

# **BSE Limited**

BSE Ltd owns and operates the BSE exchange platform. With 5,868 companies listed on the main board, it is the largest exchange by number of listed companies. Currently BSE has a 14% market share in the Equity Cash segment

Wide source of revenues: BSE derives its revenues from transaction charges, depository charges, corporate fees, which account for 13%, 18% and 21% of the revenues respectively. In addition to this, it also earns revenues from data selling and treasury income from clearing and settlement funds accounting for 3% & 5% of the revenues respectively. Combined operating revenues account for  $\sim$ 63% of the total revenues, which has reported a 7.8% CAGR over FY2012-16. BSE also earns significantly higher other income due to strong cash on book.

Listing & other corporate fees provide cushion against volatility in earnings: Transaction charges & depository fees together account for 31% of revenues and are linked to overall market conditions and can be lumpy. However, BSE generates ~21% of its revenues from corporate fees including the annual listing fees, which every company needs to pay to remain listed on the exchange, this is an annuity business. This segment has seen a healthy 20% CAGR over FY12-16 in revenues and provides a cushion against volatility in the markets.

Despite divesting stake, CDSL will continue to add value to BSE: As per SEBI directive BSE will have to reduce its stake in CDSL from current 52%. Post this, BSE will not be able to consolidate CDSL revenues, but will be able to include proportionate profit as share of profit from associates. However, looking at the under penetration of Equity market in India, we believe a lower stake of 24% will also be able to create value for BSE in the long run. As per the RHP, the divestment of CDSL would have impacted the top line and bottom-line by 20.5% and 16.4% based on FY16 financials.

Outlook Valuation: While equity savings in India remains low, with other asset classes becoming less attractive, investor's acceptance of equity as an investment is gaining the momentum. With India remaining an attractive investment destination, BSE is likely to see decent growth in business. BSE has sustained the high competition in last many years which is a positive argument in our opinion. Its holding in CDSL and Clearing Corporation will continue to be value accretive in the long run. At the issue price, the stock is offered at 20.6x its FY2017E annualized EPS, which we believe as reasonably priced and hence, recommend SUBSRIBE to the issue.

#### **Key Financials**

Y/E March (₹ cr)	FY2013	FY2014	FY2015	FY2016	1HFY2017
Total Income	510	485	584	616	353
% chg	(5.2)	(4.8)	20.3	5.6	(5.2)
Net profit	119	135	130	123	105
% chg	(31.0)	12.8	(3.6)	(5.6)	(31.0)
EPS	27.9	30.7	28.2	29.6	38.0
Book Value (₹)					464
P/E					20.6
P/ABV (x)					1.7
RoE (%)	6.3	6.7	6.2	6.5	10.0

Source: Company, Angel Research; Note: Valuation ratios based on pre-issue outstanding shares and at upper end of the price band

## **SUBSCRIBE**

Issue Open: January 23, 2017 Issue Close: January 25, 2017

#### Issue Details

Face Value: ₹2

Present Eq. Paid up Capital: ₹10.92cr

Fress Issue: -

Offer for sale: 1.54cr Shares amounting to ₹1,243crs

Post Eq. Paid up Capital: ₹10.92crs

Market Lot: 18 Shares

OFS (amount): ₹1,243.43cr

Price Band: ₹805-806

Post-issue implied mkt. cap ₹4,399.8cr\*

Note:\*Upper price band

Book Building	
QIBs	50%
Non-Institutional	15%
Retail	35%

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## Company background

Established in 1875, BSE Ltd. is Asia's first & the Fastest Stock Exchange in the world with the speed of 6 micro seconds and one of India's leading exchange groups. More than 5,500 companies are listed on BSE, making it world's No. 1 exchange in terms of listed companies. BSE's popular equity index - the S&P BSE SENSEX - is India's most widely tracked stock market benchmark index. It is traded internationally on the EUREX as well as leading exchanges of the BRICS nations. BSE Ltd. owns and operates BSE exchange platform, which provides markets for listing and trading in various types of securities and derivatives. With US\$1.71tr market capitalization of listed companies, BSE is 10th largest exchange in world by market capitalization. BSE operates in the following business segments i.e. Listing Business, Markets Business, Data Business and Additional Supporting Businesses. BSE holds stake at 50.05% in Central Depository Services (India) Ltd ("CDSL") and has 100% stake in Indian Clearing Corporation Ltd. ("ICCL").

Exhibit 1: Shareholding Pattern Pre Issue (%)

Shareholders	% Holdings
Trading Member (A)	36.1
Associate Trading (B)	8.8
Total A+B	44.9
PUBLIC	
Individual	8.2
Corporate	10
HUF	0.6
Insurance Company	4.7
FDI	20.7
FII	9.1
NRI	1.8
Total C	55.1
Total A+B+C	100

Source: RHP, Angel Research

#### **Key Management Personnel**

**Sudhakar Rao** - Chairman and a Public Interest Director – Mr. Sudhakar has been part of the Board since 2011. He holds a Master's degree in Economics from University of Delhi and a Master's degree in Public Administration from Kennedy School of Government, Harvard University. He is a retired IAS Officer.

Ashishkumar Manilal Chauhan - MD and CEO – Mr. Ashishkumar has been part of the Board since 2012. He has a Bachelor's in technology in mechanical engineering from Indian Institute of Technology, Bombay and has also completed a post graduate diploma in management from the IIM Calcutta. At present, he is the Chairperson of the board of governors of National Institute of Technology, Manipur. Prior to joining the Exchange, he has served on several committees constituted by Department of Posts, Direct Taxes, SEBI, Forward Market Commission and he was the group Chief Information Officer of Reliance Industries Limited.



#### Issue details

BSE is coming out with its maiden IPO of 15,427,197 equity share of ₹2 each through offer for sale by existing stakeholders via book building route with a price band of ₹805-806. BSE will mobilize ₹1,243.43crore (based on upper price band). Minimum application is to be made for 18 shares and in multiples thereon, thereafter.

**Exhibit 2: Top10 Shareholders Pre Issue** 

Name of the Shareholder	Shareholding %
Deutsche Boerse	4.7
Singapore Exchange	4.7
State Bank of India	4.7
Life Insurance Corporation of India	4.7
GKFF Ventures*	4.6
Quantum (M) LimitedÄ	3.7
Caldwell India Holdings Inc.	3.7
Atticus Mauritius Limited	3.7
Acacia Banyan Partners Limited	3.7
Bajaj Holdings and Investment Limited	2.8
Total	41.0

Source: RHP Angel Research

#### Objects of the offer

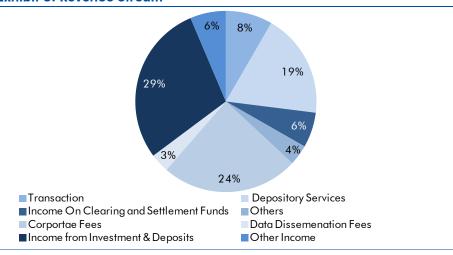
- To achieve the benefits of listing the Equity Shares on NSE and also for the sale of Equity Shares by the Selling Shareholders.
- The Exchange expects that listing of the Equity Shares will enhance its visibility and brand image and provide liquidity to its existing Shareholders.
- The Exchange will not receive any proceeds of the Offer and all the proceeds of the Offer will go to the Selling Shareholders in the proportion of the Equity Shares offered by them.



#### Investment rationale

Wide source of revenues: BSE derives its revenues from transaction charges, depository charges, corporate fees, which account for 13%, 18% and 21% of the revenues respectively. In addition to this, it also earns revenues from data selling and treasury income from clearing and settlement funds accounting for 3% & 5% of the revenues respectively. Combined operating revenues account for  $\sim$ 63% of the total revenues, which has reported a 7.8% CAGR over FY2012-16.

**Exhibit 3: Revenue Stream** 



Source: RHP, Angel Research

**Exhibit 4: Segmental Revenues** 

Revenue Contribution	Nature Of Business	FY12	FY13	FY14	FY15	FY16	1HFY17
Revenue from Operations		59%	54%	55%	62%	69%	69%
Of Which							
Transaction Charges	Linked to Market Activity	7%	6%	6%	9%	9%	14%
Income from Depository Services	Recurring as well as Linked to Market Activity	18%	18%	18%	18%	20%	20%
Treasury Income On Clearing and Settlement Funds	Linked to Market Activity to an Extent	9%	7%	9%	9%	7%	5%
Others	Recurring	7%	7%	6%	4%	4%	4%
Services to corporate	Recurring	14%	11%	12%	18%	26%	23%
Data Dissemination Fees	Recurring	4%	4%	4%	4%	4%	3%
Income from Investment & Deposits	Recurring	41%	46%	45%	38%	31%	31%
Total		100%	100%	100%	100%	100%	100%

Source: RHP, Angel Research

As we can see from the above table, BSE has been able to increase the share of revenues from corporate fees from 14% in FY2012 to 23% in 1HFY2017. Similarly, the share of transaction charges has also gone up to 14% from a level of 7% during the period. Moreover, the good part is that, over the same time it has been able to reduce its revenue contribution from treasury income and other income.



Listing & other corporate fees provide cushion against volatility in earnings: Transaction charges & depository fees together account for 31% of revenues and are linked to overall market conditions and can be lumpy. However, BSE generates  $\sim$ 21% of its revenues from corporate fees including the annual listing fees, which every company needs to pay to remain listed on the exchange, this is an annuity business. This segment has seen a healthy 20% CAGR over FY12-16 in revenues and provides a cushion against volatility in the markets.

30% 24% 25% 20% 17% 13% 15% 11% 10% 10% 5% 0% FY12 FY13 FY14 FY15 FY16

**Exhibit 5: Trend in Fee Income from Corporate** 

Source: RHP, Angel Research

Despite reduction in stake CDSL will continue to create value for BSE in the long run: BSE Ltd holds 54.2% stake in Central Depository Services Ltd (CDSL). CDSL is a highly profitable venture for BSE Ltd, and had revenue of ₹116cr for FY2016 with PAT of ₹63cr. There are two depositories in India, CDSL and National NSDL. As on August 31, 2016, CDSL had 1.13 Crores active accounts, implying a 43% market share in total demat accounts. As per SEBI's 2012 regulations, no single exchange can hold more than 24% stake in a depository and gave stock exchanges three years to come into compliance with the limitations. Due to BSE's inability to meet the guidelines, the deadline for the same was extended to March 31, 2017. Consequently, BSE will have to reduce its stake in CDSL to meet the regulatory norms.

**Exhibit 6: CDSL Financial Snapshots** 

(₹ Cr)	FY14	FY15	FY16
Equity Capital	105	105	105
Reserves & Surplus	223	230	262
Net Worth	327	334	366
Total Revenues	105	105	116
PAT	41	35	63
EPS	3.9	3.3	6.1
Book Value	31.3	32.0	35.0

Source: RHP, Angel Research



Post divesting stake in CDSL, BSE will not be able to include the revenues of CDSL in their top-line and the proportionate share of profit will be accounted as share of profit from associate. With duopolistic business, we believe CDSL will continue to add value to BSE, as the number of Demat accounts keeps on increasing every year in India.

Other Income a large source of bottom-line: BSE has cash & current investments worth ₹2,350 and interest income on the same, forms 29% of the total income. With softening G-Sec yield, there could be decline in the same. However, it will continue to form a large part of the business going ahead. The nature of business doesn't need much capex, and hence, BSE will continue to hold cash on books, so interest income will continue to form a large part of the bottom-line going ahead as well.

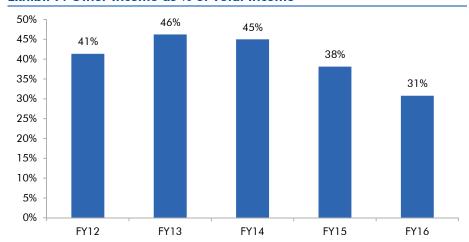


Exhibit 7: Other Income as % of Total Income

Source: RHP, Angel Research

BSE's subsidiaries will create value in the long run: In addition to CDSL, BSE holds 100% stake in the Indian Clearing Corporation Ltd., which will create value in the long run for the exchange. These are specialized institutions, and hence, they should get premium valuations as and when if listed. Accordingly, in our view, in addition to BSEs own business, one should look at the growth prospects of the entities in which it has meaningful stake.



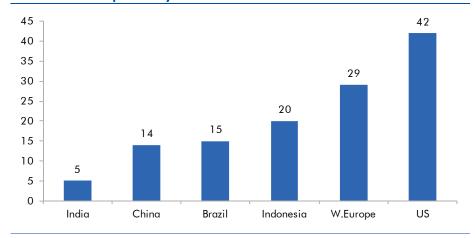
Exhibit 8: Performance Of Key Subsidiaries (₹ Cr)

CDSL ( 50.05% Stake by BSE)	FY14	FY15	FY16
Total Revenues	105	105	116
% Growth YoY		(0.2)	10.3
PAT	41.4	34.74	63.4
% Growth YoY		(16.1)	82.5
Indian Clearing Corporation Ltd ( 100% stake by BSE)			
Total Revenues	91	90	70
% Growth YoY		(0.8)	(23.0)
PAT	60.5	63.4	48.3
% Growth YoY		4.9	(23.9)
CDSL Ventures Ltd ( 100% stake by CDSL)			
Total Revenues	16.3	20.1	22.4
% Growth YoY		23.1	11.6
PAT	7.7	9.2	11.0
% Growth YoY		19.7	19.2

Source: RHP, Angel Research

Equity as an asset class is gaining momentum in India: India's equity savings as a percentage of financial savings is substantially lower at 5% v/s 14% in China and 42% in US. However, with other asset classes becoming less attractive, investor's acceptance of equity as an investment will gain momentum in the years to come. With 7-8% GDP growth rate, India will continue to be an investment destination by foreign investors for long period of time. Though BSE has 13-15% market share in the Equity Cash segment, and even if it is able to retain the same, with improving outlook, the business for it should see decent growth going ahead.

Exhibit 9: Participation by retail investors %



Source: RHP, Angel Research



### **Industry Scenario**

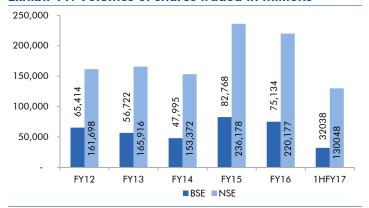
Exhibit 10: Overview global exchanges (in US \$ Billions)

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		Domestic Ma	rket Cap	Value Of Equ	ity Trading
No.Exchanges	Country	2015	2016	2015	2016
1 ICE:NYSE	U.S	17,787	18,711	15,868	17,477
2 NASDAQ-US	U.S	7,281	7,064	12,237	12,515
3 Japan Exchange	Japan	4,895	4,686	5,444	5,541
4 Shanghai Exchange	China	4,549	3,777	6,085	21,343
5 LSE Group	UK	3,879	3,480	2,771	2,651
6 Euronext	EU	3,306	3,286	1,952	2,077
7 Shenzen Stock Exchang	eChina	3,639	3,191	5,941	19,611
8 Hong Kong Exchanges	Hong Kong	3,185	2,973	1,521	2,126
9 TMX Group	Canada	1,592	1,869	1,408	1,185
10 Deutsche Borse	Germany	1,716	1,539	1,470	1,556
11 BSE Ltd	India	1,516	1,521	123	121
12 NSE	India	1,485	1,494	633	677
13 SIX Swiss Exchange	Switzerland	1,519	1,420	797	991
14 Korea Exchange	South Korea	1,231	1,260	1,350	1,930
15 NASDAQ Nordic	Sweden	1,268	1,221	723	755

Source: RHP, Angel Research

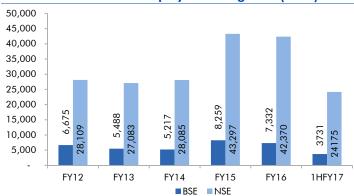
From 2012-16, the number of combined shares traded in both exchanges grew by 30%. The steady growth of Indian economy, growing awareness regarding stock market, increased participation by foreign institutional players, as well as domestic retail investors are the key factors which contributed to the growth.

**Exhibit 11: Volumes of shares traded in millions** 



Source: RHP, Angel Research

Exhibit 12: Turnover in Equity Cash Segment (₹ mn)



Source: RHP, Angel Research



#### **Outlook & Valuation**

While BSE has not been able to gain market share from its competitor it has also not lost market share in the last five-six years in the Equity cash segment. Its holding in CDSL and Clearing Corporation will continue to be value accretive in the long run. CDSL had a PAT of ₹63cr for FY16 and being specialized institutions it should attract a premium valuation. LIC had bought a 4.15% stake in 2015 in CDSL valuing the company at ~ ₹800cr. Similarly Indian Clearing Corporation had a PAT of ₹48cr for FY16 and if we apply similar valuations to it, it would be valued at ~₹600-700 cr. Considering BSE's stake in CDSL at 50.05% and in ICCL at 100% we believe the, entire market cap of BSE at the issue price seems reasonably priced. At the issue price the stock is offered at 20.6x its FY17 annualized EPS. Looking at the business model, we believe the issue is reasonably priced and hence recommend SUBSRIBE to the issue.

**Exhibit 13: Comparative Valuations** 

Name Of Exchange	One Year Forward P/E
TMX Group	16.2
Deutsche Boerse	18.1
Hong Kong Exchanges	37.4
Multi Commodity Exchange	44.0
Japan Exchange Group	22.7
Bursa Malaysia	24.1
EURONEXT	16.2
Singapore Exchange	22.2
London Stock Exchange	24.2

Source: Angel Research



#### **Income statement**

Y/E March (₹ Cr)	FY13	FY14	FY15	FY16	1HFY17
Operating Revenues	274	267	361	427	242
- YoY Growth (%)	(13.1)	(2.6)	35.4	18.1	
Other Operating Income	236	218	223	190	111
- YoY Growth (%)	6.0	(7.4)	2.0	(14.8)	
Total Income	510	485	584	616	353
- YoY Growth (%)	(5.2)	(4.8)	20.3	5.6	
Operating Expenses	242	242	319	358	190
- YoY Growth (%)	10.6	0.1	31.8	12.0	
Operating Profit	267	243	264	258	163
- YoY Growth (%)	(16.1)	(9.3)	8.9	(2.2)	
Other Income	43	45	41	42	30
- YoY Growth (%)	5.9	3.2	(8.3)	2.5	
Depreciation	28	32	59	62	25
- YoY Growth (%)	(16.9)	14.3	81.7	5.0	
Profit Before Tax	280	255	246	238	168
- YoY Growth (%)	(13.7)	(9.1)	(3.5)	(3.1)	
Prov. for Taxation	38	34	44	32	22
- as a % of PBT	13.5	13.3	17.8	13.6	
PAT	242	221	202	206	145
- YoY Growth (%)	(6.8)	(8.9)	(8.4)	1.8	
Exceptional Item	98	61	51	47	21
Adj PAT	145	159	151	159	125
Share Of Minority	25	25	22	37	20
PAT after Minority Interest	119	135	130	123	105
- YoY Growth (%)	(31.0)	12.8	(3.6)	(5.6)	



## **Balance Sheet**

Y/E March (₹ cr)	FY13	FY14	FY15	FY16	1HFY17
Share Capital	10.4	10.4	10.7	10.7	10.7
Reserve & Surplus	2,279	2,360	2,450	2,439	2,480
NetWorth	2,289	2,371	2,461	2,449	2,491
Core Settlement Gurantee Fund	1	6	111	176	187
Minority Interest	173	188	199	222	215
Non Current Liability	281	70	67	72	71
Total Liabilities	2,744	2,634	2,838	2,920	2,963
Goodwill On Consolidation	85	85	85	85	85
Fixed Assets	129	139	169	165	164
Tangiable Assets	88	85	136	143	138
Non Current Investments	527	1,125	1,410	1,525	1,197
Long term Loans and Adv.	56	79	86	120	108
Current Assets	3,140	2,635	2,439	2,300	2,664
Current Investments	826	1,061	866	537	855
Cash & Bank Balances	2,048	1,469	1,452	1,610	1,491
Othr Current Assets	216	53	60	85	197
Current Liabilities	1,201	1,436	1,356	1,285	1,266
Net Current Assets	1,939	1,199	1,083	1,014	1,398
Total Asset	2,744	2,634	2,838	2,920	2,963



## **Key Ratios**

Y/E March	FY13	FY14	FY15	FY16	1HFY17
Profitability ratios (%)					
EBITDA %	52.5	50.0	45.3	41.9	46.1
PAT %	23.4	27.8	22.2	19.9	29.7
RoE	6.3	6.7	6.2	6.5	*10.0
ROA	4.3	5.1	4.6	4.2	*7.1
Per Share Data (₹)					
EPS	27.9	30.7	28.2	29.6	*39.0
BV	441	457	459	456	464
Dividend	4.0	4.0	5.0	7.5	
Valuation Ratios (x)					
PER	28.9	26.2	28.6	27.2	20.6
P/BVPS	1.8	1.8	1.8	1.8	1.7
EV/EBITDA	10.1	11.3	10.3	11.0	8.1
EV/ Revenues	5.3	5.6	4.6	4.6	3.7
Dividend Yield (%)	0.5	0.5	0.6	0.9	

Note: \* Annualized numbers



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