cost				
Wholly owned subsidiaries				
- Indian Clearing Corporation Limited (Equity shares of ₹ 1 each)	3,54,00,00,000	35,400	3,54,00,00,000	35,400
- BSE Technologies Private Limited (Formerly known as Marketplace Technologies Private Limited) (Equity shares of ₹ 1 each)	25,00,00,000	4,250	25,00,00,000	4,250
- BSE Institute Limited (Equity shares of ₹ 1 each)	50,00,00,000	5,000	50,00,00,000	5,000
- BSE Investments Limited (Equity shares of ₹ 1 each)	53,00,00,000	5,300	50,50,00,000	5,050
- BSE Sammaan CSR Limited* (Equity shares of ₹ 10 each)	-	-	26,00,000	260
- BSE Administration and Supervision Limited (Equity shares of ₹ 1 each)	1,00,00,000	100	1,00,00,000	100
Other subsidiaries				
- India International Exchange (IFSC) Limited (Equity shares of ₹ 1 each) (Voting right - 61.93%, (March 31, 2022 - 61.93%))	1,45,54,50,000	14,555	1,45,54,50,000	14,555
- India International Clearing Corporation (IFSC) Limited (Equity shares of ₹ 1 each) (Voting right - 59.93%, (March 31, 2022 - 59.93%))	80,00,00,000	8,000	80,00,00,000	8,000
- BSE CSR Integrated Foundation* (Equity shares of ₹ 10 each) (Voting right - 75%, (March 31, 2022 - 75%))	37,500	4	37,500	4
- BFSI Sector Skill Council of India* (Equity shares of ₹ 1 each) (Voting right - 48.78%, (March 31, 2022 - 48.78%))	1,00,00,000	100	1,00,00,000	100
		72,709		72,719
Less : Provision for diminution		(104)		(364)
Total		72,605		72,355
Aggregate book value of quoted investments		-		-
Aggregate market value of quoted investments		-		-
Aggregate carrying value of un-quoted investments		72,709		72,719
Aggregate amount of impairment in value of investments in subsidiaries		104		364

Note:

Principal place of business of all the above investments are based out in India.

* The investment in these subsidiaries have been fully provided for.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

8. INVESTMENTS IN ASSOCIATES

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Non-current Investments				
Associate - Investments in equity shares measured at cost				
Un-quoted Investments (all fully paid)				
- Asia Index Private Limited (Equity shares of ₹ 10 each) (Voting right - 50%, (March 31, 2022 - 50%))	5,000	1	5,000	1
Total (A)		1		1
Aggregate carrying value of un-quoted investments		1		1
Aggregate amount of impairment in value of investments in joint ventures		-		-
Associate				
Quoted Investments (all fully paid)				
- Central Depository Services (India) Limited (Equity shares of ₹ 10 each) (Voting right - 20%*, (March 31, 2022 - 20%))	1,56,75,000	3,542	2,09,00,000	4,722
Less : Impairment		-		-
Total (B)		3,542		4,722
Total (A+B)		3,543		4,723
Aggregate carrying value of quoted investments		3,542		4,722
Aggregate market value of quoted investments		1,42,447		3,09,393
Aggregate carrying value of un-quoted investments		1		1
Aggregate amount of impairment in value of investments in associate		-		-

Note: Principal place of business of all the above investments are based out in India.

8.1. Asset held for sale

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Quantity	Amount	Quantity	Amount
Investment in Central Depository Services (India) Limited	52,25,000	1,180	-	-
Total asset held for sale		1,180		-

***Note**

The Board of Directors of the Company in their meeting held on February 07, 2023 had accorded approval for sale of the Company's 5% stake in one of the associates i.e. Central Depository Services (India) Limited. Consequently, the said investment has been classified under asset held for sale as per requirements of Ind AS and has been measured accordingly, as at the Balance Sheet date. The sale is estimated to be completed in near future.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current investments		
Un-quoted investments (all fully paid)		
Investment in equity instruments at FVTPL		
- Calcutta Stock Exchange Limited (Equity share of ₹ 1 each)	-	-
Total investment in equity instruments at FVTPL	-	-
Quoted investments		
Investments in bonds and debentures measured at amortised cost		
Owned		
- Bonds	35,567	2,032
- Non-convertible debentures	1,501	1,501
	37,068	3,533
Less : Provision for diminution	-	-
Total non-current investments	37,068	3,533
Aggregate amount of quoted investments	37,068	3,533
Market value of quoted investments	37,068	3,533
Current investments		
Quoted investments		
Investments in mutual funds measured at FVTPL		
Owned		
- Units of growth oriented debt schemes of mutual funds	24,893	1,07,365
- Investment in exchange traded funds	4,735	4,655
	29,628	1,12,020
Earmarked		
- Units of growth oriented debt schemes of mutual funds	2,719	3,230
	2,719	3,230
Current portion of non-current investments		
Quoted investments		
Investments in debentures measured at amortised cost		
Owned		
- Bonds and Non Convertible Debentures	12,282	1,700
Investments in Mutual Funds measured at FVTPL		
Owned		
- Units of Dividend Oriented Debt Schemes of Mutual Funds	-	-
	12,282	1,700
Accrued interest	1,074	126
Less : Provision for diminution	1,654	1,700
Total current investments	44,049	1,15,376
Aggregate amount of quoted investments	45,703	1,17,076
Market value of quoted investments	43,951	1,15,376
Aggregate amount of unquoted investments	-	-
Market value of unquoted investments	-	-
Aggregate amount of impairment in value of investments	1,654	1,700

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	COMPANY NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Quantity	Amount	Quantity	Amount
Non-Current Investments					
(a) Own					
Trade Investment					
1	Equity Shares of Calcutta Stock Exchange Ltd. of ₹ 1/- each	30,875	-	30,875	-
Total			-		-

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
(a) Own					
Investments in Debentures (Quoted)					
Bonds and Non Convertible Debentures					
1	7.74% State Bank of India 09-Sep-2025	150	1,501	150	1,501
2	7.15% Karnataka SDL 09-Oct-2028	10,00,000	1,026	10,00,000	1,031
3	7.95% Bank of Baroda 26-Nov-2026	10	1,000	10	1,001
4	9.14% Karnataka SDL 28-May-2024	10,00,000	1,036	-	-
5	8.96% Maharashtra SDL 09-Jul-2024	2,01,900	209	-	-
6	6.7% Tamilnadu SDL 16-Oct-2024	5,00,000	504	-	-
7	9.1% West Bengal SDL 27-Aug-2024	1,33,000	138	-	-
8	9.01% Gujarat SDL 25-Jun-2024	1,36,000	140	-	-
9	6.68% AP SDL 15-Apr-2024	10,00,000	1,002	-	-
10	8.83% Tamilnadu SDL 11-Jun-2024	5,00,000	513	-	-
11	9.18% AP SDL 28-May-2024	20,000	20	-	-
12	8.96% Tamilnadu SDL 09-Jul-2024	5,80,000	594	-	-
13	8.45% Assam SDL 06-Mar-2029	20,000	21	-	-
14	7.24% UP SDL 19-Jan-2032	5,00,000	483	-	-
15	7.71% AP SDL 25-May-2032	5,00,000	497	-	-
16	7.7% Maharashtra SDL 25-May-2032	10,00,000	994	-	-
17	7.86% Maharashtra SDL 08-Jun-2030	10,00,000	1,004	-	-
18	8.24% Kerala SDL 13-May-2025	5,00,000	509	-	-
19	8.07% Kerala SDL 15-Apr-2025	4,50,000	456	-	-
20	8.17% Tamilnadu SDL 26-Nov-2025	10,00,000	1,021	-	-
21	7.98% Karnataka SDL 14-Oct-2025	15,00,000	1,520	-	-
22	8.46% Gujarat SDL 10-Feb-2026	30,000	31	-	-
23	8.27% Tamilnadu SDL 23-Dec-2025	60,000	61	-	-
24	8.27% MP SDL 23-Dec-2025	3,00,000	306	-	-
25	8.29% Kerala SDL 29-Jul-2025	5,00,000	509	-	-
26	8.88% West Bengal SDL 24-Feb-2026	1,63,000	170	-	-
27	8.08% West Bengal SDL 25-Feb-2025	3,15,700	322	-	-
28	7.83% Assam SDL 20-Jul-2032	5,00,000	505	-	-

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
29	8.27% Karnataka SDL 13-Jan-2026	1,00,000	103	-	-
30	8.65% Rajasthan SDL 24-Feb-2026	1,23,000	128	-	-
31	8.2% Gujarat SDL 24-Jun-2025	1,00,000	102	-	-
32	7.37% Karnataka SDL 09-Nov-2026	15,00,000	1,510	-	-
33	7.78% West Bengal SDL 01-Mar-2027	50,000	51	-	-
34	8.32% Puducherry SDL 29-Jul-2025	2,70,000	276	-	-
35	8.27% West Bengal SDL 23-Dec-2025	1,00,000	103	-	-
36	8.29% Rajasthan SDL 29-Jul-2025	1,19,300	122	-	-
37	8.08% Karnataka SDL 11-Mar-2025	2,40,300	245	-	-
38	8.22% Tamilnadu SDL 13-May-2025	4,42,800	452	-	-
39	8.3% Jharkhand SDL 29-Jul-2025	3,50,000	359	-	-
40	8.26% AP SDL 12-Aug-2025	3,70,300	380	-	-
41	8% Tamilnadu SDL 28-Oct-2025	9,19,700	937	-	-
42	9.4% West Bengal SDL 23-Apr-2024	5,00,000	512	-	-
43	8.1% Meghalaya SDL 13-Nov-2025	1,33,300	136	-	-
44	7.39% Maharashtra SDL 09-Nov-2026	5,00,000	504	-	-
45	7.17% Karnataka SDL 27-Nov-2029	5,00,000	494	-	-
46	7.18% Tamilnadu SDL 26-Jul-2027	1,07,000	107	-	-
47	8.43% Tripura SDL 08-Aug-2028	5,00,000	522	-	-
48	8.47% Gujarat SDL 21-Aug-2028	1,00,000	105	-	-
49	8.52% Karnataka SDL 28-Nov-2028	4,10,600	432	-	-
50	7.61% Tamilnadu SDL 15-Feb-2027	1,50,000	152	-	-
51	7.65% Gujarat SDL 06-Jul-2029	6,74,800	684	-	-
52	7.24% Assam SDL 29-Jan-2030	15,00,000	1,485	-	-
53	8.08% Maharashtra SDL 26-Dec-2028	4,00,000	413	-	-
54	7.69% Mizoram SDL 25-May-2031	1,50,000	152	-	-
55	7.76% Himachal Pradesh SDL 06-Jul-2030	5,00,000	509	-	-
56	8.32% Chhattisgarh SDL 13-Jan-2026	5,00,000	516	-	-
57	8.21% Maharashtra SDL 09-Dec-2025	10,00,000	1,030	-	-
58	8.13% Tamilnadu SDL 14-Jan-2025	20,00,000	2,029	-	-
59	8.05% Karnataka SDL 25-Feb-2025	25,00,000	2,537	-	-
60	8.03% Gujarat SDL 16-Apr-2025	5,00,000	507	-	-
61	8.94% Gujarat SDL 24-Sep-2024	5,00,000	511	-	-
62	8.73% Karnataka SDL 29-Oct-2024	99,600	102	-	-
63	8.9% Tamilnadu SDL 24-Sep-2024	1,70,000	174	-	-
64	6.43% HDFC LTD. 29-Sep-2025	100	966	-	-
65	7.7% HDFC LTD. 18-Nov-2025	100	990	-	-
66	9.24% HDFC LTD. 24-Jun-2024	13	131	-	-
67	9.5% HDFC LTD. 13-Aug-2024	50	508	-	-
Total			37,068		3,533

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
Current Investments					
(a) Own					
Investments in Mutual Funds measured at FVTPL					
Units of Growth Oriented Debt Schemes of Mutual Funds					
1	HDFC Corporate Bond Fund - Direct - Growth	-	-	2,65,90,047	7,041
2	IDFC Corporate Bond Fund - Direct - Growth Plan	-	-	3,39,39,089	5,444
3	L&T Triple Ace Bond Fund - Direct - Growth Plan	-	-	1,22,55,566	7,704
4	Invesco India Corporate Bond Fund Direct - Growth Plan	-	-	1,27,837	3,496
5	HDFC Liquid Fund - Direct - Growth Plan	42,825	1,894	40,084	1,677
6	ICICI Prudential Liquid Fund - Growth	20,063	67	20,064	63
7	Tata Liquid Fund - Direct - Growth	-	-	1,45,679	4,896
8	Axis Corporate Debt Fund - Direct - Growth	-	-	2,23,50,205	3,187
9	IDFC Banking & PSU Debt Fund - Direct - Growth	-	-	1,09,72,612	2,238
10	Kotak Bond Fund - Direct - Growth	-	-	24,70,598	1,685
11	Kotak Corporate Bond Fund - Direct - Growth	-	-	50,255	1,574
12	UTI Corporate Bond Fund - Direct - Growth	-	-	1,20,55,240	1,616
13	Edelweiss Arbitrage Fund Direct Growth Plan	-	-	31,02,737	512
14	Tata Arbitrage Fund Direct Growth	-	-	2,61,53,880	3,135
15	Nippon IndiaNivesh Lakshya Fund Direct - Growth Plan	6,34,74,713	9,498	7,16,88,726	10,223
16	Sundaram Corporate Bond Fund Direct - Growth Plan	-	-	38,89,628	1,302
17	Nippon India Fixed Horizon Fund XXXVII Series 6 - 1417D - Dir - Growth	-	-	1,00,00,000	1,368
18	Aditya Birla Sunlife Corporate Bond Fund - Direct -Growth	-	-	51,70,753	4,716
19	DSP Corporate Bond Fund - Direct - Growth	-	-	76,16,886	1,014
20	HDFC Balanced Advantage Fund - Direct - Growth	-	-	1,72,968	523
21	ICICI Balanced Advantage Fund - Direct - Growth	9,38,920	543	9,38,920	509
22	Invesco India Medium Duration Fund - Direct - Growth	-	-	99,995	1,031
23	Invesco India Short Term Fund - Direct - Growth	-	-	82,394	2,608
24	Invesco India Money Market Fund - Dir - Growth	57,554	1,536	-	-
25	Kotak Floating Rate Fund - Direct - Growth	-	-	1,68,693	2,070
26	Kotak Balanced Advantage Fund - Direct - Growth	-	-	33,44,091	503
27	Nippon India Balanced Advantage Fund - Direct - Growth	-	-	3,82,100	501
28	Nippon India Corporate Bond Fund - Direct - Growth	-	-	1,06,46,034	5,273
29	Axis Liquid Fund - Direct - Growth	-	-	53,526	1,265
30	Baroda BNP Paribas Liquid Fund - Plan B - Direct - Growth	65,655	1,704	1,57,021	3,852
31	Canara Robeco Liquid Fund - Direct - Growth	72,550	1,956	-	-
32	HSBC Cash Fund - Direct - Growth	-	-	44,027	933
33	ICICI Prudential Liquid Fund - Direct - Growth	-	-	1,07,462	339
34	Kotak Liquid Fund - Direct - Growth	14,079	640	-	-

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
35	Mirae Asset Cash Management Fund - Direct - Growth	-	-	28,551	642
36	Nippon India Liquid Fund - Direct - Growth	6,250	344	17,339	903
37	SBI Liquid Fund - Direct - Growth	10,815	381	-	-
38	Sundaram Liquid Fund - Direct - Growth	1,09,844	2,184	-	-
39	Tata Floating Rate Fund - Direct - Growth	-	-	99,99,500	1,029
40	Tata Money Market Fund - Direct - Growth	25,927	1,050	-	-
41	UTI Treasury Advantage Fund - Direct - Growth	84,869	2,586	-	-
42	Invesco India Arbitrage Fund Direct Growth	-	-	18,42,601	501
43	Aditya Birla Sun Life Fixed Term Plan Series PU 1463 Days Direct - Growth	-	-	1,00,00,000	1,365
44	Aditya Birla Sun Life Fixed Term Plan Series PV 1462 Days Direct - Growth	-	-	1,00,00,000	1,366
45	Aditya Birla Sun Life Fixed Term Plan - Series RC (1295 days) Direct - Growth	-	-	2,00,00,000	2,612
46	Aditya Birla Sun Life Fixed Term Plan - Series RL (1254 days) Direct Growth	-	-	40,00,000	518
47	DSP FMP Series 269 - 160 Days - Direct - Growth	49,99,750	510	-	-
48	HDFC Fixed Maturity Plan 1274D October 2018 Direct Growth	-	-	1,00,00,000	1,321
49	ICICI Prudential Fixed Maturity Plan - Series 84 1286 Days - Plan F - Direct Growth	-	-	50,00,000	661
50	ICICI Prudential Fixed Maturity Plan - Series 84 1275 Days - Plan K - Direct Growth	-	-	1,00,00,000	1,320
51	Invesco India Fixed Maturity Plan Series 31-Plan D-1468D-Direct Growth	-	-	1,00,00,000	1,367
52	Kotak Fixed Maturity Plan Series 226 - 1470D - Direct - Growth	-	-	1,00,00,000	1,367
53	Kotak Fixed Maturity Plan Series 248 - 1300 Days Direct Growth	-	-	1,00,00,000	1,334
54	Kotak Fixed Maturity Plan Series 250 - 1314 Days Direct Growth	-	-	1,00,00,000	1,326
55	Nippon IndiaFixed Horizon Fund XXXIX Series 4 - 1323 Days - Direct - Growth	-	-	1,00,00,000	1,349
56	Nippon IndiaFixed Horizon Fund XXXIX Series 6 - 1316 Days - Direct - Growth	-	-	1,00,00,000	1,342
57	Nippon IndiaFixed Horizon Fund XXXIX Series 9 - 1296 Days - Direct - Growth	-	-	1,00,00,000	1,329
58	Nippon IndiaFixed Horizon Fund XXXIX Series 14 - 1275 Days - Direct - Growth	-	-	1,20,00,000	1,579
59	UTI Fixed Term Income Fund Series XXX - VIII (1286 days) Direct Growth	-	-	50,00,000	665
60	UTI Fixed Term Income Fund Series XXX - X (1267 days) Direct Growth	-	-	50,00,000	660
61	Kotak Equity Arbitrage Fund Direct Growth	-	-	16,13,848	511
	Total		24,893		1,07,365

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
(a) Own					
Investment in Exchange Traded Funds					
1	ICICI Prudential Sensex Iwin - Exchange Traded Fund	1,08,259	704	1,08,259	689
2	ICICI Prudential Midcap Select - Exchange Traded Fund	1,15,500	107	1,15,500	119
3	ICICI Prudential MF-BHARAT 22 - Exchange Traded Fund	1,40,000	82	1,40,000	67
4	HDFC Sensex - Exchange Traded Fund	6,00,000	3,842	6,00,000	3,780
	Total		4,735		4,655
(b) Earmarked					
Units Of Growth Oriented Debt Schemes Of Mutual Funds					
1	Mirae Asset Cash Management Fund Direct -Growth - Investor Services Fund	29,466	700	36,433	819
2	Mirae Asset Cash Management Fund Direct -Growth - (Commodity)	282	7	165	4
3	Mirae Asset Cash Management Fund Direct -Growth - (SEBI Regulatory Fees)	39	1	37	1
4	Axis Liquid Fund - Direct -Growth - Investor Services Fund	38,027	951	59,392	1,403
5	ICICI Prudential Liquid Fund - Direct -Growth - Investor Services Fund	3,18,134	1,060	3,18,134	1,003
	Total		2,719		3,230
Current Portion of Long Term Investments (At cost, unless otherwise specified)					
Own					
Investments in Debentures (Quoted)					
Bonds and Non Convertible Debentures					
1	8.90%-IL&FS Financial Services Limited-21-Mar-2019	20,000	146	20,000	200
2	9.95%-Infrastructure Leasing & Financial Services Limited-04-Feb-2019	1,00,000	1,000	1,00,000	1,000
3	8.75%-Infrastructure Leasing & Financial Services Limited-29-Jul-2020	50,000	500	50,000	500
4	9.51% Maharashtra SDL 11-Sep-2023	11,70,000	1,188	-	-
5	9.49% Tamilnadu SDL 18-Dec-2023	10,00,000	1,027	-	-
6	9.63% Maharashtra SDL 12-Feb-2024	3,20,500	329	-	-
7	9.55% Karnataka SDL 12-Feb-2024	1,00,000	103	-	-
8	9.39% Gujarat SDL 20-Nov-2023	6,60,000	672	-	-
9	9.39% Karnataka SDL 23-Oct-2023	4,93,300	500	-	-
10	9.39% Karnataka SDL 01-Aug-2023	10,00,000	1,010	-	-
11	9.54% Karnataka SDL 11-Sep-2023	1,30,000	131	-	-
12	9.79% Maharashtra SDL 25-Sep-2023	35,000	36	-	-
13	9.84% AP SDL 25-Sep-2023	33,000	33	-	-
14	9.26% AP SDL 16-Jan-2024	3,00,000	306	-	-
15	9.47% Tamilnadu SDL 26-Mar-2024	9,50,000	974	-	-
16	9.71% HR SDL 12-Mar-2024	8,30,000	852	-	-
17	9.37% Gujarat SDL 04-Dec-2023	1,00,000	102	-	-

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

9. OTHER INVESTMENTS (Contd.)..

Sr. No.	SCHEME NAME	Balance as on March 31, 2023		Balance as on March 31, 2022	
		Units	Amount	Units	Amount
18	9.35% Maharashtra SDL 30-Jan-2024	2,62,000	267	-	-
19	9.84% Uttarakhand SDL 26-Feb-2024	5,00,000	513	-	-
20	9.71% AP SDL 12-Mar-2024	10,00,000	1,024	-	-
21	9.41% Karnataka SDL 30-Jan-2024	1,75,000	178	-	-
22	8.25% Tamilnadu SDL 25-Apr-2023	34,000	34	-	-
23	9.6% Maharashtra SDL 14-Aug-2023	5,00,000	504	-	-
24	9.65% Karnataka SDL 14-Aug-2023	2,00,000	202	-	-
25	9.5% Gujarat SDL 11-Sep-2023	1,00,000	101	-	-
26	9.33% Maharashtra SDL 23-Oct-2023	1,00,000	101	-	-
27	9.5% Maharashtra SDL 18-Dec-2023	1,74,000	176	-	-
28	9.37% Maharashtra SDL 04-Dec-2023	30,000	30	-	-
29	9.37% Tamilnadu SDL 06-Nov-2023	2,40,000	243	-	-
	Total		12,282		1,700

10. TRADE RECEIVABLES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Trade receivables		
- Secured, considered good	3,485	3,997
- Unsecured, considered good	1,591	1,681
- Credit impaired	2,767	4,077
- Loss allowances	(3,164)	(4,501)
Total	4,679	5,254

- Trade receivables are dues in respect of services rendered in the normal course of business.
- The Normal credit period allowed by the Company ranges from 0 to 60 days.
- The Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a detailed analysis of trade receivable by individual departments.
- There are no dues from directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private companies respectively in which any director is a partner or a director or a member.
- Movement in expected credit loss allowance**

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Balance at the beginning of the year	4,501	5,153
Impairment loss allowance on trade receivable (net off bad debt written off)	(1,337)	(652)
Balance at the end of the year	3,164	4,501

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

10. TRADE RECEIVABLES (Contd.)..

10.1. Trade receivable ageing schedule

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments					Gross Total	ECL	Net Balance
			Less than 6 months	6 Months – 1 Year	1-2 years	2-3 years	More than 3 years			
As at March 31, 2023										
Undisputed										
- Considered Good	-	3,526	1,235	203	10	4	3	4,981	317	4,664
- which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	625	874	571	274	2,344	2,344	-
Disputed										
- Considered Good	-	-	17	13	-	1	-	31	16	15
- which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- credit impaired	-	-	-	114	88	118	167	487	487	-
Total	-	3,526	1,252	955	972	694	444	7,843	3,164	4,679
As at March 31, 2022										
Undisputed										
- Considered Good	-	4,149	1,192	248	32	7	-	5,628	398	5,230
- Which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- Credit impaired	-	-	111	675	629	644	233	2,292	2,292	-
Disputed										
- Considered Good	-	-	32	18	-	-	-	50	26	24
- Which have significant increase in credit risk	-	-	-	-	-	-	-	-	-	-
- Credit impaired	-	-	-	279	293	861	352	1,785	1,785	-
Total	-	4,149	1,335	1,220	954	1,512	585	9,755	4,501	5,254

11. OTHER FINANCIAL ASSETS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
(Unsecured, Considered good, unless otherwise stated)		
a Security deposits;		
- Deposit with public bodies and others	189	145
b Loans and advances to staff	28	36
c Bank deposits with remaining maturity more than 12 months		
- In deposit accounts - Owned	7,094	-
- In deposit accounts - Earmarked	9,256	7,665
d Accrued interest		
- On deposits - Owned	251	-
- On deposits - Earmarked	234	247
Total	17,052	8,093

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

11. OTHER FINANCIAL ASSETS (Contd)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
(Unsecured, Considered good, unless otherwise stated)		
a Loans and advances to staff	22	20
b Receivable from related parties		
- Due from subsidiaries (refer note 35)	73	83
c Others		
- Deposit with public bodies and others	17	17
d Deposits made under protest for property tax and others	9	9
Unsecured and considered doubtful		
Deposits made under protest for property tax and others	785	785
Less: Provision for doubtful advances	(785)	(785)
Total	121	129

12. CASH AND CASH EQUIVALENTS & OTHER BANK BALANCES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Balance with banks		
Owned		
- In current accounts	256	253
- In deposit accounts (Original maturity less than three months)	85	330
Total	341	583
Bank balance other than above		
Balance with banks		
Owned		
- In deposit accounts (Remaining maturity less than twelve months)	63,269	44,048
Earmarked		
- In current accounts (unpaid dividend) (refer note 12.1)	1,761	1,665
- In current accounts (refer note 12.1)	639	657
- In deposit accounts	25,926	27,030
Accrued interest		
- On deposits - Owned	2,114	1,478
- On deposits - Earmarked	1,007	589
Total	94,716	75,467

Note:

12.1. The above mentioned cash and bank balances are restricted cash and bank balances which are to be used for specified purposes. All other cash and bank balances are available for the operating activities of the Company.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

13. OTHER ASSETS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
Prepaid expenses	38	1
Total	38	1
Current		
Gratuity asset (net)	306	307
Prepaid expenses	327	307
Advance to creditors	565	306
Input credit receivable	640	456
Total	1,838	1,376

14. EQUITY SHARE CAPITAL

PARTICULARS	As at March 31, 2023		As at March 31, 2022	
	Amount	Nos	Amount	Nos
Authorised share capital:				
Equity shares of ₹ 2/- each	30,000	1,50,00,00,000	30,000	1,50,00,00,000
Issued share capital:				
Equity shares of ₹ 2/- each	2,748	13,74,12,891	2,748	13,74,12,891
Subscribed and paid-up share capital				
Equity shares of ₹ 2/- each fully paid-up.				
Outstanding share capital	2,709	13,54,62,891	2,705	13,52,67,891
Total	2,709		2,705	

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year

PARTICULARS	As at March 31, 2023	As at March 31, 2022
No. of shares at the beginning of the year	13,52,67,891	4,50,24,297
Additions during the year	1,95,000	65,000
Issue of Bonus Shares	-	9,01,78,594
No. of shares at the end of the year	13,54,62,891	13,52,67,891

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

14. EQUITY SHARE CAPITAL (Contd.)..

Aggregate number of equity shares allotted as fully paid up by way of bonus shares

PARTICULARS	As at March 31, 2023	As at March 31, 2022
2008-09	4,72,46,664	4,72,46,664
2009-10	4,20,000	4,20,000
2010-11	60,000	60,000
2011-12	60,000	60,000
2012-13	60,000	60,000
2013-14	60,000	60,000
2014-15	60,000	60,000
2016-17	1,20,000	1,20,000
2021-22	60,000	60,000
2021-22	9,01,78,594	9,01,78,594
2022-23	1,90,000	-
Total (*)	13,85,15,258	13,83,25,258

(*) Represent allotment of shares held in abeyance including bonus entitlements on such shares.

- (a) The Exchange has only one class of shares referred to as equity shares having a par value of ₹ 2/- . Each holder of equity shares is entitled to one vote per share.
- (b) Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the Exchange had allotted 5,000 equity shares of ₹ 2/- each to each of those card based Members of the erstwhile Bombay Stock Exchange Limited whose names appeared on the Register of Members under Rule 64 in accordance with Rules, Bye-laws and Regulations, on the Record Date fixed for the purpose.
- (c) Out of the total 4,77,75,000 equity shares of ₹ 2/- (including 4,41,00,000 bonus shares of ₹ 2/- each) issuable to the card based Members, the Exchange has allotted 4,70,60,000 equity shares (4,70,60,000 equity shares as on March 31, 2022) upon implementation of the BSE (Corporatisation and Demutualisation) Scheme, 2005 ("The Scheme"). The allotment of 7,15,000 equity shares (7,15,000 equity shares as on March 31, 2022) of ₹ 2/- each have been kept in abeyance for specific reasons pursuant to the provisions of the Scheme. However, all corporate benefits as declared from time to time, including dividend and bonus are accrued to all the 4,77,75,000 equity shares, as per the provisions of the Scheme. During the year 1,95,000 equity shares were released from share kept in abeyance and accordingly added to paidup equity share capital.
- (d) Pursuant to the approval of the Shareholders through Postal ballot as on March 14, 2022, the Company had allotted 13,74,12,891 (Including 14,30,000 abeyance Shares) Bonus Equity Shares of ₹ 2/- each in ratio of 2 (Two) Equity Share for 1 (one) Equity Share held (2:1) to the Equity Shareholder(s) whose names appeared in the Register of Members on March 22, 2022 i.e. the "Record Date". After the issue, the Equity Share Capital stood at ₹ 2,748.
- Consequently, the subscribed and paid up Equity Share Capital as on March 31, 2022 was ₹ 2,705 divided into 13,52,67,891 Equity Shares of ₹ 2/- each. Total no. of shares kept in abeyance are 19,50,000 shares as on March 31, 2023 (21,45,000 as on March 31, 2022).
- (e) As a part of the demutualisation process, the Exchange in order to fulfill its obligations under the Scheme and the Securities Contracts (Regulation) (Manner of Increasing and Maintaining Public Shareholding in Recognised Stock Exchanges) Regulations, 2006 (the SEBI Regulations) dated 13th November, 2006, and further amendments thereto on 23rd December, 2008, had issued shares to Deutsche Boerse AG (DBAG) and Singapore Exchange Limited (SGX).
- (f) i) The holders of equity shares are entitled to dividends, if any, proposed by the board of directors and approved by the shareholder at the Annual General Meeting.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of preferential amounts. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

14. EQUITY SHARE CAPITAL (Contd)..

(g) Details of shareholder holds more than 5 % of the Share Capital of the Company is as below:

NAME OF THE SHAREHOLDERS	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Percentage holding	No. of shares	Percentage holding
LIC Corporation of India Limited	75,76,500	5.60%	75,76,500	5.60%

15. OTHER EQUITY

PARTICULARS	As at March 31, 2023	As at March 31, 2022
General reserve	42,824	42,828
Capital reserve	66,179	66,179
Capital reserve on business combination	10,530	10,530
Retained earnings	1,04,658	1,06,474
Total	2,24,191	2,26,011

15.1 General reserve

The general reserve created from time to time transfer profits from retained earnings for appropriation purposes. As the general reserve created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in general reserve will not be reclassified to the Statement of Profit and Loss.

15.2 Capital reserve

Pursuant to the BSE (Corporatisation & Demutualisation) Scheme, 2005, (the Scheme) the balance in Contribution by Members, Forfeiture of Members Application Money, Technology Reserve, Stock Exchange building, Seth Chunnial Motilal Library, Charity, Income and Expenditure Account as at 19th August, 2005 as appearing in the Exchange are transferred to Capital Reserve being reserves which shall not be used for purposes other than the operations of the Exchange.

15.3 Retained earnings

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Opening Balance	1,06,474	96,474
Profit for the year	16,691	19,512
Other Comprehensive Income / (loss) arising from remeasurement of defined benefit obligation (net of income tax)	44	107
Amount available for appropriation	1,23,209	1,16,093
Appropriations		
- Dividend Paid	(18,551)	(9,619)
Closing balance	1,04,658	1,06,474

The same reflects surplus / deficit after taxes in the Statement of Profit and Loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.

The Board of Directors, in its meeting on May 11, 2023, have proposed a final dividend of ₹ 12/- per equity share of face value ₹ 2/- per share for the financial year ended March 31, 2023. The proposal is subject to the approval of shareholders at the Annual General Meeting to be held and if approved would result in a cash outflow of approximately ₹ 16,490.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

16. OTHER FINANCIAL LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non-current		
Accrued employee benefit expenses (refer note 16.4)	838	534
Other deposits	104	104
Total	942	638
Current		
Owned :		
Unpaid dividends (refer note 16.2)	176	162
Deposits received from trading members	8,323	8,179
Other deposits received from members	5,449	5,013
Other deposits	1,325	1,321
Accrued employee benefit expenses (refer note 16.4)	2,873	3,723
Due to subsidiaries (refer note 35)	2,316	945
Total (A)	20,462	19,343
Earmarked :		
From companies - 1% of their public issue (refer note 16.1)	15,976	17,333
Defaulters' liabilities (refer note 16.1)	2,708	2,668
Withheld liabilities (refer note 16.1)	3,217	3,150
Other Deposits from Companies (refer note 16.1)	608	582
Recovery expense fund (refer note 16.1)	3,668	3,066
Others (refer note 16.3)	6,284	5,461
Total (B)	32,461	32,260
Total (A+B)	52,923	51,603

16.1 Bank Balance and Bank Deposits have been earmarked against these liabilities.

16.2 Current accounts have been earmarked against this liability.

16.3 Income earned on earmarked amount.

16.4 Bank deposits of ₹ 804 (₹ 733 as at March 31, 2022) and accrued interest of ₹ 67 (₹ 78 as at March 31, 2022) have been earmarked against these liabilities.

17. PROVISIONS

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Employee benefits		
Compensated absences (refer note 40)	1,051	1,224
Total	1,051	1,224

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

18. DEFERRED TAX ASSETS AND LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	6,102	10,725
Deferred tax liabilities	286	1,701
Deferred tax balance (net)	5,816	9,024

Deferred tax assets and liabilities in relation to:

PARTICULARS	Opening balance as at April 1, 2021	Recognised in Profit and Loss for the year ended March 31, 2022	Recognised in Other Comprehensive Income	Closing balance as at March 31, 2022	Recognised in Profit and Loss for the year ended March 31, 2023	Recognised in Other Comprehensive Income	Closing balance as at March 31, 2023
Deferred tax assets							
MAT credit entitlement	10,180	2,558	-	7,622	3,905	-	3,717
Impairment of financial assets	2,465	230	-	2,235	405	-	1,830
Expenses allowed on payment basis	340	(65)	56	349	12	24	313
Voluntary retirement scheme	11	7	-	4	4	-	-
Property, plant and equipment, intangible assets and goodwill	422	(93)	-	515	273		242
Total - A	13,418	2,637	56	10,725	4,599	24	6,102
Deferred tax liabilities							
Financial assets measured at FVTPL & interest income at effective interest rate	2,228	527	-	1,701	1,415	-	286
Total - B	2,228	527	-	1,701	1,415	-	286
Net - (A-B)	11,190	2,110	56	9,024	3,184	24	5,816

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

19. OTHER LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non Current		
Income received in advance	35	31
Total	35	31
Current		
Income received in advance	185	188
Advance from customers	2,932	2,558
Statutory remittances	9,827	14,892
Other liabilities (refer note below)	8,219	8,308
Total	21,163	25,946

Note: Other liabilities includes :

a) Investors' services fund (ISF):

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Annual listing fees received for the year	17,870	16,680
20% of the above (Amount to be contributed annually)*	3,584	3,346
Investment income accrued to Investors' services fund	360	258
Expenses incurred on behalf of ISF	4,093	4,730
Cumulative balance as at end of year**	6,001	6,150

As per SEBI directive, from 1996-97, BSE decided to set aside 20% of the Annual listing fees received to an Investors' Services Fund.

* Amount for the year ended March 31, 2022 includes additional contribution of ₹ 30 in respect of Commodity ISF.

**Investments in Mutual Funds have been earmarked against these liabilities

b) Other Liabilities includes dividend for earlier years in respect of shares held in abeyance

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Cumulative balance as at end of year (refer note 16.2)	1,586	1,503

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

20. TRADE PAYABLES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Current		
Total outstanding dues of micro enterprises and small enterprises	2	5
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,882	5,259
Total	5,884	5,264

Disclosures required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

PARTICULARS	As at March 31, 2023	As at March 31, 2022
(a) Principal amount and interest thereon remaining unpaid at the end of year Interest paid including payment made beyond appointed day during the year	2	5
(b) the amount of interest paid by the buyer along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) Interest due and payable for delay during the year	-	-
(d) Amount of interest accrued and unpaid as at year end	-	-
(e) The amount of further interest due and payable even in the succeeding year	-	-

20.1. Trade payable ageing schedule

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2023							
Undisputed							
- MSME	-	-	-	2*	-	-	2
- Others	3,877	675	414	36	46	110	5,158
Disputed							
- MSME	-	-	-	-	-	-	-
- Others	210	410	2	75	27	-	724
Total	4,087	1,085	416	113	73	110	5,884

*This payable amount pertains to GST payable on the gross invoice value which is being held back for matters under discussion with the vendor.

PARTICULARS	Not Due	Unbilled	Outstanding for following period from due date of payments				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at March 31, 2022							
Undisputed							
- MSME	-	-	3	-	-	-	3
- Others	614	2,932	805	109	84	251	4,795
Disputed							
- MSME	-	-	-	-	-	-	-
- Others	-	465	-	-	-	-	465
Total	614	3,397	808	111	84	251	5,263

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

21. INCOME TAX ASSETS AND LIABILITIES

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Non Current tax assets		
Advance tax (net of provision)	10,868	8,191
Total	10,868	8,191
Current tax liabilities		
Income tax provision (net of advance tax)	1,626	951
Total	1,626	951

22. INCOME FROM SECURITIES SERVICES

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Transaction charges	24,107	25,885
Other charges	1,641	1,481
Annual subscription and admission fees	714	646
Processing fees	574	478
Total	27,036	28,490

23. INCOME FROM SERVICES TO CORPORATES

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Listing fees	23,275	22,020
Book building software charges	4,470	5,604
Company reinstatement fees	719	424
Other fees	572	560
Total	29,036	28,608

24. INVESTMENT INCOME

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
a) Interest income earned on financial assets that are not designated as at fair value through profit or loss		
Bank deposits (at amortised cost)	3,705	2,013
Investments in debt instruments (at amortised cost)	2,282	190
b) Dividend income		
Dividends from investment in equity shares (designated at cost)		
Dividend income from others	3,135	1,881
c) Other gains or losses:		
Net gain on disposal of investment in subsidiary, joint venture and associate measured at cost	19	-
Net gains arising on financial assets measured at FVTPL	1,838	5,038
Total	10,979	9,122

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

25. OTHER INCOME

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Other non-operating income		
Rental income	2,293	2,315
Website income	82	150
Net gain on disposal of property, plant and equipment and intangible assets	(2)	9
Net foreign exchange gains / (loss)	(85)	(73)
Interest on income tax refunds	484	-
Miscellaneous income	333	181
Sundry balance written back	197	-
Total	3,302	2,582

26. EMPLOYEE BENEFITS EXPENSE

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Salaries, allowances and bonus	8,136	8,759
Contribution to provident and other Funds	365	371
Staff welfare expenses	291	216
Compensated absences	489	484
Total	9,281	9,830

27. COMPUTER TECHNOLOGY RELATED EXPENSES

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Computer technology related expenses	14,133	11,352
Technology programmes	960	1,227
Total	15,093	12,579

28. ADMINISTRATION AND OTHER EXPENSES

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Advertising and marketing expenses	437	209
Building repairs and maintenance expenses	1,010	716
Contribution to investors service fund	3,584	3,346
Contribution to investors' protection fund	189	207
Contribution to SEBI	1,787	1,668
Contribution to corporate social responsibility (refer note below 28.1)	277	167
Clearing house expenses	6,172	6,976
Data entry charges	205	303
Datafeed expenses	434	508
Directors' sitting fees	69	35

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

28. ADMINISTRATION AND OTHER EXPENSES (Contd.)..

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Electricity charges (net of recoveries)	1,109	834
Insurance	188	161
Impairment loss allowance on trade receivable (Net off bad debts written off)	8	(289)
Impairment loss on financial assets carried at cost	(46)	5
Legal fees	440	302
Miscellaneous expenses	665	489
Payment to Auditors		
a) Statutory audit fee	65	58
b) Tax audit fee	6	6
c) Other services	2	1
d) Out of pocket	2	-
Professional fees	1,255	836
Postage and telephone expenses	96	68
Printing and stationery	41	28
Property taxes (net of recoveries)	207	211
Operating lease expenses	80	77
Repairs to other assets	190	157
SEBI regulatory fees	182	164
Travelling expenses	276	330
Total	18,930	17,573

28.1 CSR Expenditure

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
a) The gross amount required to be spent by the Company during the year	277	167
b) Amount of expenditure incurred (in cash)		
(i) Construction / Acquisition of any assets	-	-
(ii) On purpose other than (i) above	277	167
c) Shortfall at the end of the year	-	-
d) Total of previous year shortfall	-	-
e) Reason for shortfall	-	-
f) Nature of CSR activities		
i) Contribution to Hospitals / Trusts		
ii) Promoting technology incubators permitted under Companies Act, 2013 and various guidelines issued thereunder		
g) Details of related party transactions		
BSE CSR Integrated Foundation	5	167
h) Provision, if made (with movement)	-	-

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

29. TAXES

(a) Income tax expenses

The major components of income tax expenses for the year ended March 31, 2023

(i) Profit or loss section

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Current tax expense	3,885	4,476
Prior period tax adjustments	-	13
Deferred tax	3,184	2,109
Total income tax expense recognised in profit or loss	7,069	6,598

29.A Taxation Laws (Amendment) Ordinance, 2019 ("Ordinance") on September 20, 2019 has amended the Income Tax Act, 1961 and Finance (No. 2) Act, 2019, by which the option has been provided for the lower tax regime without any incentives for the domestic companies. Under the revised tax regime, accumulated Minimum Alternate Tax (MAT) credit is not allowed. Considering the substantial accumulated MAT credit, the management has assessed that it is beneficial not to opt for the option of availing revised income tax rate for certain period of time. The tax liability for the current year and previous year has been accordingly calculated.

(ii) Other comprehensive section

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Remeasurements of the defined benefit plans	(24)	(57)
Total income tax expense recognised in other comprehensive income	(24)	(57)

(b) Reconciliation of effective tax rate

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
(A) Income before income tax	23,760	26,110
(B) Enacted tax rate in india	34.944%	29.120%
(C) Expected tax expenses (A*B)	8,303	7,603
(D) Other than temporary differences		
Investment income taxed at different rates	9	(949)
Dividend income for which deduction claimed u/s 80M	(1,096)	(90)
Tax on remeasurement of Defined Benefit Plan	(24)	-
Expenses disallowed / (allowed)	(123)	21
Total	(1,234)	(1,018)
(E) Temporary difference on which deferred tax assets not recognised		
Business loss carried forward	-	-
Total	-	-
(F) Net adjustments (D+E)	(1,234)	(1,018)
(G) Tax expenses / (saving) on net adjustments (F*B)	(1,234)	(1,018)
(H) Current tax expense of Earlier Years	-	13
(I) Tax expenses recognised in Profit or Loss	7,069	6,598

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

30. EARNINGS PER SHARE (EPS)

Reconciliation of number of equity shares used in the computation of basic and diluted earnings per share is set out below:

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of basic EPS	13,74,12,891	13,74,12,891
Weighted average number of equity shares (issued share capital) outstanding during the year for the calculation of dilutive EPS	13,74,12,891	13,74,12,891
Face Value per Share	₹ 2 each	₹ 2 each
Profit after tax (net of tax)	16,691	19,512
Basic and Diluted EPS (net of tax) (₹)	12.15	14.20

31. LEASE

As per the assessment of management, there are no lease contracts for which IND AS 116 – Leases is required to be applied.

32. FINANCIAL INSTRUMENTS

The carrying value and fair value of financial instruments by categories as at March 31, 2023 and March 31, 2022 is as follows:

PARTICULARS	Carrying Value		Fair Value	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
i) Financial assets				
a) Amortised Cost				
Investment in debt instruments	48,770	3,659	48,770	3,659
Trade receivable	4,679	5,254	4,679	5,254
Cash and cash equivalents	341	583	341	583
Bank balances other cash and cash equivalents	94,716	75,467	94,716	75,467
Other financial assets	17,173	8,222	17,173	8,222
Total	1,65,679	93,185	1,65,679	93,185
b) FVTPL				
Investment in exchange traded fund	4,735	4,655	4,735	4,655
Investment in mutual funds	27,612	1,10,595	27,612	1,10,595
Total	32,347	1,15,250	32,347	1,15,250
c) At Cost				
Investment in subsidiaries and associates	76,148	77,078	2,15,052	3,81,749
ii) Financial liabilities				
a) Amortised Cost				
Trade payables	5,884	5,264	5,884	5,264
Other financial liabilities	53,865	52,241	53,865	52,241
Total	59,749	57,505	59,749	57,505

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

32. FINANCIAL INSTRUMENTS (Contd.)..

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and financial liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

- (a) The fair value of the quoted bonds and debentures are based on price quotations at reporting date. The fair value of unquoted instruments and other financial liabilities, as well as other non-current financial liabilities is estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities except for unquoted instruments where observable inputs are available.
- (b) The fair values of the unquoted equity shares have been estimated using a discounted cash flow model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility, the probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments.

Fair value hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of the financial assets (other than subsidiaries) and liabilities:

PARTICULARS		Fair values As at March 31, 2023	Fair values As at March 31, 2022	Fair Value Hierarchy (Level)
i) Financial assets				
a) Amortised cost				
	Investment in debt instruments (Quoted)	48,770	3,659	Level 1
	Investment in debt instruments (Unquoted)	-	-	Level 2
	Total	48,770	3,659	
b) FVTPL				
	Investment in mutual funds	27,612	1,10,595	Level 1
c) At cost				
	Investment in equity instruments of associate	1,42,447	3,09,393	Level 1

Except as detailed in the above table, the Company consider that the carrying amounts of financial assets and financial liabilities recognised in the balance sheet approximate their fair values.

There were no transfers between Level 1 and 2 in the period.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

33. FINANCIAL RISK MANAGEMENT

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency and interest rate risk), regulatory risk and clearing & settlement risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

It is the Company's policy that no trading in derivative for speculative purposes maybe undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers and investment securities. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

- **Trade and other receivables**

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer.

The demographics of the customer, including the default risk of the industry in which the customer operates, also has an influence on credit risk assessment.

The Company provides the stock exchange services to its listed customers and registered members (who have provide the collaterals and other securities for trading done on its platform), hence the Company operates with large number of customers portfolio and its revenue is not concentrated on small number of customers.

None of the customers accounted for more than 10% of the receivables and revenue for the year ended March 31, 2023 and March 31, 2022.

- **Investments**

The Company limits its exposure to credit risk by making investment as per the investment policy. The Company addresses credit risk in its investments by mandating a minimum rating against the security / institution where the amounts are invested and is further strengthened by mandating additional requirement like Capital Adequacy Ratio (CAR), Allowable Net Non-Performing Asset (NNPA) Levels, Minimum Average Assets Under Management (AAUM) etc. for certain types of investments. Further the investment committee of the Company reviews the investment portfolio on bi-monthly basis and recommend or provide suggestion to the management. The Company does not expect any losses from non-performance by these counter-parties, other than losses which are provided, and does not have any significant concentration of exposures to specific industry sectors. The Company does not invest in equity instruments unless they are strategic in nature.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The management monitors the Company's net liquidity position through forecasts on the basis of expected cash flows.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

33. FINANCIAL RISK MANAGEMENT (Contd.)..

The table below provides details regarding the contractual maturities of significant financial liabilities as at March 31, 2023 and March 31, 2022.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Trade payable		
< 1 year	5,884	5,264
1 - 5 years	-	-
> 5 years	-	-
Total	5,884	5,264
Other financial liabilities		
< 1 year	52,923	51,603
1 - 5 years	942	638
> 5 years	-	-
Total	53,865	52,241
Total	59,749	57,505

The table below provides details regarding the contractual maturities of significant financial assets as at March 31, 2023 and March 31, 2022.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Investments*		
< 1 year	44,049	1,15,376
1 - 5 years	27,744	3,533
> 5 years	9,324	-
Total	81,117	1,18,909
Other financial assets		
< 1 year	121	129
1 - 5 years	17,052	8,093
> 5 years	-	-
Total	17,173	8,222
Trade receivables		
< 1 year	4,679	5,254
1 - 5 years	-	-
> 5 years	-	-
Total	4,679	5,254
Cash and cash equivalents		
< 1 year	341	583
1 - 5 years	-	-
> 5 years	-	-
Total	341	583

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

33. FINANCIAL RISK MANAGEMENT (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Bank balances other than cash and cash equivalents		
< 1 year	94,716	75,467
1 - 5 years	-	-
> 5 years	-	-
Total	94,716	75,467
Total	1,98,026	2,08,435

* Investment does not include investment in equity investment of subsidiaries, associates.

The Company manages contractual financial liabilities and contractual financial assets on net basis.

Market risk

The Company's business, financial condition and results of operations are highly dependent upon the levels of activity on the exchange, and in particular upon the volume of financial assets traded, the number of listed securities, the number of new listings and subsequent issuances, liquidity and similar factors, as a significant portion of our revenue depends, either directly or indirectly, on trading, listing, clearing and settlement transaction-based fees.

The Company's financial condition and results of operations are also dependent upon the success of our clearing, settlement and other issuer services, which, in turn, are directly dependent on the liquidity and financial strength of our customers, namely financial intermediaries such as brokers, and their respective clients.

In addition to the above risk, market risk also includes foreign currency risk and interest rate risk.

• **Foreign Currency risk**

The Company's exchange risk arises from its foreign operations, foreign currency revenues and expenses, (primarily in U.S. Dollars and Euros). Company's revenues insignificant portion are in these foreign currencies, while a significant portion of its costs are in Indian rupees.

As a result, if the value of the Indian rupee appreciates relative to these foreign currencies, the Company's revenues measured in rupees may decrease. The exchange rate between the Indian rupee and these foreign currencies has changed substantially in recent periods and may continue to fluctuate substantially in the future. Due to lesser quantum of revenue and expenses from foreign currencies the Company is not much exposed to foreign currency risk.

• **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rates are sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the Company's control. Changes in the general level of interest rates can affect the profitability by affecting the spread between, amongst other things, income which Company receives on investments in debt securities, the value of interest-earning investments, its ability to realise gains from the sale of investments.

Interest rate risk primarily arises from floating rate investment. The Company's investments in floating rate are primarily short-term, which do not expose it to significant interest rate risk.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Mutual Fund	568	2,931

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

33. FINANCIAL RISK MANAGEMENT (Contd.)..

Sensitivity Analysis

The table below summarises the impact of increases / decreases of the Price on profit for the period. The analysis is based on the assumption that the instrument index has increased / decreased by 5% with all other variables held constant.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Increase by 5%	28	147
Decrease by 5%	(28)	(147)

Regulatory risk

The Company requires a number of regulatory approvals, licenses, registrations and permissions to operate business, including at a corporate level as well as at the level of each of its components. For example, the Company have licenses from SEBI in relation to, among others, introducing derivatives contracts on various indices of the exchange, introduction of futures and options contracts on various indices of the exchange, setting up an SME platform and trading in government securities. Some of these approvals are required to be renewed from time to time. The Company's operations are subject to continued review and the governing regulations may change. The Company's regulatory team constantly monitors the compliance with these rules and regulations.

There have been several changes to the form and manner in which recognised stock exchanges must make contributions to a Settlement Guarantee Fund and Core Settlement Guarantee Fund in the last few years. Should SEBI in the future vary the required contribution amounts to the Settlement Guarantee Fund, the Company may have to contribute more of funds to the Settlement Guarantee Fund which could materially and adversely affect the Company's financial ability. The Company's regulatory team keeps a track regarding the amendments in SEBI circulars / regulations pertaining to such settlement guarantee fund.

Clearing and Settlement Risk

Parties to a settlement may default on their obligations for reason beyond the control of the Company. The clearing and settlement operations are conducted through a wholly owned subsidiary Indian Clearing Corporation Limited (ICCL). ICCL guarantees the settlement of trade executed on Company's platform and maintains a core settlement guarantee fund to support its guarantee obligations.

34. CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends on its equity shares. The Company's objective when managing capital is to maintain an optimal structure so as to maximize shareholder value.

The Company is predominantly equity financed which is evident from the capital structure. Further, the Company has always been a net cash Company with cash and bank balances along with investment which is predominantly investment in liquid and short term mutual funds being far in excess of financial liabilities.

Compliance with externally imposed capital requirements:

In accordance with regulation 14 of Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, the Company shall have a minimum networth of ₹ 100 Crore at all times.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’

Sr. No.	Control	Entities
a.	Subsidiary Companies	
	Direct	Indian Clearing Corporation Limited BSE Technologies Private Limited (formerly known as Marketplace Technologies Private Limited) BSE Institute Limited BSE Investments Limited BSE Sammaan CSR Limited BSE CSR Integrated Foundation India International Exchange (IFSC) Limited India International Clearing Corporation (IFSC) Limited BSE Administration & Supervision Limited
	Indirect	BSE Tech Infra Services Private Limited (formerly known as Marketplace Tech Infra Services Private Limited) BFSI Sector Skill Council of India BIL - Ryerson Technology Startup Incubator Foundation India INX Global Access IFSC Limited BSE Institute of Research Development & Innovation BSE E-Agricultural Markets Limited
b.	Trusts set-up by the Company	BSE Investors' Protection Fund The Stock Exchange Education & Research Services The Stock Exchange Foundation The Stock Exchange Charities Seth K. R. P. Shroff Stock Exchange Sarvajanic Fund Shri Phiroze Jeejeebhoy Memorial Trust BSE Employee's Gratuity Fund BSE Employee's Provident Fund
c.	Associates	
	Direct	Central Depository Services (India) Limited Asia Index Private Limited
	Indirect	CDSL Ventures Limited CDSL Insurance Repository Limited CDSL Commodity Repository Limited BSE EBIX Insurance Broking Private Limited BSE EBIX Insuretech Private Limited (formerly known as Marketplace EBIX Technology Services Private Limited) India International Bullion Holding IFSC Ltd (w.e.f. June 04, 2021) India International Bullion Exchange IFSC Ltd (w.e.f. August 17, 2021) India International Depository IFSC Limited (formerly CDSL IFSC Limited) Hindustan Power Exchange Limited (Formerly Pranurja Solutions Limited)

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’ (Contd.)..

Sr. No.	Control	Entities
d.	Key Management Personnel and their relatives	Shri S S Mundra – Chairman & Public Interest Director Shri Sundararaman Ramamurthy - Managing Director and Chief Executive Officer (w.e.f. January 04, 2023) Shri Ashishkumar Chauhan – Managing Director and Chief Executive Officer (Upto July 25, 2022) Shri T C Suseel – Shareholder Director Shri David Wright – Public Interest Director Shri Umakant Jayaram – Public Interest Director Sushree Jayshree Vyas – Public Interest Director Dr. Padmini Srinivasan – Public Interest Director (w.e.f. February 14, 2023) Justice Vikramajit Sen – Chairman & Public Interest Director. (Upto May 18, 2022) Shri Sumit Bose – Public Interest Director (Upto May 18, 2022) Prof. Subhasis Chaudhuri – Public Interest Director (w.e.f. May 19, 2022) Justice Shiavax Jal Vazifdar – Public Interest Director (w.e.f. May 19, 2022) Shri Nayan Mehta – Chief Financial Officer Smt Prajakta Powle – Company Secretary (Upto March 14, 2022) Shri. Vishal Kamalaksha Bhat – Company Secretary (w.e.f. March 15, 2022)

Following are the transactions with related parties and the year-end balances:

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Subsidiary Companies		
Income		
Indian Clearing Corporation Limited		
Rent and Infrastructure Charges	205	205
Miscellaneous Income	245	-
Administrative and Other Expenses (Recoveries)	103	207
BSE Institute Limited		
Rent and Infrastructure Charges	361	361
Administrative and Other Expenses (Recoveries)	62	89
BSE Technologies Private Limited		
Rent and Infrastructure Charges	11	1
Administrative and Other Expenses (Recoveries)	2	0 [^]
BFSI Sector Skill Council of India		
Rent and Infrastructure Charges	-	-
Administrative and Other Expenses (Recoveries)	1	4
India International Exchange (IFSC) Limited		
Rent and Infrastructure Charges	35	35
Miscellaneous Income	7	-
Administrative and Other Expenses (Recoveries)	2	3

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’ (Contd.)..

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
India International Clearing Corporation (IFSC) Limited		
Rent and Infrastructure Charges	16	16
Miscellaneous Income	7	-
Administrative and Other Expenses (Recoveries)	2	2
BSE Administration & Supervision Limited		
Rent and Infrastructure Charges	15	15
Administrative and Other Expenses (Recoveries)	3	7
Expenditure		
Indian Clearing Corporation Limited		
Clearing house expenses	3,649	2,743
Administrative and Other Expenses	16	15
BSE Technologies Private Limited		
Computer Technology Related Expenses (net of recovery)	3,487	3,312
Purchase of Intangible Assets	16	0 [^]
Intangible assets under development	-	0 [^]
Administrative and Other Expenses	-	0 [^]
BSE Institute Limited		
Reimbursement of services	43	17
BSE CSR Integrated Foundation		
Contribution to corporate social responsibility	5	167
Others		
Investments		
BSE Investments Limited	250	750
BSE Administration and Supervision Limited	-	100
Transfer of compensated absence liabilities		
Indian Clearing Corporation Limited	1	-
India International Exchange (IFSC) Limited	4	-
Transfer of gratuity liabilities		
Indian Clearing Corporation Limited	2	-
India International Exchange (IFSC) Limited	3	-
Indirect Subsidiary Companies		
Income		
BSE E-Agricultural Markets Limited		
Rent and Infrastructure Charges	8	8
Administrative and Other Expenses (Recoveries)	3	3
India INX Global Access IFSC Limited		
Administrative and Other Expenses (Recoveries)	0 [^]	0 [^]

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’ (Contd.)..

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Expenditure		
BSE Tech Infra Services Private Limited		
Computer Technology Related Expenses (net of recovery)	1,941	1,296
Trusts set-up by the Company		
Income		
BSE Investors’ Protection Fund		
Administrative and Other Expenses (Recoveries)	122	447
Rent and Infrastructure Charges	13	13
Expenditure		
Contribution to IPF (a proportion of listing fee)	189	207
Rent and Infrastructure Charges	80	73
Provision for Additional Contribution to IPF	-	9
Others		
Transfer of compensated absence liabilities	31	-
Transfer of gratuity liabilities	59	-
Associates		
Income		
Asia Index Private Limited		
Rent and Infrastructure Charges	182	182
Administrative and Other Expenses (Recoveries)	20	21
Central Depository Services (India) Limited		
Rent and Infrastructure Charges	-	1
Miscellaneous Income	13	22
Dividend Income	3,135	1,881
Other charges	45	22
Expenditure		
Central Depository Services (India) Limited		
Administrative and Other Expenses	43	634
Indirect Associate		
Income		
BSE EBIX Insurance Broking Private Limited		
Rent and Infrastructure Charges	2	2
Administrative and Other Expenses (Recoveries)	3	5
Other transaction		
Transfer of Compensated absence liabilities to BSE Ebix	-	-
Transfer of Gratuity liabilities to BSE Ebix	-	-
Hindustan Power exchange Limited (Formerly Pranurja Solutions Limited)		
Rent and Infrastructure Charges	2	2
Administrative and Other Expenses (Recoveries)	0 [^]	2

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’ (Contd.)..

PARTICULARS	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Expenditure		
BSE EBIX Insurance Broking Private Limited		
Administrative and Other Expenses	-	0 [^]
Asia Index Private Limited		
Administrative and Other Expenses	1	-
Key Managerial Personal:		
Expenditure		
Salaries, Allowances and Bonus* (Short term employee benefits)		
Shri. Sundararaman Ramamurthy (w.e.f. January 04, 2023)	105	-
Shri. Ashishkumar Chauhan (Upto July 25, 2022)	885	919
Shri. Nayan Mehta	221	190
Shri. Vishal Kamalaksha Bhat	16	1
Smt. Prajakta Powle (Upto 14th March 2022)	-	47

*Includes the variable pay of the prior years and variable pay charged in the statement of profit and loss to the extent of payment made as required by Securities Contract (Regulation) (Stock Exchanges and Clearing Corporations) Regulations 2018.

Company provides long term benefits in the form of Gratuity to Key managerial person along with all employees, cost of same is not identifiable separately and not disclosed.

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Subsidiary		
Assets		
Investments		
Indian Clearing Corporation Limited	35,400	35,400
BSE Technologies Private Limited	4,250	4,250
BSE Institute Limited	5,000	5,000
BSE Investments Limited	5,300	5,050
BSE Sammaan CSR Limited	-	260
BSE CSR Integrated foundation	4	4
BFSI Sector Skill Council of India	100	100
India International Exchange (IFSC) Limited	14,555	14,555
India International Clearing Corporation (IFSC) Limited	8,000	8,000
BSE Administration & Supervision Limited (w.e.f. March 5, 2021)	100	100
Receivable (Net)		
BSE Institute Limited	76	72
India International Exchange (IFSC) Limited	7	3
India International Clearing Corporation (IFSC) Limited	8	1
BSE Administration & Supervision Limited (w.e.f. March 5, 2021)	-	9
BSE E-Agricultural Markets Limited	1	1
BFSI Sector Skill Council of India	1	3

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

35. RELATED PARTY TRANSACTIONS AS REQUIRED BY IND AS 24 – ‘RELATED PARTY DISCLOSURES’ (Contd.)..

PARTICULARS	As at March 31, 2023	As at March 31, 2022
Liabilities		
Payable (Net)		
Indian Clearing Corporation Limited	1,306	398
BSE Technologies Private Limited	428	376
Trusts set-up by the Company		
Assets		
Receivable		
BSE Investors' Protection Fund	33	86
Net defined benefit assets		
BSE Employee's Gratuity Fund	2,746	2,882
Liabilities		
Deposit		
BSE Investors' Protection Fund	6	6
Indirect Subsidiary		
Assets		
Receivables (Net)		
BSE E-Agricultural Markets Limited (w.e.f December 1, 2020)	1	1
India INX Global Access IFSC Limited	0 [^]	0 [^]
Liabilities		
Payable (Net)		
BSE Tech Infra Services Private Limited	575	171
Associates		
Assets		
Investments		
Asia Index Private Limited	1	1
Central Depository Services (India) Limited	4,722	4,722
Receivable		
Asia Index Private Limited	1	-
Liabilities		
Deposit		
Asia Index Private Limited	92	92
Payable		
Central Depository Services (India) Limited	0 [^]	124
Indirect Associates		
Assets		
Receivable		
BSE EBIX Insurance Broking Private Limited	2	0 [^]
Hindustan Power Exchange Limited (Formerly Pranurja Solutions Limited)	0 [^]	1

Note : [^] Less than ₹ 50,000/-

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

36. CONTINGENT LIABILITIES

Sr. No.	PARTICULARS	As at March 31, 2023	As at March 31, 2022
a)	Claims against the Exchange not acknowledged as debts in respect of:		
	i) Income tax matters	15,484	17,742
	ii) Service tax matters	324	324
	iii) Others matters	10,590	10,590
	iv) Out of 'iii' above in the opinion of the Management unfavorable outcome are remote	10,590	10,590
b)	Guarantees given by the Company	209	209

Notes:

- The Company's pending litigations comprise of claims against the Company primarily by the customers / vendors and proceedings pending with Tax and other regulatory authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed the contingent liabilities where applicable, in its standalone financial statements. The Company does not expect the outcome of these proceedings to have a material adverse effect on its standalone financial statements at March 31, 2023.

37. CAPITAL COMMITMENTS

Estimated amount of contracts remaining to be executed on capital account and not provided for are ₹ 4,192 lakhs as at March 31, 2023 (₹ 6,188 lakhs as at March 31, 2022)

- The Managing Director and CEO of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources.

- The "Company" or the "Exchange" operates only in one Operating Segment i.e. "Facilitating Trading in Securities and other related ancillary Services", hence have only one reportable Segment as per Indian Accounting Standard 108 "Operating Segments". The reportable business segments are in line with the segment wise information which is being presented to the CODM.

38.2 Information about geographical area

38.2.1 The Company revenue from customers

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Within India	70,446	69,292
Outside India	3,793	3,110
Total Income	74,239	72,402

- The Company does not have non-current assets outside India.

39. EXPENDITURE IN FOREIGN CURRENCY:

PARTICULARS	For the year ended March 31, 2023	For the year ended March 31, 2022
Legal fees	5	20
Directors' sitting fees	38	24
Miscellaneous expenses	244	5
Datafeed expenses	105	84
Travelling expenses	7	30
Total Expenses	399	163

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

40. EMPLOYEE BENEFITS:

40.1 Defined Benefit Plan – Gratuity:

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, demographic risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Demographic risk	This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, medical cost inflation, discount rate and vesting criteria.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table sets out the funded status of the Gratuity benefit scheme:

PARTICULARS	March 31, 2023	March 31, 2022
Change in benefit obligation		
Benefit obligations at the beginning	2,576	2,522
Service cost	149	156
Interest expense	140	131
Benefits paid	(315)	(90)
Remeasurements – Actuarial (gains) / losses	(57)	(133)
Liabilities assumed / settled *	(53)	(10)
Benefit obligations at the end	2,440	2,576
Change in Plan assets		
Fair value of plan assets at the beginning	2,883	2,800
Employer Contribution	-	-
Interest income	165	152
Remeasurements – Actuarial (gains) / losses	12	31
Assets assumed / settled *	1	(10)
Benefits paid	(315)	(90)
Fair value of plan assets at the end	2,746	2,883
Funded status	2,746	2,883

* On account of transfer to other trust.

Amount recognised in the standalone financial statements as at March 31, 2023 and March 31, 2022:

PARTICULARS	March 31, 2023	March 31, 2022
Benefit obligations at the end	2,440	2,576
Fair value of plan assets at the end	2,746	2,883
Net Asset / (Obligation) at the end	306	307

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

40. EMPLOYEE BENEFITS: (Contd.)..

Amount for the year ended March 31, 2023 and year ended March 31, 2022 recognised in the Profit or Loss under employee benefits expense:

PARTICULARS	March 31, 2023	March 31, 2022
Service cost	149	156
Net interest on the net defined benefit liability / asset	(25)	(21)
Net gratuity cost	124	135

Amount for the year ended March 31, 2023 and year ended March 31, 2022 recognised in the other comprehensive income:

PARTICULARS	March 31, 2023	March 31, 2022
Remeasurements of the net defined benefits liability / (asset)		
Experience adjustments	49	(93)
(Gain) / loss from change in financial assumptions & Actual return on plan assets less interest on plan asset	(119)	(71)
Changes in demographic assumptions	1	0
Amount recognised in OCI	(68)	(164)

The weighted-average assumptions used to determine benefit obligations for the year ended March 31, 2023 and year ended March 31, 2022:

PARTICULARS	March 31, 2023	March 31, 2022
Discount rate	7.30%	6.10%
Increase in compensation levels	7.00%	7.00%
Withdrawal rate	15.90%	16.44%
Rate of return on plan assets	7.30%	6.10%

The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield.

The following table summarizes the impact on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points:

PARTICULARS	For the year ended March 31, 2023	
	Discount rate	Salary escalation rate
Impact of increase in 50 bps on defined benefit obligation	(42)	43
Impact of decrease in 50 bps on defined benefit obligation	43	(42)

Sensitivity for the significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by 50 basis points, keeping all other actuarial assumption constant.

Composition of Plan Assets

PARTICULARS	March 31, 2023	March 31, 2022
Government of India Securities	12%	15%
Insurer Managed Assets	88%	85%
Others	0%	0%

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

40. EMPLOYEE BENEFITS: (Contd.)..

Actual return on the assets for the period ended March 31, 2023 and year ended March 31, 2022 were ₹ 177 Lakhs and ₹ 183 Lakhs respectively.

There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of underfunding of the plan.

The plan assets in respect of gratuity represent funds managed by the BSE employee Gratuity Fund. The Employer's best estimate of the contributions expected to be paid to the plan during the next year is ₹ 163 Lakhs.

Maturity profile of defined benefit obligations

PARTICULARS	March 31, 2023
Expected benefits for year 1-3	1,374
Expected benefits for year 4-5	719
Expected benefits for year 6-9	799
Expected benefits for year 10 and above	240

The weighted average duration to the payment of these cash flows is 3.82 years.

- **Discount Rate:** The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.
- **Salary Escalation Rate:** The estimates of future salary increase considered takes into account the inflation, seniority, promotion and other relevant factors.

40.2 Defined Contribution Plan - Provident fund, Pension Fund and New Pension Scheme:

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. The Company offers its employees defined contribution plan in the form of provident fund and family pension fund. Provident fund and family pension fund cover substantially all regular employees. While both, the employees and the Company pay predetermined contributions into the provident fund and New National Pension Scheme, contributions into the family pension fund are made by only the Company. The contributions are based on a certain proportion of the employee's salary.

The Company has an obligation to fund any shortfall on the yield of the trust's investment over the administered interest rates on an annual basis. These administered interest rates are determined annually predominantly considering the social rather than economic factors and, in most cases, the actual return earned by the Company has been higher in the past years. There is no provision for diminution in value of investment except provision for accrued interest.

The Company recognised charge for the year ended March 31, 2023 and for the year ended March 31, 2022 of ₹ 196 Lakhs and ₹ 200 Lakhs respectively for provident fund and family pension fund contribution in the Profit or Loss.

The Company recognised charge for the year ended March 31, 2023 and for the year ended March 31, 2022 of ₹ 45 Lakhs and ₹ 36 Lakhs respectively for New National Pension Scheme contribution in the Profit or Loss.

40.3 Compensated Absences

The Company recognised charge for the year ended March 31, 2023 and for the year ended March 31, 2022 of ₹ 489 Lakhs and ₹ 484 Lakhs respectively for Compensated Absences in the Profit or Loss.

- 41.** Pursuant to SEBI Circular CIR/MRD/DP/14/2014 dated April 23, 2014 and BSE Notice no-20190805-10, 20190925-31, 20191108-25, with effect from November 25, 2019, the Company has introduced the Liquidity Enhancement Scheme (LES) in derivatives. An expense of ₹ 2,277 Lakhs and ₹ 2,174 Lakhs has been incurred towards the scheme for the year ended March 31, 2023 and year ended March 31, 2022 respectively.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023 (Rupees in Lakhs, except share and per share data, unless otherwise stated)

42. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The said code is made effective prospectively from May 3, 2023. The Company is assessing the impact, if any, of the Code.

43. LONG TERM CONTRACT INCLUDING DERIVATIVE CONTRACTS

The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses during the year ended March 31, 2023 and March 31, 2022.

44. STANDARDS NOTIFIED BUT NOT YET EFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

- **Ind AS 1 - Presentation of standalone financial statements** - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.
- **Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors** - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.
- **Ind AS 12 - Income Taxes** - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

45. RELATIONSHIP WITH STRUCK OFF COMPANIES

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as at current period	Balance outstanding as at previous period	Relationship with the Struck off Company, if any, to be disclosed
Ajnee Finance Pvt. Ltd.	Rendering of services	1	1	Trade Receivable
Alpic Securities Ltd.	Rendering of services	-	-	Trade Receivable
Aruma Capital Services Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Bansal Finstock Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Bcc Fuba India Ltd.,	Rendering of services	-	0^	Trade Receivable
Beckons Industries Ltd.	Rendering of services	0^	-	Trade Receivable
Betex India Ltd.,	Rendering of services	-	-	Trade Receivable
Bharatendu Investments & Financial Services Pvt. Ltd.	Rendering of services	-	6	Trade Receivable
Bmb Music & Magnetics Ltd.	Rendering of services	-	-	Trade Receivable
Bps Stocks Pvt Limited	Rendering of services	2	2	Trade Receivable
Chinubhai & Sons	Rendering of services	-	-	Trade Receivable
Display Commercial Private Limited	Rendering of services	-	-	Trade Receivable
Excel Mercantile Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Gandhi & Shah Corp. Ser. Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Ganesh Holding Ltd.	Rendering of services	-	-	Trade Receivable
Glittek Granites Ltd.	Rendering of services	-	-	Trade Receivable

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

45. RELATIONSHIP WITH STRUCK OFF COMPANIES (Contd.)..

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding as at current period	Balance outstanding as at previous period	Relationship with the Struck off Company, if any, to be disclosed
Graphite India Ltd.	Rendering of services	-	-	Trade Receivable
Hotel Residency Tower	Rendering of services	-	-	Trade Receivable
Jash Securities Pvt. Ltd.	Rendering of services	2	1	Trade Receivable
Karandikar & Co.	Rendering of services	-	-	Trade Receivable
Krishana Fabrics Limited	Rendering of services	0 [^]	0 [^]	Trade Receivable
Maxus Securities Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Mayur Share Broking Pvt. Ltd.	Rendering of services	0 [^]	0 [^]	Trade Receivable
Milan Mahendra Securities Pvt Limited	Rendering of services	4	3	Trade Receivable
Mkb Securities Pvt Ltd	Rendering of services	-	-	Trade Receivable
Neil Industries Ltd.	Rendering of services	-	-	Trade Receivable
Neotrade Analytics Pvt. Ltd.	Rendering of services	-	-	Trade Receivable
Thakorlal Hiralal Exports Pvt Ltd	Rendering of services	-	-	Trade Receivable
Titan Bio-Tech Ltd.	Rendering of services	-	-	Trade Receivable
Vineet Securities Pvt. Ltd.	Rendering of services	0 [^]	-	Trade Receivable
Omji Securities Ltd.	Rendering of services	-	-	Trade Receivable
Red Ribbon Stock Broking Pvt Ltd	Rendering of services	-	-	Trade Receivable
Sailesh H.Doshi Broking Pvt. Ltd.	Rendering of services	-	-	Trade Receivable

Note: The Companies above reflecting Nil balance are cases where transactions were entered during the financial year and were settled in the current and previous financial year.

[^] Less than ₹ 50,000/-

46. TITLE DEEDS OF IMMOVABLE PROPERTY NOT HELD IN THE NAME OF THE COMPANY

Descriptions of Property	Gross Carrying Value	Title Deed held in name of*	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter / director	Period for which held	Reason for not being held in the name of the company
P. J. Towers & Rotunda Towers – Land	22	Trustees of Native Share & Stock Brokers Associates	No	44 years to 70 years for different parcels	Pending transfer from erstwhile trustees – Refer Note
P. J. Towers – Building	1,874	The Trustees of the Bombay Stock Exchange	No	44 years	Pending transfer from erstwhile trustees – Refer Note
Rotunda Towers – Building	1,653	The Trustees of the Bombay Stock Exchange	No	36 years	Pending transfer from erstwhile trustees – Refer Note
CAMA – Land & Building	69	Trustees of Native Share & Stock Brokers Associates	No	51 years	Pending transfer from erstwhile trustees – Refer Note
Office at Machinery House	307	The Trustees of the Bombay Stock Exchange	No	29 years	Pending transfer from erstwhile trustees – Refer Note

* Not as promoter, director or their relative or employee of the Company.

Note: The application has been made with the land authority for transfer of property in the favour of the Company.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

47. ANALYTICAL RATIOS

Sr. No.	Ratios	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
1	Current ratios (in times)	Current Assets	Current Liabilities	1.79	2.33	(23.18%)	NA
2	Return on equity ratio	Net Profits after taxes	Average Shareholder's Equity	7.33%	8.72%	(15.94%)	NA
3	Trade receivable turnover ratio (in times)	Revenue from operations	Average Trade Receivable	6.81	5.93	14.84%	NA
4	Trade Payables turnover ratio (in times)	Total Expenses (excluding depreciation and employee benefit expenses)	Average Trade Payable	6.52	4.50	44.89%	Increase in ratio is on account of increase in computer technology related expenses during the year as against a non-significant variance in trade payables as at reporting date.
5	Net capital turnover ratios (in times)	Revenue from operations	Working Capital (Current Assets Less Current Liabilities)	0.93	0.54	72.22%	Non-significant increase in revenue. However there has been reduction in working capital on account of maturities of fixed deposits.
6	Net profit ratio	Net Profits after taxes	Revenue from operations	27.84%	32.15%	(13.41%)	NA
7	Return on capital employed	Earning before interest and taxes	Capital Employed (Net worth)	10.48%	11.42%	(8.23%)	NA
8	Return on investment	Investment Income	Average Investment (Strategic Investment)	4.92%	4.58%	7.42%	NA

48. EVENTS AFTER REPORTING DATE

There are no events that have occurred between the end of the reporting period and the date when the standalone financial statements are approved that provide evidence of conditions that existed at the end of the reporting period.

49. MAINTENANCE OF BOOKS OF ACCOUNTS AND SERVERS

The Company has complied with the Rule 3 of Companies (Accounts) Rules, 2014 amended on August 5, 2022 relating to maintenance of electronic books of account and other relevant books and papers. The Company's books of accounts and relevant books and papers are accessible in India at all times and backup of accounts and other relevant books and papers are maintained in electronic mode within India and kept in servers physically located in India on daily basis.

50. OTHER STATUTORY INFORMATION

- i) There are no promoters identified for the Company.
- ii) The Company, for the current year as well as previous year, do not have any Benami property, where any proceedings has been initiated or pending against the Company for holding any Benami property.
- iii) The Company, for the current year as well as previous year, does not have any charges or satisfaction to be registered with ROC.
- iv) The Company, during the current year as well as previous year, has not carried out or traded or invested in crypto currency or virtual currency.

Significant accounting policies and notes to the standalone financial statements for the year ended March 31, 2023
(Rupees in Lakhs, except share and per share data, unless otherwise stated)

50. OTHER STATUTORY INFORMATION (Contd.)..

- v) The Company, for the current year as well as previous year, has not carried out any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under Income Tax Act, 1961 (Such as search, survey any other relevant provisions of the Income Tax Act, 1961).
- vi) The Company, for the current year as well as previous year, has not advanced any loan or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediaries shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Company (Ultimate Beneficiary) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiary.
- vii) The Company, for the current year as well as previous year, has not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner, whatsoever by or on behalf of the Funding Party (Ultimate Beneficiary) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiary.
- viii) The Company has not been declared as willful defaulter by any bank or financial institution or other lender, since the Company has not undertaken any borrowing during the current year and previous year.
- ix) The Company, during the current year and previous year has not made any investment in downstream companies which are not in compliance with clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.
- x) The Company has not entered into any scheme of arrangement in terms of sections 230 to 237 of the Companies Act, 2013 during the current year and previous year.
- xi) The Company has not revalued its property plant and equipment or intangible assets or both during current year or previous year.
- xii) The Company has not granted / given any loans or advances during the current year and previous year to the directors, KMP and the related party (as defined under companies Act, 2013), either severally or jointly with any other person that are repayable on demand or without specifying any terms or period of repayment.
- 51.** Previous year's figures have been regrouped / reclassified and rearranged wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report of even date attached

For **S. R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

Per Jayesh Gandhi
Partner
Membership No.: 037924

Date: May 11, 2023
Place: Mumbai

For and on behalf of the Board of Directors

S. S. Mundra
Chairman
DIN: 00979731

Nayan Mehta
Chief Financial Officer

Sundararaman Ramamurthy
Managing Director & CEO
DIN: 05297538

Vishal Bhat
Company Secretary

FORM AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Part "A": Subsidiaries - Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures
 (Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sr. No.	Name of the subsidiary	Indian Clearing Corporation Limited	26-Apr-07	BSE Institute Limited	28-Sep-10	BSE Investments Limited ¹	27-Feb-14	BSE Technologies Private Limited	29-Sep-09	BFSI Sector Skill Council of India ²	16-Sep-11	BSE Tech Infra Services Private Limited ³	9-Feb-11	BIL-Ryerson Technology Startup Incubator Foundation ⁴	5-Nov-15	BSE Institute of Research Development & Innovation ⁷	5-Dec-19	BSE CSR Integrated Foundation ⁵	7-Mar-16	India International Exchange (IFSC) Limited	12-Sep-16	India International Clearing Corporation (IFSC) Limited	12-Sep-16	India INX Global Access IFSC Limited ⁶	5-Apr-18	BSE E-Agricultural Markets Limited	1-Dec-20	BSE Administration & Supervision Limited	5-Mar-21
1	The date since when subsidiary was acquired																												
2	Share capital	35,400	5,000	5,300	2,500	3,616	8,601	2,485	5,289	7,600	399	2,073	491	144	-	2,830	1,626	-	-	-	-	-	1,000	1,000	1,000	1,000	100		
3	Reserves & surplus	50,260	2,115	247	3,616	8,601	2,485	5,289	7,600	399	2,073	491	144	-	2,830	1,626	-	-	-	-	-	(268.83)	(171)	(631)	(631)	208			
4	Total assets	2,70,354	8,202	5,548	8,601	2,485	5,289	7,600	399	2,073	491	144	-	2,830	1,626	-	-	-	-	-	-	16,184	859	735	735	932			
5	Total Liabilities	1,84,694	1,087	4,250	2,485	5,289	7,600	399	2,073	491	144	-	2,830	1,626	-	-	-	-	-	-	-	2,564.88	30	367	367	624			
6	Investments	11,990	5,002	76	7,600	399	2,073	491	144	-	2,830	1,626	-	-	-	-	-	-	-	-	-	1,626	-	-	-	80			
7	Turnover	21,576	2,428	62	1,970	26	153	23	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	22	
8	Profit before taxation	4,763	268	16	482	(1)	41	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112
9	Provision for taxation	1,453	7	46	1,488	27	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112	112
10	Profit after taxation	3,310	261	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
11	Proposed Dividend	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
12	% of shareholding	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%
		India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India	India

Note:

- BSE Investments Limited was incorporated on February 27, 2014 which is yet to commence operations.
- BFSI Sector Skill Council of India is a Section 8 company under the Companies Act, 2013. Hence, the same has not been considered for consolidation. Additional 2.44% of share are held by BSE Institute Limited.
- Wholly owned subsidiary of BSE Technologies Private Limited.
- BIL-Ryerson Technology Startup Incubator Foundation (a subsidiary of BSE Institute Limited) is a Section 8 company under the Companies Act, 2013. Hence, the same has not been considered for consolidation. The numbers are based on management certified accounts as the financials are yet to be audited till the date of approval by Board of BSE.
- BSE CSR Integrated Foundation is a Section 8 company under the Companies Act, 2013. Hence, the same has not been considered for consolidation. Additional 25% of share are held by Subsidiaries of BSE Limited.
- India INX Global Access IFSC Limited is a wholly owned subsidiary of India International Exchange (IFSC) Limited.
- BSE Institute of Research Development & Innovation (a subsidiary of BSE Institute Limited) is a Section 8 company under the Companies Act, 2013. Hence, the same has not been considered for consolidation. The numbers are based on management certified accounts as the financials are yet to be audited till the date of approval by Board of BSE.

PART "B": ASSOCIATES AND JOINT VENTURES
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures
(Information in respect of each associate to be presented with amounts in ₹ Lakhs)

Sr. No.	Name of Joint Ventures / Associate Companies	Asia Index Private Limited	Central Depository Services (India) Limited (CDSL Group) ¹	BSE EBIX Insurance Broking Private Limited	Hindustan Power Exchange Limited ²	India International Bullion Holding IFSC Limited (Group) ³	BSE EBIX Insuretech Private Limited ⁴
1	Latest audited Balance Sheet Date (Financial year ended)	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23	31-Mar-23
2	Date on which the Associate or Joint Venture was associated or acquired	30-Aug-13	16-Jun-10	15-Mar-18	7-May-19	4-Jun-21	3-Apr-18
3	Shares of Associate / Joint Ventures held by the Company on the year end						
a.	No. of shares	5,000	2,09,00,000	20,04,000	12,50,00,000	20,00,00,000	4,000
b.	Amount of Investment in Associates / Joint Venture (₹)	1	4,722	200	1,250	2,000	140
c.	Extent of Holding %	50%	20%	40%	22.62%	21.40%	40%
4	Description of how there is significant influence	50% Equity Shares Stake	20% Equity Shares Stake	40% Equity Shares Stake	22.62% Equity Shares Stake	21.40% Equity Shares Stake	40% Equity Shares Stake
5	Reason why the associate / joint venture is not consolidated	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Networth attributable to Shareholding as per latest audited Balance Sheet (₹)	4,244	1,21,373	54	4,164	1,299	371
7	Profit / (Loss) for the year	571	5,203	(119)	(226)	(484)	3
	i. Considered in Consolidation (₹)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	ii. Not Considered in Consolidation						

Note:

- 1 CDSL Group consists of:
 - a) CDSL Ventures Limited
 - b) CDSL Insurance Repository Limited
 - c) CDSL Commodity Repository Limited
- 2 Pranuria Solutions Limited is an associate of BSE Investments Limited
- 3 India International Bullion Holding IFSC Limited is an associate of India International Exchange (IFSC) Limited and India International Clearing Corporation (IFSC) Limited having equity stake of 10.00% each w.e.f. June 04, 2021 and India International Bullion Holding IFSC Limited group consist of:
 - a) India International Bullion Exchange IFSC Limited
 - b) India International Depository IFSC Limited
- 4 Marketplace EBIX Technology Services Private Limited is an associate of BSE Technologies Private Limited, the name of the Company has been changed from 'Marketplace EBX Technology Services Private Limited' to 'BSE EBIX Insuretech Private Limited' with effect from January 20, 2022.

For and on behalf of the Board of Directors

S. S. Mundira
Chairman
DIN: 00979731

Sundaraman Ramanurthy
Managing Director & CEO
DIN: 05297538

Nayan Mehta
Chief Financial Officer

Vishal Bhat
Company Secretary



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