



BgSE Financials Limited

CIN : U67120KA1999PLC025860

Stock Exchange Towers, 51, 1st Cross, J. C. Road, Bangalore - 560027

Tel.: 080-41575234/35/03

Email Id: cs@bfsl.co.in, Website: www. bfsl.co.in

26th Annual Report 2024-2025





VISION

"Our vision is to be a leading service provider in the financial market and to be one of the trusted names amongst the investing public in the Global arena."

MISSION

"BgSE Financials Ltd., will endeavour to be one of the best Integrated Financial Institutions, with a strong philosophy of customer-centricity, serving the varied financial needs of its ever-growing clientele with a wide array of products and services, through a dedicated and highly motivated team of professionals supported by state-of-the-art technology and strategic alliances."



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BOARD OF DIRECTORS

CHAIRMAN & INDEPENDENT DIRECTOR

Mr. Krishnan Vaidyanathan Harihara Nurani

INDEPENDENT DIRECTORS

Mr. Kodipura Madegowda Mahadevappa

Mr. Venkateswara Rao Thallapaka

WHOLE TIME DIRECTOR

Mr. Pramod Gowtham Chand Jain

DIRECTORS

Mr. Motilal Jain Gowtham Chand

Mr. Vinod Gowtham Chand Jain

CHIEF EXECUTIVE OFFICER

Mr. T K Raghavendra

CHIEF FINANCIAL OFFICER

Mr. Putta Prakash

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Vishal Solanki

LEGAL ADVISOR

Advocate Mr. A. Sampath

BANKERS

CANARA BANK

AUDIT COMIITTEE

Mr. Krishnan Vaidyanathan Harihara Nurani
(Independent Director)

Mr. Kodipura Madegowda Mahadevappa
(Independent Director)

Mr. Motilal Jain Gowtham Chand
(Director)

NOMINATION AND REMUNERATION COMMITTEE

Mr. Kodipura Madegowda Mahadevappa
(Independent Director)

Mr. Krishnan Vaidyanathan Harihara Nurani
(Independent Director)

Mr. Motilal Jain Gowtham Chand
(Director)



DISCIPLINARY ACTION COMMITTEE

Mr. Kodipura Madegowda Mahadevappa
(Independent Director)

Mr. Pramod Gowtham Chand Jain
(Whole time Director)

Mr. Vinod Gowtham Chand Jain
(Director)

INVESTOR GRIEVANCE COMMITTEE

Mr. Pramod Gowtham Chand Jain
(Whole Time Director)

Mr. Motilal Jain Gowtham Chand
(Director)

Mr. Vinod Gowtham Chand Jain
(Director)

INTERNAL COMPLAINTS COMMITTEE

Mrs. Niveditha
(Presiding Officer/ Member)

Advocate Mrs. Jayalakshmi
(External Member)

Mrs. Usha Kiran
(Internal Member)

Mr. E. Kumar
(Internal Member)

TECHNOLOGY COMMITTEE

Mr. Krishnan Vaidyanathan Harihara Nurani
(Independent Director)

Mr. Pramod Gowtham Chand Jain
(Whole time Director)

Mr. Jinesh C.K
(I.T. Head)



DIRECTOR'S REPORT

To,
The Members of **BgSE Financials Limited**
Your Directors have pleasure in presenting the 26th Annual Report of the Company, together with the Audited Financial Statement for the Financial Year ended on 31st March, 2025.

1. FINANCIAL SUMMARY:

The table below summarizes the key financials of your Company for FY- 2024-25

| Particulars | Current Financial Year (2025) (Rs. in Lakhs) | Previous Financial Year (2024) (Rs. in Lakhs) |
|--|---|--|
| Revenue from Operations | 2971.69 | 2652.57 |
| Other Income | 181.48 | 287.34 |
| Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense | 370.48 | 379.36 |
| Less: Depreciation/ Amortisation/ Impairment | 31.47 | 35.34 |
| Profit before Finance Costs, Exceptional items and Tax Expense | 339.01 | 344.02 |
| Less: Finance Costs | 85.96 | 71.33 |
| Profit before Exceptional items and Tax Expense | 253.05 | 272.69 |
| Add/(less): Exceptional items | 0 | 0 |
| Profit /loss before Tax Expense | 253.05 | 272.69 |
| Less: Tax Expense (Current & Deferred) | 79.48 | 63.71 |
| Profit /loss for the year (A) | 173.57 | 208.98 |
| Balance of profit for earlier years (B) | 1666.74 | 1497.76 |
| Less: Transfer to Debenture Redemption Reserve | 0 | 0 |
| Less: Transfer to Reserves | 0 | 0 |
| Less: Dividend paid on Equity Shares | 0 | 0 |
| Less: Dividend paid on Preference Shares (C) | 40 | 40 |
| Less: Dividend Distribution Tax | 0 | 0 |
| Less : Share Premium amount paid on buyback of Shares | 22.03 | 0 |
| Balance carried forward (A+B-C) | 1778.28 | 1666.74 |

2. STATE OF AFFAIRS AND WORKING OF THE COMPANY DURING THE YEAR:

- During the Financial Year 2024-25, the Company has registered a turnover of Rs. 15,533.46 Crores as against turnover of Rs13,590.41 Crores in the Financial Year 2023-24.
- The Company has registered a Net Profit Before tax of Rs 253.05 Lakhs as on 31st March 2025 as against 272.69 Lakhs as on 31st March 2024.
- During the Year Company operations comprises of RTA, DP operations and Broking Activities.

3. DIVIDEND

The Directors do not recommend any dividend for the Financial Year 2024-25.

4. RESERVES

During the year, it is decided not to carry any amount to Reserve.

5. SHARE CAPITAL

During the Financial Year 2024-25, the Authorised Share Capital of the Company stood at ₹ 20,00,00,000 (Rupees Twenty Crores Only) comprising of Equity Share Capital of ₹10,00,00,000 (Rupees Ten Crores only) and Preference Share Capital of ₹10,00,00,000 (Rupees Ten Crores only). The Paid-up Share Capital of the Company is ₹14,65,97,000 (Rupees Fourteen Crores Sixty-Five Lakhs Ninety-Seven Thousand Only) comprising Paid-up Equity Share Capital of ₹ 9,65,97,000 (Rupees Nine Crores Sixty Five Lakhs Ninety Seven Thousand only) and Paid-up Preference Share Capital of ₹ 5,00,00,000 (Rupees Five Crores only) as on the closing date of the financial year.

Director's Report



During the year, the Company undertook a Buy-back of shares which was duly approved by the Board and Shareholders. Pursuant to the completion of the Buy-back, the Paid-up Share Capital was reduced from ₹14,88,00,000 to ₹14,65,97,000 in accordance with applicable provisions of the Companies Act, 2013 and relevant regulations.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company comprises six Directors, including three Independent Directors, two Non-Executive Non-Independent Directors, and one Whole-time Director.

Details of the Directors are as follows:

| Sl. No. | Name | Designation |
|---------|--|-----------------------------------|
| 1 | Krishnan Vaidyanathan Harihara Nurani (Din - 02120151) | Chairman and Independent Director |
| 2 | Venkateswara Rao Thallapaka (Din - 05273533) | Independent Director |
| 3 | Kodipura Madegowda Mahadevappa (Din - 07474716) | Independent Director |
| 4 | Pramod Gowtham Chand Jain (Din - 03128163) | Whole-time Director |
| 5 | Motilal Jain Gowtham Chand (Din- 00248239) | Director |
| 6 | Vinod Gowthamchand Jain (Din- 00248275) | Director |

As at the end of the Financial Year 2024-25, the following individuals were designated as Key Managerial Personnel (KMP) of the Company in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder:

| Sl. No. | Name | Designation |
|---------|---|--|
| 1. | Mr. Pramod Gowtham Chand Jain (DIN: 03128163) | Whole-time Director |
| 2. | Mr. Terkunjattaya Kannur Raghavendra, | Chief Executive Officer |
| 3. | Mr. Putta Prakash | Chief Financial Officer & Vice President-Finance |
| 4. | Mr. Vishal Solanki | Company Secretary and Compliance Officer |

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Motilal Gowtham Chand Jain and Mr. Vinod Gowtham Chand Jain, Directors of the Company, will retire by rotation at the ensuing Annual General Meeting scheduled to be held on 27th September 2025 and, being eligible, have offered themselves for re-appointment.

During the year, Mr. T. V. Rao has resigned on 17th May 2024 and re-appointed as an Independent Director of the Company with effect from 04th November 2024. His appointment was subsequently approved by the Members at the Extra-Ordinary General Meeting held on 09th December 2024.

Further, the Board of Directors, at its meeting held on 04th November 2024, approved the appointment of Mr. Vishal Solanki as Company Secretary and Compliance Officer of the Company.

Additionally, at the Board meeting held on 03rd February 2025, the appointment of Mr. Terkunjattaya Kannur Raghavendra as Chief Executive Officer of the Company was approved.

7. CHANGE IN THE NATURE OF BUSINESS

During the Financial Year 2024-25, there was no change in the nature of business.

8. BOARD MEETINGS

During the Financial Year Six Board meetings were held on 29th April 2024, 16th August 2024, 02nd September 2024, 04th November 2024, 10th January 2025 and 03rd February 2025.

Attendance of the each Director at the Board Meetings is given hereunder.

| Sl. No. | Name of Director | Number of Board Meetings held during the financial year | No. of Board Meetings attended |
|---------|--------------------------------------|---|--------------------------------|
| 1 | Prof. N.V.H. Krishnan | 6 | 6 |
| 2 | Prof. K.M.Mahadevappa | 6 | 5 |
| 3 | Mr. M. Gowtham Chand Jain | 6 | 6 |
| 4 | Mr. Vinod G. Jain | 6 | 6 |
| 5 | Mr. Pramod G. Jain | 6 | 6 |
| 6 | Mr. T V Rao | 6 | 4 |
| 7 | Mr. K.M. Sivaraman (upto 19-08-2024) | 6 | 1 |



Additionally, during the year:

- **Mr. K.M. Sivaraman** attended one Board Meeting before retiring from the position of Chief Executive Officer and Director with effect from 19th August 2024.
- **Mr. T.V. Rao** resigned from the position of Independent Director during the year and was subsequently re-appointed in the Board Meeting held on 04th November 2024.

9. DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors of the Company confirm:

- In the preparation of the annual financial statements, the applicable accounting standards have been followed and there are no material departures;
- They have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit of the Company for that period;
- They 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;
- They have prepared the annual financial statements on a going concern basis;
- They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

10. EXTRACT OF THE ANNUAL RETURN

The annual return for the Financial Year ended 2025 comprising of the information available up to the date of this report can be viewed at the Company website <https://www.bfsl.co.in/>.

11. STATUTORY AUDITORS

At the AGM held on 28th September 2024, the Members approved the appointment of M/s Lavesh D Jain & Co., Chartered Accountants, as the Statutory Auditors for the term of Five consecutive years, to hold office from the conclusion of the Twenty Fifth AGM till the conclusion of the Twenty Nineth AGM.

12. STATUTORY AUDITORS REPORT

There were no qualifications, reservations, adverse remarks or disclaimers in the report of Statutory Auditors of the Company.

No frauds were reported by the auditors under Section 143 (12) of the Act.

13. DECLARATION OF INDEPENDENCE

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 of The Companies Act, 2013.

Based on the declarations received from the Independent Directors, the Board is of the opinion that the Independent Directors fulfill the criteria of independence.

All Independent Directors have given declarations that they have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and Code of Conduct and Business Ethics of the Company during Financial Year 2025.

14. POLICY/CRITERIA FOR DIRECTORS' APPOINTMENT

The Company with the approval of its Nomination and Remuneration Committee ("NRC") deals with the appointment and remuneration including the criteria for determining qualifications, positive attributes and independence of a Director. The NRC evaluates the composition of the Board and vacancies arising in the Board from time to time. The NRC, as and when required while recommending candidature of a Director, considers the requisite special knowledge or expertise possessed by the candidate. The NRC assesses the fit and proper credentials of the candidate. The NRC also evaluates the prospective candidate for the position of Director from the perspective of the criteria for independence prescribed under the Act. The NRC based on the above assessment makes suitable recommendations on the appointment of Directors to the Board. The NRC evaluates the performance of the Executive Directors of the Company on an annual basis.

15. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF FINANCIAL PERIOD AND THE DATE OF REPORT

There were no significant changes and commitments affecting the financial position of the Company, between the end of Financial Year (March 31, 2025) and the date of the Report (i.e. 19th August 2025).

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

In view of the nature of business activities of the Company, the information relating to conservation of energy and technology absorption, as required under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules 2014, is not required to be given. The Company has, however, used information technology extensively in its operations.

The Company has not entered into any transactions involving Foreign Exchange.

17. INTERNAL FINANCIAL CONTROLS AND ITS ADEQUACY

The internal financial controls with reference to financial statements as designed and implemented by the Company are adequate. The internal financial controls procedure adopted by the Company is adequate for safe



guarding 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. Further, the Statutory Auditors have verified the systems and processes and confirmed that the internal financial controls over financial reporting are adequate and such controls are operating effectively.

18. RISK MANAGEMENT

Your Company has a robust Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

The policies have been framed with respect to such risks which set forth limits, mitigation strategies and internal controls. These policies include corporate risk and

investment policy, liquidity risk management policy, PMLA Policy, Privacy Policy, operational risk management policy, outsourcing policy, fraud risk management policy, information technology risk management policy, information security management policy, cyber-security & cyber resilience policy, business continuity policy and surveillance policy. We are particularly sensitive to the risks emanating from the introduction of new products and services

19. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company believes in providing a safe working environment at the workplace and for the said purpose Company has constituted Internal Complaint Committee for dealing with complaints of harassment or discrimination comprising as follows:

| S.No. | Name of Members | Designation | Role in Committee |
|-------|-----------------|----------------|-------------------|
| 1 | Ms. Niveditha N | Deputy Manager | Presiding Officer |
| 2 | Ms. Usha Kiran | Manager | Internal |
| 3 | Mr. E Kumar | Deputy Manager | Internal |
| 4 | Ms. Jayalakshmi | Advocate | External |

During Financial Year 2024-25, there were no complaints received and there is no complaint outstanding as on March 31, 2025.

20. DETAILS OF VARIOUS COMMITTEES

Audit Committee

The composition of the Audit Committee and terms of reference are in compliance with the provisions of Section 177 of the Act. All members of the Committee are financially literate and have accounting or related financial management expertise.

The Terms of reference broadly includes the following:

- (i) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;

- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.

The Audit Committee consists of the following members:

| S.No. | Name of Members | Designation | Role in Committee |
|-------|---|----------------------|-------------------|
| 1 | Mr. Krishnan Vaidyanathan Harihara Nurani | Independent Director | Chairman |
| 2 | Mr. Venkateshwara Rao Thallapaka | Independent Director | Member |
| 3 | Mr. Motilal Gowtham Chand Jain | Director | Member |
| 4 | Prof. K.M. Mahadevappa | Independent Director | Member |

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

Director's Report



Following is the detail of the attendance of each of the members of the Audit Committee at its Meeting held during the year under review:

| Sl. No. | Name of Director | Number of Board Meetings held during the financial year | Number of Board Meetings attended |
|---------|---------------------------|---|-----------------------------------|
| 1 | Prof. N.V.H. Krishnan | 6 | 6 |
| 2 | Prof. K.M. Mahadevappa | 6 | 2 |
| 3 | Mr. M. Gowtham Chand Jain | 6 | 6 |
| 4 | Mr. T V Rao | 6 | 4 |

During the Financial Year, the Audit committee meeting was held on 29th April 2024, 16th August 2024, 2nd September 2024, 4th November 2024 and 10th January 2025 and 3rd February, 2025.

During the year Audit Committee was reconstituted thrice. Audit Committee meeting held on 16th August 2024 Mr. T V Rao resigned and Prof. K.M. Mahadevappa was appointed as a member. Audit Committee meeting held on 04th November 2024 Mr. T V Rao was re-appointed as a member and Prof. K.M. Mahadevappa resigned from the committee. Audit Committee meeting held on 3rd February, 2025 Mr. T V Rao resigned and Prof. K.M. Mahadevappa was re-appointed as a member.

Nomination and Remuneration Committee

During the Financial Year under review, Board has constituted Nomination and Remuneration Committee comprises of following:

| Sl. No. | Name of Members | Designation | Role in Committee | No. of meetings held during the | No. of meetings attended |
|---------|---|----------------------|-------------------|---------------------------------|--------------------------|
| 1 | Mr. Kodipura Madegowda Mahadevappa | Independent Director | Chairman | 2 | 2 |
| 2 | Mr. Krishnan Vaidyanathan Harihara Nurani | Independent Director | Member | 2 | 2 |
| 3 | Mr. Motilal Gowtham Chand Jain | Director | Member | 2 | 2 |

During the Financial Year, the Nomination and Remuneration committee meeting was held on 04th November 2024 and 3rd February, 2025.

Disciplinary Action Committee

Your Board has constituted Disciplinary Action Committee and the Committee comprises of following:

| Sl.No | Name of Members | Designation | Role in Committee |
|-------|------------------------------------|----------------------|-------------------|
| 1 | Mr. Kodipura Madegowda Mahadevappa | Independent Director | Chairman |
| 2 | Mr. Vinod G. Jain | Director | Member |
| 3 | Mr. Pramod G Jain | Whole Time Director | Member |

Investor Grievance Committee

Your Board has also constituted an Investor Grievance Committee. This Committee comprises of following:

| Sl.No. | Name of Members | Designation | Role in Committee |
|--------|--------------------------------|---------------------|-------------------|
| 1 | Mr. Pramod G Jain | Whole Time Director | Chairman |
| 2 | Mr. Motilal Gowtham Chand Jain | Director | Member |
| 3 | Mr. Vinod G. Jain | Director | Member |

Internal Complaints Committee:

Internal Complaints Committee (ICC) has been set under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to redress the complaints received regarding sexual harassment from the women employees. This Committee is comprised of following:

| Sl. No. | Name of Members | Designation | Role in Committee | No. of meetings held during the | No. of meetings attended |
|---------|-----------------|---------------------------------|-------------------|---------------------------------|--------------------------|
| 1 | Mrs. Niveditha | Deputy Manager, Membership Dept | Presiding Officer | 4 | 4 |
| 2 | Ms. Usha Kiran | Manager | Internal | 4 | 4 |
| 3 | Mr. E Kumar | Deputy Manager | Internal | 4 | 4 |
| 4 | Ms. Jayalakshmi | Advocate | External | 4 | 4 |



During the Financial Year, the Internal Complaints Committee meeting was held on 29th April 2024, 16th August 2024, 2nd September 2024, 3rd February 2025.

Technology Committee:

During the Financial Year under review, your Board has re-constituted Technology Committee comprises of following:

| Sl. No. | Name of Members | Designation | Role in Committee | No. of meetings held during the | No. of meetings attended |
|---------|---|----------------------|-------------------|---------------------------------|--------------------------|
| 1 | Mr. Krishnan Vaidyanathan Harihara Nurani | Independent Director | Chairman | 5 | 5 |
| 2 | Mr. Pramod G Jain | Whole Time Director | Member | 5 | 5 |
| 3 | Mr. Jinesh C K | IT Head | Member | 5 | 5 |

During the Financial Year, the Technology committee meeting was held on 29th April 2024, 16th August 2024, 02nd September 2024, 30th December 2024 and 10th January 2025.

21. DETAILS OF DEPOSITS

During the Financial Year, the Company has not accepted any deposits from public under Section 73 of the Companies Act, 2013 and rules made there under. Hence no amount of principal or interest was outstanding at the end of FY 2024-25.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given loan to any person or body corporate or given any guarantee or provided any security in connection with loan to any other body corporate or person in terms of Section 186 of the Companies Act, 2013 during the financial year under review.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All transactions with related parties entered into during the financial year were at arm's length basis and in the ordinary course of business. The details were annexed to AOC-2.

24. INVESTOR EDUCATION AND PROTECTION FUND:

In accordance with the provisions of Section 124 of the Companies Act, 2013 ("the Act"), the applicable rules made thereunder, including the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), and other relevant provisions, all amounts remaining unpaid or unclaimed for a period of seven years from the date of their transfer to the Unpaid/Unclaimed Dividend Account are required to be transferred to the Investor Education and Protection Fund (IEPF).

The Company has duly complied with the above-mentioned provisions during the Financial Year 2024-25.

25. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Pursuant to the provision Section 135 of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and other applicable provisions of the Act. The Company is not covered under the threshold limit as prescribed under the Act; therefore, aforesaid provision is not applicable on the Company.

26. VIGIL MECHANISM

In terms of sub-section (9) of section 177 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 every listed company, every other company accepts deposits from the public and every company which has borrowed money from banks and public financial institutions in excess of Rs. Fifty Crores needs to establish vigil mechanism. The Company is not covered under the criteria as prescribed under the Act; therefore, aforesaid provision is not applicable on the Company.

27. MATERIAL ORDERS OF JUDICIAL BODIES /REGULATORS

During the Financial Year 2024-25, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

28. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has been in compliance with the applicable Secretarial Standards during the Financial Year 2024-25.

29. ADDITIONAL DISCLOSURES

The company has made no application or no proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year 2024-25.

There were no settlement made by the Company with Banks and Financial Institutions requiring disclosure under clause (x) of sub-rule 5 of Rule 8 of the Companies (Accounts) Rules 2014.



30. DETAILS OF EMPLOYEE STOCK OPTIONS:

The Company does not have any Employee Stock Option Scheme/ Plan.

31. SECRETARIAL AUDITORS

The Company do not require to appoint Secretarial Auditor Pursuant to the provisions of Section 204 of the Companies Act, 2013.

32. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company has complied with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees. All eligible women employees are provided with maternity benefits as prescribed under the Maternity Benefit Act, 1961, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

The Company also ensures that no discrimination is made in recruitment or service conditions on the grounds of maternity. Necessary internal systems and HR policies are in place to uphold the spirit and letter of the legislation.

33. INTERNAL AUDIT

At the beginning of each financial year, an audit plan is rolled out with approval of the Company's Audit Committee. The plan is aimed at evaluation of the efficacy and adequacy of internal control systems and compliance thereof, robustness of internal processes, policies and accounting procedures and compliance with laws and regulations. Based on the reports of internal audit, process owners undertake corrective action in their respective areas. Significant audit observations and corrective actions are periodically presented to the Audit Committee of the Board.

34. APPOINTMENT OF DESIGNATED PERSON (MANAGEMENT AND ADMINISTRATION) RULES 2014-RULE 9 OF THE COMPANIES ACT 2013

In accordance with Rule 9 of the Appointment of Designated Person (Management and Administration) Rules 2014, it is essential for the company to designate a responsible individual for ensuring compliance with statutory obligations.

The Company has appointed Mr. Pramod G Jain as a Designated person in a Board meeting and the same has been reported in Annual Return of the company.

35. ACKNOWLEDGEMENTS

Your directors thank all the shareholders of the Company, investors, the Company's business constituents, and Bankers for their support and encouragement. Your Directors also wish to place on record appreciation for the services rendered by the employees of the Company for their teamwork, dedication and wholehearted efforts put in by them during the year 2024-25.

Your directors acknowledge the valuable support extended by the Securities and Exchange Board of India (SEBI), National Stock Exchange of India Ltd (NSE), Bombay Stock Exchange Ltd., (BSE), Multi Commodity Exchange of India Limited (MCX), National Securities Depository Limited (NSDL), Central Depository Services Limited (CDSL), BgSE Properties and Securities Ltd. (Formerly known as Bangalore Stock Exchange) and local authorities.

For and on behalf of the Board of Directors
BgSE Financials Limited

Sd/-

Mr. Krishnan Vaidyanathan Harihara Nurani

Designation: Chairman & Independent Director
(DIN: 02120151)

Sd/-

Mr. Pramod Gowtham Chand Jain

Designation : Whole Time Director
(Din : 03128163)

Date : 19-08-2025
Place : Bangalore

**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rules 8(2)
of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

I. Details of contracts or arrangement or transactions not at arm's length basis:

There were no contracts/ arrangements/transactions entered into by the Company with related parties referred to in sub-section (1) of Section 188 of Companies Act, 2013 which are not at arm's length basis during the year ended 31st March, 2025.

II. Details of Material contracts or arrangement or transactions at arm's length basis:

There material contracts/ arrangements/transactions entered into by the Company with related parties referred to in sub-section (1) of Section 188 of Companies Act, 2013 which are at arm's length basis during the year ended 31st March, 2025 as stated in Scheduled notes.

For and on behalf of the Board of Directors
BgSE Financials Limited

Sd/-

Mr. Krishnan Vaidyanathan Harihara Nurani

Designation: Chairman & Independent Director
(DIN: 02120151)

Sd/-

Mr. Pramod Gowtham Chand Jain

Designation : Whole Time Director
(Din : 03128163)

Date : 19-08-2025
Place : Bangalore

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BGSE FINANCIALS LIMITED**Report on the Audit of the Financial Statements****Opinion**

We have audited the financial statements of BGSE FINANCIALS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the 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 financial statements give the information required by the Companies Act, 2013 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, 2025, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 financial statements under the provisions of the Companies Act, 2013 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 opinion.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report but does not include the financial statements and our auditor's report thereon. The Board's report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is

materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's 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 for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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 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 financial statements, including the disclosures, and whether the 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we enclose in Annexure - A a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

3. 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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(g) 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, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There have been no delays by the Company in making transfer of funds to the Investor Education and Protection Fund.
- iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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 or entity, including foreign entity ("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 (which are material either individually or in the aggregate) have been received by the Company from any

person or entity, including foreign entity ("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;

(c) Based on the audit procedures 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. With respect to dividends, we report that the preference dividend declared and paid by the Company during the year and until the date of this report is in compliance with Section 123 of the Act.
- vi. Based on our examination, which included test checks, the company has used accounting software system for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility, and the same has operated throughout the year for all relevant transactions recorded in the software system. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with and audit trail has been preserved by the company as per the statutory requirements for record retention.

For **Lavesh D Jain & Co.**
Chartered Accountants
FRN : 026550S

Sd/-
Lavesh Kumar D Jain
M.No.: 271440
Proprietor

Place : Bangalore
Date : 19.08.2025
UDIN : 25271440BMOAWV2876

Annexure A to the Independent Auditors' report

Annexure A to the Independent Auditors' report

Annexure referred to in Independent Auditor's report to the members of **BGSE FINANCIALS LIMITED** ('the Company') on the financial statements for the year ended 31st March 2025.

In terms of the information and explanations sought by us and given by the Company, and the books and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report as under:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained reasonable 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 intangible assets;
 - (b) The Company carries out physical verification of its property plant and equipment on a regular basis. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification;
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the lease deed of immovable property is held in the name of the Company;
 - (d) The Company has not revalued its property, plant & equipment and intangible assets during the year.
 - (e) No proceedings have been initiated nor are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (iii) (a) During the year, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties, and therefore Paragraphs 3 (iii)(a),(c),(d) (e) and (f) of the order are not applicable to the Company.
 - (b) In our opinion, and according to the information and explanations given to us, the investments made during the year are not prejudicial to the Company's interest.
- (iv) The Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the investments made.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits to which the provisions of S. 73 to 76 or any other relevant provisions of the Act and the rules framed there under and the directions issued by the RBI are applicable. Hence paragraph 3 (v) of the order is not applicable to the Company.
- (vi) No cost records have been prescribed under section 148(1) of the Companies Act, 2013 in respect of products manufactured / any of the services rendered / items traded by the Company. Thus paragraph 3(vi) of the order is not applicable to the Company
- (vii) Amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities on timely basis. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

No undisputed amounts payable in respect of Goods and Service Tax, provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- (viii) There were no instances of transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income tax Act, 1961.
- (ix) (a) The Company has not defaulted in repayment of loans or other borrowings and in payment of interest thereon to any lender.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not availed any term loans and therefore paragraph 3(ix) (c) of the order is not applicable to the Company.
 - (d) On an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and therefore paragraph 3(ix) (f) of the order is not applicable to the Company.
 - (x) (a) The Company has not raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instruments) during the year. Paragraph 3(x)(a) of the order is therefore not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares or Convertible Debentures during the year and therefore Para 3(x) (b) of the Order is not applicable to the Company.

Annexure - A to the Auditors' Report

- (xi) (a) No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit and therefore Para 3(xi) (a) and (b) of the Order is not applicable to the Company.
- (b) As represented to us by the management, there are no whistle blower complaints were received by the Company during the year.
- (xii) The Company is not a nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on the Audit procedures, we are of the opinion that the internal audit system of the Company is commensurate with the size and nature of its business;
- (b) We report that we have considered the reports of the Internal Auditors for the period under audit.
- (xv) The Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.
- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India Act, 1934.
- (c) The Company is not a core investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Para 3(xvi) (c) and (d) of the Order is therefore not applicable to the Company.
- (xvii) The company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There was no resignation of the statutory auditors during the year under Audit. Hence, paragraph 3(xviii) of CARO is not applicable to the Company.
- (xix) The financial ratios, 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 the Company will not be 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) The provisions of Sec. 135 of the Companies Act 2013 regarding Corporate Social Responsibility are not applicable to the Company. Hence, paragraph 3(xx) of CARO is not applicable to the Company.

For Lavesh D Jain & Co.

Chartered Accountants

FRN : 026550S

Sd/-

Lavesh Kumar D Jain

M.No.: 271440

Proprietor

Place : Bangalore

Date : 19.08.2025

UDIN : 25271440BMOAWV2876

Annexure - B to the Independent Auditor's Report

Annexure B to the Independent Auditors' Report

Annexure referred to in paragraph 3(f) under "Report on Other Legal and Regulatory Requirements" of Independent Auditor's report to the members of **BGSE FINANCIALS LIMITED** ('the Company') on the financial statements for the year ended 31st March 2025.

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 over financial reporting of **BGSE FINANCIALS LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the 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. 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 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 over financial reporting 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by the Institute of Chartered Accountants of India. 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 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting 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 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

Because of the inherent limitations of internal financial controls over financial reporting, 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 to future periods are subject to the risk that the internal financial control over financial reporting 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, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, 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 **Lavesh D Jain & Co.**

Chartered Accountants

FRN : 026550S

Sd/-

Lavesh Kumar D Jain

M.No.: 271440

Proprietor

Place : Bangalore

Date : 19.08.2025

UDIN : 25271440BMOAWV2876



1. Corporate Background

BgSE Financials Limited ("the company"), is an unlisted public company incorporated under the provisions of the Companies Act, 1956. The company is engaged in stock market operations and facilitates its sub brokers to trade in the National Stock Exchange of India Limited (NSE) / The Bombay Stock Exchange Limited (BSE). The Company also registered with MCX, NSE Commodities with NSE and BSE Commodities with BSE. The Company is registered with National Securities Depository Limited (NSDL), Central Depository Services Ltd (CDSL) a Depository Participant and also registered with Securities Exchange Board of India (SEBI) as Class I Registrars and Share Transfer Agents (RTA).

2. Significant Accounting Policies

a. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Property Plant and equipment and Depreciation

(i) Tangible fixed assets

Fixed assets are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously

assessed standard of performance. All other expenses on existing fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period during which such expenses are incurred.

(ii) Depreciation and amortisation of tangible fixed assets

With effect from 1st April, 2014, depreciation is calculated on carrying value of Fixed Assets on the basis of remaining useful life of the assets as per Part C of Schedule II of the Companies Act, 2013.

Depreciation on Fixed Assets (including those acquired during the year) other than lease hold improvements are provided at rates as per Part C of Schedule II to the Companies Act, 2013, using the Written Down Value method. Depreciation is calculated on the basis of number of days to which the assets are put to use during the financial year.

* Amortization of leasehold improvements has been provided over the primary lease period including LAN Cabling and networking at ISCs.

In respect of assets purchased, where the value of asset is less than Rs. 15,000/- have been depreciated at 100%.

(iii) Intangible assets

Intangible assets are amortized, using the Written down Value method. Depreciation has been calculated on the basis of number of days to which the assets are put to use during the financial year,

d. Investments

Investments that are readily realizable and are intended to be held for not more than a year are classified as current investments. All other investments are classified as non-current investments. Non-current investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. Current investments are valued at lower of cost and fair market value determined on an individual investment basis.

e. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

1. Revenue from providing Trading facility to the Sub Brokers is recognized on the completion of the relevant trades on the Stock Exchanges; and
2. Revenue from Depository Services and Registrar and Transfer Agent services is recognized on raising the bill. With regard to the AMC received in advance through Life time non refundable scheme, the same has been spread over a period of 15 years by treating the life time as 15 years, while paying the service tax/GST on the same



during the year of opening/ conversion of accounts to life time scheme on the total amount. In respect of clients where balance outstanding for more than 3 years, no further AMC will be debited to those accounts and AMC will be collected along with interest as and when these clients come forward to pay the balance outstanding in their accounts.

3. Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

4. Dividends: Dividend income is recognized when the company's right to receive dividend is established at the Balance Sheet date.

f. Retirement and other employee benefits

Gratuity, a defined benefit for employees of the Indian entity, is accrued based on an actuarial valuation at the balance sheet date, carried out by an independent actuary. The Company has an employees' gratuity fund managed by the HDFC Life. Provision for gratuity liabilities, pending remittance to the fund, is carried in the balance sheet. Actuarial gains and losses are charged to the profit and loss account.

Contributions payable to the recognized provident fund are charged to the profit and loss account.

g. Income taxes

Provision for current tax is made on the basis of estimated taxable income for the relevant accounting year in accordance with the Income Tax Act, 1961.

The deferred tax liability on account of timing differences between the book profits and taxable profits for the year is accounted by applying the tax rates as applicable as on the balance sheet date.

Deferred Tax Assets arising from timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future. Deferred Tax Assets are re-assessed for the appropriateness of their carrying value at each Balance Sheet date.

h. Earnings Per Share

In determining the earnings per share, the net profit after tax is divided by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares.

i. Provisions

A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not

discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

j. Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

k. Leases

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

l. Cash and cash equivalents

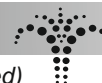
Cash and cash equivalents for the purposes of cash flow statement comprise of cash at bank, cash in hand and short-term investments with an original maturity of three months or less.

m. Impairment of Assets :

The Company assesses at each balance sheet date, whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

n. Even After the Reporting Period :

Events occurring after the balance sheet date but before the approval of the financial statements by the Board of Directors are considered for disclosure and/or adjustment, as appropriate, in accordance with the requirements of Accounting Standards (AS) 4 - "Contingencies and Events Occurring After the Balance Sheet Date".



(Amount in Rs. Thousands, unless otherwise stated)

| Particulars | Note No. | As at 31 st March 2025 | As at 31 st March 2024 |
|--|----------|--------------------------------------|--------------------------------------|
| Equity and liabilities | | | |
| Shareholders' funds | | | |
| Share capital | 3 | 1,46,597.000 | 1,48,800.000 |
| Reserves and surplus | 4 | 1,81,964.063 | 1,70,810.608 |
| | | 3,28,561.063 | 3,19,610.608 |
| Non-current liabilities | | | |
| Other long-term liabilities | 5 | 586.578 | 696.211 |
| Long-term provisions | 6 | 591.183 | - |
| | | 1,177.761 | 696.211 |
| Current liabilities | | | |
| Short-term borrowings | 7 | 70,244.304 | 33,752.637 |
| Trade payables - total outstanding dues of: | 8 | | |
| Micro enterprises & small enterprises | | - | - |
| Creditors other than micro enterprises & small enterprises | | 1,253.630 | 105.100 |
| Other current liabilities | 9 | 4,75,279.152 | 6,19,964.169 |
| Short-term provisions | | 942.500 | 418.578 |
| | | 5,47,719.586 | 6,54,240.484 |
| TOTAL | | 8,77,458.410 | 9,74,547.303 |
| Assets | | | |
| Non-current assets | | | |
| Property, plant & equipment and intangible assets | 10 | | |
| Property, plant and equipment | | 49,289.520 | 49,971.250 |
| Intangible assets | | 1,349.688 | 1,068.723 |
| Capital work-in-progress | | 12,543.472 | 12,543.472 |
| Non-current investments | 11 | 1,17,356.156 | 1,26,423.868 |
| Deferred tax assets (net) | 12 | 6,789.725 | 6,472.219 |
| Long-term loans and advances | 13 | 6,990.895 | 10,377.322 |
| Other non-current assets | 14 | 43,993.250 | 46,375.463 |
| | | 2,38,312.706 | 2,53,232.317 |
| Current assets | | | |
| Trade receivables | 15 | 58,613.346 | 51,723.093 |
| Cash and bank balances | 16 | 3,17,520.741 | 3,09,964.823 |
| Short-term loans and advances | 17 | 2,13,250.985 | 2,65,091.955 |
| Other current assets | 18 | 49,760.632 | 94,535.115 |
| | | 6,39,145.704 | 7,21,314.986 |
| TOTAL | | 8,77,458.410 | 9,74,547.303 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements

As per my report of even date.

For Lavesh D Jain & Co.
Chartered Accountants
FRN : 026550S

Sd/-
Lavesh Kumar D Jain
M.No.: 271440
Proprietor

Place : Bangalore
Date : 19.08.2025
UDIN : 25271440BMOAWV2876

For and on behalf of the Board of Directors of
BgSE FINANCIALS LIMITED
CIN : U67120KA1999PLC025860

Sd/-
NVH Krishnan
Chairman
DIN:02120151

Sd/-
P Prakash
CFO
Bangalore
Date : 19-08-2025

Sd/-
Pramod G Jain
Whole Time Director
DIN : 03128163

Sd/-
Raghavendra T K
Chief Executive Officer

Sd/-
Vishal Solanki
Company Secretary and Compliance Officer
Memb no : A69594



(Amount in Rs. Thousands, unless otherwise stated)

| Particulars | Note No. | For the Year ended 31 st March 2025 | For the Year ended 31 st March 2024 |
|---|----------|---|---|
| Income | | | |
| Revenue from operations | 19 | 2,97,168.753 | 2,65,260.823 |
| Other income | 20 | 18,148.780 | 28,730.802 |
| Total income (I) | | 3,15,317.533 | 2,93,991.625 |
| Expenses | | | |
| Transaction Charges Paid to Exchanges and Depository | 21 | 11,334.313 | 11,648.028 |
| Transaction Charges Paid to Brokerage Sharing | | 1,88,167.104 | 1,74,635.610 |
| Employee benefits expense | 22 | 41,407.686 | 35,219.856 |
| Finance costs | 23 | 8,596.020 | 7,133.837 |
| Depreciation and amortization expense | 10 | 3,146.916 | 3,534.452 |
| Other expenses | 24 | 37,360.447 | 34,550.266 |
| Total expenses (II) | | 2,90,012.486 | 2,66,722.048 |
| Profit / (Loss) before exceptional and extraordinary items and tax: III = (I-II) | | 25,305.047 | 27,269.575 |
| Exceptional and extraordinary items (IV) | | - | - |
| Profit / (Loss) before tax III: (I-II) | | 25,305.047 | 27,269.575 |
| Tax expenses | | | |
| Current tax expense for current year | | 7,649.084 | 5,970.558 |
| Less: MAT credit | | | |
| Net current tax expense | | 7,649.084 | 5,970.558 |
| Deferred tax | | (317.506) | 400.401 |
| Current tax expense for prior years | | 617.014 | - |
| Total tax expenses | | 7,948.592 | 6,370.959 |
| Profit/ (Loss) after tax | | 17,356.455 | 20,898.616 |
| Earnings per share information: | | | |
| Net profit attributable to equity shareholders | | 1,73,56,455 | 2,08,98,616 |
| No. of equity shares outstanding | | 96,39,700 | 98,60,000 |
| Basic & diluted earnings per equity share (in Rs.) | 25(b) | 1.37 | 1.71 |
| Summary of significant accounting policies | 2 | | |

The accompanying notes are an integral part of the financial statements.

As per my report of even date.

For **Lavesh D Jain & Co.**

Chartered Accountants

FRN : 026550S

Sd/-

Lavesh Kumar D Jain

M.No.: 271440

Proprietor

Place : Bangalore

Date : 19.08.2025

UDIN : 25271440BMOAWV2876

For and on behalf of the Board of Directors of

BgSE FINANCIALS LIMITED

CIN : U67120KA1999PLC025860

Sd/-

NVH Krishnan

Chairman

DIN:02120151

Sd/-

P Prakash

CFO

Bangalore

Date : 19-08-2025

Sd/-

Pramod G Jain

Whole Time Director

DIN : 03128163

Sd/-

Raghavendra T K

Chief Executive Officer

Sd/-

Vishal Solanki

Company Secretary and Compliance Officer

Memb no : A69594



(Amount in Rs. Thousands, unless otherwise stated)

| Particulars | 31 st March 2025 | 31 st March 2024 |
|--|-----------------------------|-----------------------------|
| Cash flows from operating activities | | |
| Net Profit / (Loss) before extraordinary items and tax | 25,305.046 | 27,269.575 |
| Adjustments to reconcile profit before tax to cash generated by operating activities | | |
| Depreciation and amortisation | 3,146.916 | 3,534.452 |
| (Profit) / loss on sale / write off of assets | (16.738) | (12.020) |
| Finance costs | 8,596.020 | 7,133.837 |
| Interest income | (19,006.178) | (17,569.300) |
| Dividend income | - | (1,597.259) |
| Net (gain) / loss on sale of investments | 973.951 | (9,237.714) |
| Operating cash flows before working capital changes | 18,999.017 | 9,521.571 |
| Changes in working capital: | | |
| Adjustments for (increase) / decrease in operating assets: | | |
| Trade receivables | (6,890.253) | (1,935.277) |
| Short-term loans and advances | 51,840.970 | (888.729) |
| Other current assets | 44,774.483 | (65,886.408) |
| Other non-current assets | 2,382.213 | (2,51,321.228) |
| Adjustments for increase / (decrease) in operating liabilities: | | |
| Trade payables | 1,148.530 | (60.457) |
| Other current liabilities | (1,44,685.016) | 3,03,132.847 |
| Other long-term liabilities | (109.633) | (109.633) |
| Short-term provisions | 523.922 | (682.279) |
| Long-term provisions | 591.183 | (1,554.001) |
| | (50,423.601) | (19,305.165) |
| Cash flow from extraordinary items | - | - |
| Cash generated / (used) from operations | (31,424.584) | (9,783.594) |
| Net income tax (paid) / refunds | (8,266.824) | (2,959.749) |
| Net cash provided / (used) by operating activities a | (39,691.408) | (12,743.343) |
| Cash flows from investing activities | | |
| Purchase of property, plant and equipment | (2,754.414) | (2,419.899) |
| Proceeds from sale of property, plant and equipment | 25.000 | 18.100 |
| Long Term Loans & Advances | 3,386.427 | - |
| Purchase of Non Current Investments | (1,020.060) | - |
| Bank balances not considered as Cash and cash equivalents | (37,910.819) | 11,068.468 |
| Proceeds from sale of long-term investments | 9,114.547 | 19,728.525 |
| Interest received | 19,006.178 | 17,569.300 |
| Dividend received | - | 1,597.259 |
| Net cash (used in) investing activities b | (10,153.141) | 47,561.753 |
| Cash flows from financing activities | | |
| Proceeds for Buy Back of equity shares | (4,406.000) | - |
| Proceeds / (repayment) from other short-term borrowings | 36,491.667 | (25,499.693) |
| Finance cost | (8,596.020) | (7,133.837) |
| Dividends paid | (4,000.000) | (4,000.000) |
| Net cash provided by/ (used in) by financing activities c | 19,489.647 | (36,633.530) |
| Net increase in cash and cash equivalents a+b+c | (30,354.902) | (1,815.120) |
| Cash and cash equivalents at the beginning of the year (note: 16) | 36,915.106 | 38,730.226 |
| Cash and cash equivalents at the end of the year (note: 16) | 6,560.204 | 36,915.106 |

Cash and cash equivalents at the beginning of the year (note: 16)

Cash and cash equivalents at the end of the year (note: 16)

As per my report of even date.

For **Lavesh D Jain & Co.**

Chartered Accountants

FRN : 026550S

Sd/-

Lavesh Kumar D Jain

M.No.: 271440

Proprietor

Place : Bangalore

Date : 19.08.2025

UDIN : 25271440BMOAWV2876

For and on behalf of the Board of Directors of

BgSE FINANCIALS LIMITED

CIN : U67120KA1999PLC025860

Sd/-

NVH Krishnan

Chairman

DIN:02120151

Sd/-

P Prakash

CFO

Bangalore

Date : 19-08-2025

Sd/-

Pramod G Jain

Whole Time Director

DIN : 03128163

Sd/-

Raghavendra T K

Chief Executive Officer

Sd/-

Vishal Solanki

Company Secretary and Compliance Officer

Memb no : A69594



(Amount in Rs. Thousands, unless otherwise stated)

3. Share Capital

| | 31 st March 2025 | | 31 st March 2024 | |
|---------------------------------|-----------------------------|--------------|-----------------------------|--------------|
| | Number | Amount | Number | Amount |
| Authorised shares | | | | |
| Equity Shares of Rs 10 each | 1,00,00,000 | 1,00,000.000 | 1,00,00,000 | 1,00,000.000 |
| Preference Shares of Rs 10 each | 1,00,00,000 | 1,00,000.000 | 1,00,00,000 | 1,00,000.000 |

Issued, subscribed and fully paid-up shares

| | Number | Amount | Number | Amount |
|---------------------------------|-------------------|---------------------|-------------------|---------------------|
| Equity Shares of Rs 10 each | 96,39,700 | 96,397.000 | 98,60,000 | 98,600.000 |
| 8% Non-Convertible Redeemable | 50,00,000 | 50,000.000 | 50,00,000 | 50,000.000 |
| Preference Shares of Rs 10 each | | | | |
| Forfeiture of Equity shares | 20,000 | 200.000 | 20,000 | 200.000 |
| - Under lien (10/- each) | | | | |
| | 14,659.700 | 1,46,597.000 | 14,880.000 | 1,48,800.000 |

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Equity Shares of Rs 10 each :

| Particulars | As at 31 st March 2025 | | As at 31 st March 2024 | |
|--------------------------------------|-----------------------------------|-------------|-----------------------------------|------------|
| | Number | Amount | Number | Amount |
| At the beginning of the period | 98,80,000 | 98,800.000 | 98,80,000 | 98,800.000 |
| Issued during the period | Nil | Nil | Nil | Nil |
| Bonus during the period | Nil | Nil | Nil | Nil |
| ESOP during the period | Nil | Nil | Nil | Nil |
| Conversion during the period | Nil | Nil | Nil | Nil |
| Bought back during the period | 2,20,300 | 2,203.000 | Nil | Nil |
| Outstanding at the end of the period | 96,59,700 | 9,65,97,000 | 98,80,000 | 98,800.000 |

8% Non Convertible Redeemable Preference Shares:

| Particulars | As at 31 st March 2025 | | As at 31 st March 2024 | |
|--------------------------------------|-----------------------------------|------------|-----------------------------------|------------|
| | Number | Amount | Number | Amount |
| | Number | Amount | Number | Amount |
| At the beginning of the period | 50,00,000 | 50,000.000 | 50,00,000 | 50,000.000 |
| Issued during the period | Nil | Nil | Nil | Nil |
| Bonus during the period | Nil | Nil | Nil | Nil |
| ESOP during the period | Nil | Nil | Nil | Nil |
| Bought back during the period | Nil | Nil | Nil | Nil |
| Outstanding at the end of the period | 50,00,000 | 50,000.000 | 50,00,000 | 50,000.000 |



b. Details of shareholders holding more than 5% shares in the company

Equity shares of Rs.10/- each fully paid.

(Amount in Rs. Thousands, unless otherwise stated)

| Particulars | 31 st March 2025 | | 31 st March 2024 | |
|-----------------------------|-----------------------------|-----------|-----------------------------|-----------|
| | Number | % holding | Number | % holding |
| Premalatha G Jain | 20,08,400 | 20.79% | 20,08,400 | 20.33% |
| Goodwill Management Pvt Ltd | 5,80,000 | 6.00% | 5,80,000 | 5.87% |
| Indostar Granites P Ltd | 5,20,000 | 5.38% | 5,20,000 | 5.26% |
| Anushree Jain | 5,00,000 | 5.18% | 5,00,000 | 5.06% |
| M Gowtham Chand | 5,20,000 | 5.38% | 5,20,000 | 5.26% |

8% Non Convertible Redeemable Preference shares of Rs.10/- each fully paid.

| Particulars | 31 st March 2025 | | 31 st March 2024 | |
|-----------------------------------|-----------------------------|-----------|-----------------------------|-----------|
| | Number | % holding | Number | % holding |
| BgSE Properties & Securities Ltd. | 49,00,000 | 98.00% | 49,00,000 | 98.00% |

As per records of the company, including its register of shareholders/members, the above shareholding represents both legal and beneficial ownership of shares.

c. Rights, preferences and restrictions attaching to each class of shares

Equity shares: The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share and equal right for dividend. The dividend proposed by the board of directors is subject to approval of the shareholders in the ensuing Annual General Meeting, except for interim dividend. Equity shareholders are entitled to receive dividend subject to payment of dividend to preference share holders. 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 all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Preference shares:

"8% Non- Convertible Preference Shares are redeemable at par. During the year in November 2024, 8% non convertible preference shares are extended for a further period of 10 years and are redeemable at par on completion of 10 years. These shares carry a preferential right vis-à-vis equity shares of the company in respect of payment of dividend and repayment of capital during winding up."



d. Details of share holding of promoters

(Amount in Rs. Thousands, unless otherwise stated)

| Promoter name / Class of share | 31 st March 2025 | | 31 st March 2024 | | % of change during the year |
|---|-----------------------------|-----------|-----------------------------|-----------|--------------------------------|
| | Number | % holding | Number | % holding | |
| Equity Shares: | | | | | |
| Pramod G Jain | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| Premalatha G Jain | 20,08,400 | 20.79% | 20,08,400 | 20.33% | 0.46% |
| M Gowtham Chand | 5,20,000 | 5.38% | 5,20,000 | 5.26% | 0.12% |
| Anushree Jain | 5,00,000 | 5.18% | 5,00,000 | 5.06% | 0.12% |
| Vinod G Jain | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| Suman V Jain | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| Vinod G Jain HUF | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| M Goutham Chand HUF | 4,40,000 | 4.56% | 4,40,000 | 4.45% | 0.10% |
| Pramod G Jain HUF | 10,000 | 0.10% | 10,000 | 0.10% | 0.00% |
| Goodwill Management Private Limited | 5,80,000 | 6.00% | 5,80,000 | 5.87% | 0.13% |
| Indostar Granites Private Limited | 5,20,000 | 5.38% | 5,20,000 | 5.26% | 0.12% |
| Mahakaya Trading and Finance Private Limited | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| Pramod Enterprise Private Limited | 4,20,000 | 4.35% | 4,20,000 | 4.25% | 0.10% |
| Vishist Trading and Finance Private Limited | 4,00,000 | 4.14% | 4,00,000 | 4.05% | 0.09% |
| Preference shares | | | | | |
| Nil | - | 0.00% | - | 0.00% | 0.00% |

e. The Company does not have any holding company / ultimate holding company

f. Aggregate number of equity shares issued for the immediately preceding five years

"The Company has neither allotted any shares for consideration other than cash nor has issued any bonus shares any shares during the period of 5 years preceding the date at which the Balance Sheet is prepared. The company has bought back 2,20,300 equity shares during the period of 5 years preceding the date at which the Balance sheet is prepared."

g. No shares have been reserved for issue under options and contract/commitments for the sale of share/disinvestments as at the Balance Sheet date.

4. Reserves and Surplus

(a) Investor Benefit/Education Fund

Balance at the beginning of the year

Add: Amounts recorded on grants/modifications/
cancellations during the year

Balance at the end of the year

(b) General reserve

Balance at the beginning of the year

Balance at the end of the year

| As at 31 st March 2025 | As at 31 st March 2024 |
|--------------------------------------|--------------------------------------|
| 1,042.591 | 1,042.591 |
| - | - |
| 1,042.591 | 1,042.591 |
| 3,093.346 | 3,093.346 |
| 3,093.346 | 3,093.346 |



(Amount in Rs. Thousands, unless otherwise stated)

| | As at 31 st March 2025 | As at 31 st March 2024 |
|---|--------------------------------------|--------------------------------------|
| (c) Surplus / (Deficit) in Statement of Profit and Loss | | |
| Balance at the beginning of the year | 1,66,674.671 | 1,49,776.054 |
| Add: Profit / (Loss) for the year | 17,356.455 | 20,898.617 |
| Less : Share Premium Amount paid on buyback of shares | (2,203.000) | - |
| Less: Preference dividend paid | (4,000.000) | (4,000.000) |
| Balance at the end of the year | 1,77,828.126 | 1,66,674.671 |
| Total | 1,81,964.063 | 1,70,810.608 |
| 5 Other long-term liabilities | 31st Mar 2025 | 31 Mar 2024 |
| Deposit from Trading members DP Clients | 586.578 | 696.211 |
| | 586.578 | 696.211 |

| | 31 st March 2025 | | 31 st March 2024 | |
|---------------------------------|-----------------------------|----------------|-----------------------------|----------------|
| | Long-term | Short-term | Long-term | Short-term |
| Provisions for: | | | | |
| - gratuity [Refer Note : 25(i)] | 591.183 | 643.749 | - | 189.734 |
| - leave encashment | - | 298.751 | - | 228.844 |
| | 591.183 | 942.500 | - | 418.578 |

| | As at 31 st March 2025 | As at 31 st March 2024 |
|---|--------------------------------------|--------------------------------------|
| 7 Short-term borrowings | | |
| Overdrafts: Secured | | |
| Canara Bank-Town Hall Branch | 54,644.954 | 33,752.637 |
| (Secured against immovable property of director and Company's immovable property at Financial City Bangalore [Capital WIP]) | | |
| Tata Capital Limited | 15,599.350 | - |
| (Secured against Shares of Directors of the Company) | | |
| | 70,244.304 | 33,752.637 |
| 8 Trade payables | 31st Mar 2025 | 31 Mar 2024 |
| Trade payables (other than dues to micro enterprises and small enterprises) | 1,253.630 | 105.100 |
| Trade payables (dues to micro enterprises and small enterprises) | - | - |
| | 1,253.630 | 105.100 |

The information as required to be disclosed pursuant under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) has been determined to the extent such parties have been identified on the basis of information available with the Company.



(Amount in Rs. Thousands, unless otherwise stated)

| Particulars | 31 st Mar 2025 | 31 st Mar 2024 |
|--|---------------------------|---------------------------|
| Amount remaining unpaid : | | |
| Principal | - | - |
| Interest | - | - |
| Interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day | - | - |
| Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006); | - | - |
| Interest accrued and remaining unpaid at the end of the year | - | - |
| Interest remaining due and payable (pertaining to prior years), until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006. | - | - |

Ageing Schedule of trade payables due for payment as on 31st Mar 2025

| Outstanding for following periods from due date of payment | Particulars | | | |
|--|-------------|-----------|----------------------|------------------------|
| | MSME | Others | Disputed dues - MSME | Disputed dues - Others |
| Less than 1 yr | - | 945.566 | - | - |
| 1-2 yrs | - | 233.666 | - | - |
| 2-3 yrs | - | 7.709 | - | - |
| > 3 Yrs | - | 66.691 | - | - |
| Total trade payables due | - | 1,253.632 | - | - |
| Trade payables not due for payment | - | - | - | - |
| Unbilled payables | - | - | - | - |
| Total trade payables | - | 1,253.632 | - | - |

Ageing Schedule of trade payables due for payment as on 31st Mar 2024

| Outstanding for following periods from due date of payment | Particulars | | | |
|--|-------------|---------|----------------------|------------------------|
| | MSME | Others | Disputed dues - MSME | Disputed dues - Others |
| Less than 1 yr | - | 31.357 | - | - |
| 1-2 yrs | - | 26.648 | - | - |
| 2-3 yrs | - | 18.290 | - | - |
| > 3 Yrs | - | 28.805 | - | - |
| Total trade payables due | - | 105.100 | - | - |
| Trade payables not due for payment | - | - | - | - |
| Unbilled payables | - | - | - | - |
| Total trade payables | - | 105.100 | - | - |



(Amount in Rs. Thousands, unless otherwise stated)

9 Other current liabilities

| | 31st Mar 2025 | 31st Mar 2024 |
|-----------------------------------|---------------------------------|---------------------------------|
| Unpaid dividends | - | 4.000 |
| Other payables | | |
| Statutory liabilities | 2,951.220 | 2,676.575 |
| Security Deposit and Margin Money | | |
| - from members | 39,053.160 | 40,348.160 |
| - from trading clients | 2,556.203 | 2,606.203 |
| Client Balances | 3,99,096.516 | 5,47,806.499 |
| Deposit based Trading members | 1,000.000 | 1,000.000 |
| Deposit from DP Clients | 20,344.160 | 18,895.200 |
| Deposit from RTA Clients | 2,484.000 | 134.000 |
| Property construction retention | 267.522 | 267.522 |
| Other Liabilities | 969.981 | 849.263 |
| Expenses Payable | 6,267.566 | 5,376.746 |
| Exchange Obligation | 288.824 | - |
| | 4,75,279.152 | 6,19,964.168 |

(INTENTIONALLY LEFT BLANK)



Notes on accounts for the year ended 31st March 2025
10. Property, plant and equipment and intangible assets

(Amount in ₹)

| Description | Gross block | | Accumulated Depreciation | | | | Net block | |
|---------------------------------|--|-------------------------|---|--|----------------------------------|------------------|---|--|
| | Balance as at 1 st April 2024 | Additions / (Disposals) | Balance as at 31 st Mar 2025 | Balance as at 1 st April 2024 | Depreciation Charge for the year | On Disposals | Balance as at 31 st Mar 2025 | Balance as at 1 st April 2024 |
| Property, plant and equipment | | | | | | | | |
| Leasehold Land | 42,410.290 | - | 42,410.290 | - | - | - | 42,410.290 | 42,410.290 |
| Leasehold Improvement | 3,085.086 | - | 3,085.086 | 3,069.132 | - | - | 15.954 | 15.954 |
| Plant & Equipment | 5,855.597 | 77.250 | 5,932.847 | 5,282.034 | 145.701 | (156.988) | 5,270.747 | 573.563 |
| Furniture & Fixtures | 10,433.932 | 419.844 | 10,853.776 | 6,002.721 | 1,108.181 | - | 7,110.902 | 4,431.211 |
| Office Equipments | 2,297.804 | 245.845 | 2,543.648 | 2,061.641 | 178.569 | - | 2,240.210 | 236.163 |
| Computer & Peripherals | 32,107.329 | 1,046.226 | 33,153.556 | 30,247.449 | 1,062.253 | - | 31,309.702 | 1,859.880 |
| Motor Vehicles | 3,010.359 | - | 3,010.359 | 2,566.172 | 133.177 | - | 2,699.349 | 444.187 |
| Total- A | 99,200.397 | 1,789.165 | 1,00,989.562 | 49,229.149 | 2,627.881 | (156.988) | 51,700.042 | 49,971.249 |
| Previous year | 97,048.524 | 2,151.875 | 99,200.399 | 46,415.481 | 2,915.611 | (101.944) | 49,229.148 | 50,633.043 |
| Intangible Assets | | | | | | | | |
| Computer software | 15,374.161 | 800.000 | 16,174.161 | 14,305.438 | 519.035 | - | 14,824.473 | 1,068.723 |
| BSE Membership Card | 6,754.000 | - | 6,754.000 | 6,754.000 | - | - | 6,754.000 | - |
| Total-B | 22,128.161 | 800.000 | 22,928.161 | 21,059.438 | 519.035 | - | 21,578.473 | 1,068.723 |
| Previous year | 21,968.161 | 160.000 | 22,128.161 | 20,440.597 | 618.841 | - | 21,059.438 | 1,527.564 |
| Total [A+B] | 1,21,328.558 | 2,589.165 | 1,23,917.723 | 70,288.587 | 3,146.916 | (156.988) | 73,278.515 | 51,039.972 |
| Previous year (Total) | 1,19,016.685 | 2,311.875 | 1,21,328.560 | 66,856.078 | 3,534.452 | (101.944) | 70,288.586 | 52,160.607 |
| Capital Work-in-progress | 12,543.472 | - | 12,543.472 | - | - | - | - | 12,543.472 |
| Previous year | 12,543.472 | - | 12,543.472 | - | - | - | - | 12,543.472 |

* During the Financial Year 2013-14, the Company had entered into sub-lease cum sale agreement with IFCI Infrastructure Development Ltd., through KIADB and had paid Rs. 4,24,10,290/- towards purchase of land in Financial City near Bangalore International Airport. The Cost includes Stamp Duty and registration charges paid at the time of registration of the agreement.

The Company has substantially completed the civil construction work of the Building and is waiting for the permanent power connection. Power grid work is under progress for the entire financial city.



(Amount in Rs. Thousands, unless otherwise stated)

Capital work in progress ageing schedule:

Balance as at 31st Mar 2025

| Capital work in progress | Amount in CWIP for a period of | | | | Total |
|--------------------------|--------------------------------|---------|---------|------------|------------|
| | < 1 yr | 1-2 yrs | 2-3 yrs | > 3yrs | |
| Projects in progress | - | - | - | 12,543.472 | 12,543.472 |
| Projects suspended | - | - | - | - | - |

Capital work in progress ageing schedule:

Balance as at 31st Mar 2024

| Capital work in progress | Amount in CWIP for a period of | | | | Total |
|--------------------------|--------------------------------|---------|---------|------------|------------|
| | < 1 yr | 1-2 yrs | 2-3 yrs | > 3yrs | |
| Projects in progress | - | - | - | 12,543.472 | 12,543.472 |
| Projects suspended | - | - | - | - | - |

Capital work in progress whose completion is overdue or has exceeded the cost compared to original plan

| Capital work in progress | To be completed in (expected completion timelines) | | | |
|----------------------------|--|---------|---------|--------|
| | < 1 yr | 1-2 yrs | 2-3 yrs | > 3yrs |
| Projects in progress: | | | | |
| Building at Financial City | 12,543.472 | - | - | - |
| Projects suspended; | | | | |
| Nil | - | - | - | - |

* given as security against overdraft facility from canara bank



(Amount in Rs. Thousands, unless otherwise stated)

11 Non-current investments

| | As at 31 st March 2025 | As at 31 st March 2024 |
|--|--------------------------------------|--------------------------------------|
| Other investments | | |
| Investment in shares | | |
| (a) Unquoted equity - at Cost | | |
| Bangalore Commodities Limited | 500.000 | 500.000 |
| (50,000 Equity Shares of Rs. 10/- each) | | |
| BgSE Properties and Securities Limited | 1,06,063.745 | 1,12,409.360 |
| (CY 68,01,646 Equity Shares of Rs.1/- Each) | | |
| (PY 72,51,646 Equity Shares of Rs.1/- Each) | | |
| A | 1,06,563.745 | 1,12,909.360 |
| (b) Quoted equity shares - at Cost* | | |
| Optiemus Infracom Limited | 9,772.351 | 13,514.508 |
| (CY: 30,954 Equity Shares Market Value: Rs.1,32,34,382.70) | | |
| (PY: 42,954 Equity Shares Market Value: Rs.1,08,00,783.30) | | |
| Larsen & Toubro Limited | 77.932 | |
| (CY: 22 Equity Shares Market Value: Rs. 76,830.60) | | |
| The Karnataka Bank Limited | 87.561 | |
| (CY: 500 Equity Shares Market Value: Rs. 87,925.00) | | |
| United Spirits Limited | 683.674 | |
| (CY: 500 Equity Shares Market Value: Rs. 7,00,650.00) | | |
| Indian Renewable Energy Development Agency Limited | 170.894 | |
| (CY: 1,000 Equity Shares Market Value: Rs. 1,60,590.00) | | |
| B | 10,792.411 | 13,514.508 |
| Total A+B | 1,17,356.156 | 1,26,423.868 |
| Aggregate amount of quoted investments | 10,792.411 | 13,514.508 |
| Aggregate market value of listed and quoted investments | 14,260.378 | 10,800.783 |
| Aggregate amount of unquoted investments | 1,06,563.745 | 1,12,909.360 |
| * pledged with NSE clearing Ltd for margin purpose | | |
| 12 Deferred tax Asset | 31st Mar 2025 | 31st Mar 2024 |
| Tax effect of items constituting deferred tax assets | | |
| Provision for compensated absences, gratuity and other employee benefits | 343.558 | 116.448 |
| Provision for doubtful debts / advances | 4,895.081 | 4,895.081 |
| Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961 | 83.113 | 63.664 |
| On difference between book balance and tax balance of fixed assets | 1,467.974 | 1,397.025 |
| Tax effect of items constituting deferred tax assets | 6,789.725 | 6,472.218 |
| Net deferred tax asset | 6,789.725 | 6,472.218 |
| 13 Long-term loans and advances | 31st Mar 2025 | 31 Mar 2024 |
| MAT credit entitlement - Unsecured, considered good | 6,990.895 | 10,377.322 |
| Total | 6,990.895 | 10,377.322 |



(Amount in Rs. Thousands, unless otherwise stated)

14 Other non-current assets

Security deposits

Unsecured, considered good

Doubtful

Less: Provision for other doubtful loans and advances

Total

15 Trade receivables

Unsecured, considered good

Unsecured, considered doubtful

Less: Provision for doubtful trade receivables

| | As at 31 st March 2025 | As at 31 st March 2024 |
|---|--------------------------------------|--------------------------------------|
| Unsecured, considered good | 43,993.250 | 46,375.463 |
| Doubtful | 1,859.572 | 1,859.572 |
| | 45,852.822 | 48,235.035 |
| Less: Provision for other doubtful loans and advances | (1,859.572) | (1,859.572) |
| Total | 43,993.250 | 46,375.463 |
| | 31st Mar 2025 | 31st Mar 2024 |
| Unsecured, considered good | 58,613.346 | 51,723.093 |
| Unsecured, considered doubtful | 15,735.973 | 15,735.973 |
| | 74,349.320 | 67,459.066 |
| Less: Provision for doubtful trade receivables | (15,735.973) | (15,735.973) |
| | 58,613.346 | 51,723.093 |

Ageing schedule of trade receivables as on 31st Mar 2025

| Outstanding for following periods from due date of payment | Disputed trade receivables | | Undisputed trade receivables | |
|---|----------------------------|------------------------|------------------------------|------------------------|
| | Considered good | Considered doubtful | Considered good | Considered doubtful |
| Less than 6 months | - | - | 806.398 | - |
| 6 months - 1yr | - | - | 5,421.238 | - |
| 1-2 yrs | - | - | 1,546.968 | - |
| 2-3yrs | - | - | 3,214.302 | - |
| more than 3 yrs | - | - | 47,624.440 | -15,735.973 |
| Total trade receivables that are due | - | - | 58,613.346 | 15,735.973 |

Ageing schedule of trade receivables as on 31st Mar 2024

| Outstanding for following periods from due date of payment | Disputed trade receivables | | Undisputed trade receivables | |
|---|----------------------------|------------------------|------------------------------|------------------------|
| | Considered good | Considered doubtful | Considered good | Considered doubtful |
| Less than 6 months | - | - | 1,387.849 | - |
| 6 months - 1yr | - | - | 4,521.421 | - |
| 1-2 yrs | - | - | 6,367.194 | - |
| 2-3yrs | - | - | 6,464.845 | - |
| more than 3 yrs | - | - | 32,981.784 | -15,735.973 |
| Total trade receivables that are due | - | - | 51,723.093 | 15,735.973 |



(Amount in Rs. Thousands, unless otherwise stated)

16 Cash and bank balances

(a) Cash & cash equivalents

Cash on hand

Balances with banks

(i) In current accounts

(b) Other Bank balances

(a) In Clients Dividend Accounts

(b) In deposit accounts

Total

17 Short-term loans and advances

Unsecured, considered good

(a) Loans and advances to employees

(b) Deposits paid to Exchanges for Margin

(c) Balances with government authorities

(i) Income Tax Refund receivable

(ii) GST Input credit

(d) Advance paid to Vendors

Total

18 Other current assets

Unsecured, considered good

(a) Accruals

(i) Interest accrued on deposits

(b) Others

(i) Insurance claims

(ii) Clearing House settlement amount

Total

19 Revenue from operations

Sale of services

-Brokerage from Clearing Operations

-Income from Depository Services

-Income from Registrar & Transfer Agent Services

Other operating revenues

-Income from DP Operations

-Income from Clearing Operations

-Commission from Mutual Fund Operations

-Miscellaneous Income

| | 31st Mar 2025 | 31st Mar 2024 |
|--------------|---------------------------------|---------------------------------|
| | 71.178 | 94.068 |
| | 6,489.026 | 36,821.037 |
| | 6,560.204 | 36,915.105 |
| | - | 25.443 |
| | 3,10,960.537 | 2,73,024.275 |
| | 3,10,960.537 | 2,73,049.718 |
| Total | 3,17,520.741 | 3,09,964.823 |
| | | |
| | 6,429.535 | 3,241.580 |
| | 2,05,136.220 | 2,60,209.101 |
| | 1,275.929 | 84.059 |
| | 4.983 | 311.617 |
| | 1,280.912 | 395.676 |
| | 404.318 | 1,245.597 |
| Total | 2,13,250.985 | 2,65,091.955 |
| | | |
| | 8,642.354 | 18,743.614 |
| | 275.660 | 275.660 |
| | 40,842.618 | 75,515.841 |
| | 41,118.278 | 75,791.501 |
| Total | 49,760.632 | 94,535.115 |
| | | |
| | | |
| | 2,33,468.762 | 2,17,415.921 |
| | 28,678.300 | 27,410.444 |
| | 5,246.658 | 4,302.167 |
| | 1,956.813 | 1,527.744 |
| | 25,451.766 | 13,203.219 |
| | 1,274.183 | 805.530 |
| | 1,092.271 | 595.799 |
| | 2,97,168.753 | 2,65,260.823 |



(Amount in Rs. Thousands, unless otherwise stated)

| | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| 20. Other income | | |
| (a) Interest income | | |
| Interest on Fixed deposit | 17,644.958 | 16,533.747 |
| Other interest incomes | 1,361.220 | 1,035.553 |
| Interest on income tax refund | - | 75.069 |
| (b) Dividend income: | | |
| from long-term investments | - | 1,597.259 |
| (c) Net gain on sale of: | | |
| long-term investments | (973.951) | 9,237.714 |
| (d) Other non-operating income | | |
| Profit on sale of fixed assets | 16.738 | 12.020 |
| Gain in change of NAV of Gratuity | 99.815 | |
| Liabilities / provisions no longer required written back | - | 239.439 |
| Total | 18,148.780 | 28,730.802 |
| 21 Transaction Charges Paid to Exchanges and Depository | | |
| Service Charges Paid NSE CM | 3,370.446 | 3,205.913 |
| Service Charges Paid BSE CM | 1,260.041 | 1,562.671 |
| Service Charges Paid NSE F&O | 1,877.102 | 2,034.788 |
| Service Charges Paid to clearing members for mcx trading | 145.689 | 104.449 |
| Demat Service Charges paid to NSDL | 4,681.035 | 4,740.207 |
| | 11,334.313 | 11,648.028 |
| 22 Employee benefits expense | | |
| Salaries and wages | 36,318.476 | 32,563.467 |
| Contribution to provident and other funds | 1,100.901 | 1,048.952 |
| Gratuity expense [Refer Note : 25(i)] | 859.213 | 189.734 |
| Provision for gratuity – alignment to actuarial valuation & change in measurement basis | 475.534 | - |
| Staff welfare expenses | 2,653.562 | 1,417.703 |
| | 41,407.686 | 35,219.856 |



(Amount in Rs. Thousands, unless otherwise stated)

| | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| 23 Finance costs | | |
| Interest expense on: | | |
| Borrowings | 8,596.020 | 7,133.837 |
| | 8,596.020 | 7,133.837 |
| 24 Other expenses | | |
| Advertisement expenses | 112.088 | 608.958 |
| Bank Charges | 251.419 | 145.525 |
| Power and fuel | 2,678.867 | 2,627.436 |
| Rent including lease rentals | 5,477.012 | 5,521.460 |
| Repairs and maintenance | | |
| - Computers and equipments | 1,747.415 | 963.572 |
| - Others | 75.930 | 334.950 |
| Insurance | 79.688 | 106.674 |
| Rates and taxes | 1,150.555 | 3,786.863 |
| Software subscriptions and renewals | 6,376.778 | 3,326.776 |
| Communication expenses | 3,267.304 | 2,830.981 |
| Travelling and conveyance | 2,310.931 | 1,424.804 |
| Printing and stationery | 771.059 | 606.901 |
| Marketing Expenses | 203.500 | 595.448 |
| Legal and professional | 9,318.753 | 8,775.332 |
| Payments to auditors [Refer Note 25(d)] | 185.000 | 185.000 |
| DP charges waived | 122.647 | 158.048 |
| Operational Loss | 105.000 | - |
| Office Maintenance expenses | 3,119.687 | 2,543.648 |
| Miscellaneous expenses | 6.814 | 7.888 |
| Total | 37,360.447 | 34,550.266 |



25. Additional information to the financial statements

(a) The following are analytical ratios for the year ended 31st Mar 2025 and 31st Mar 2024

| Particulars | 31 st Mar 2025 | 31 st Mar 2024 | Variance | Explanation to changes in ratios by more than 25% |
|---|--|---------------------------|----------|--|
| Current ratio = Current assets / Current liabilities | 1.17 | 1.10 | 5.84% | Decrease in current liabilities as against previous year, has led to favourable change in current ratio. |
| Debt : Equity Ratio = Total Borrowings / Shareholder's fund | 0.21 | 0.11 | 102.45% | Increase in borrowings during the year has led to change in Debt equity ratio. |
| Debt service coverage ratio = Earnings available for debt service / Debt Service | 0.41 | 0.94 | -55.71% | Increase in profits and Increase in borrowings has led to unfavourable change in Debt service coverage ratio. |
| Return on equity = Net Profits after taxes / Average Shareholder's Equity | 0.05 | 0.06 | -24.69% | Decrease in profits has resulted in unfavourable change in return on equity |
| Inventory turnover = Sales / Average Inventory | Not Applicable | | | |
| Trade receivables turnover = Revenue / Average trade receivable | 5.39 | 5.23 | 3.07% | Increase in sales and trade receivables during the year has led to change in trade receivables ratio. |
| "Trade payables turnover = Purchases and other expenses / Average Trade payable" | 54.99 | 255.31 | -78.46% | Increase in trade Payables as against previous year, has led to unfavourable change in trade payable turnover ratio. |
| Net capital turnover = Revenue / Working Capital | 3.25 | 3.95 | -17.81% | Increase in turnover (%) is less than the Increase in Working Capital (%) as compare to previous year, this has resulted in unfavourable capital turnover ratio. |
| Net profit ratio = Net Profits after taxes / Sales | 0.06 | 0.08 | -22.62% | Decrease in profits during the year has led to decrease in net profit ratio. |
| "Return on capital employed = Earning before interest and taxes / Capital Employed" | 0.09 | 0.10 | -12.66% | Decrease in Profits and Increase in average capital employed as against the previous year has led to change in return on capital employed. |
| Return on investment (quoted) ⁽¹⁾ = $\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$ | 2.25 | 1.18 | 91.46% | Favourable market conditions have resulted in higher returns on quoted investments |
| Return on investment (un-quoted) ⁽¹⁾ = $\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$ | There are no incomes from un-quoted investments. | | | Ratios for unquoted investments where market values are not available have not been provided. Quoted current investments represent Equity Shares where market values are available |

⁽¹⁾ ROI:

MV(T1) = Market value at end of period

MV(T0) = Market value at beg of period

C(t) = Cash inflow, cash outflow (net)

W(t) = Weight of the net cash flow



(Amount in Rs. Thousands, unless otherwise stated)

31st March 2025

31st March 2024

(b) Earnings per share (EPS)

The computation of earnings per share is set out below:

| Particulars | For the year ended 31 st Mar 2025 | |
|--|--|-------------|
| | Basic EPS | Diluted EPS |
| Net profit/ (loss) attributable to equity shareholders [A] | 17,356.455 | 17,356.455 |
| Less: Dividend on preference shares | (4,000.000) | (4,000.000) |
| Amount available for equity shareholders [A] | 13,356.455 | 13,356.455 |
| Weighted average number of equity shares outstanding during the year [B] | 97,70,950 | 97,70,950 |
| Earnings/ (loss) per share (in Rs.) = [A]/[B] | 1.37 | 1.37 |
| Nominal value of equity shares [in Rs.] | 10.00 | 10.00 |

| Particulars | For the year ended 31 st Mar 2024 | |
|--|--|-------------|
| | Basic EPS | Diluted EPS |
| Net profit/ (loss) attributable to equity shareholders [A] | 20,898.616 | 20,898.616 |
| Less: Dividend on preference shares | (4,000.000) | (4,000.000) |
| Amount available for equity shareholders [A] | 16,898.616 | 16,898.616 |
| Weighted average number of equity shares outstanding during the year [B] | 98,60,000 | 98,60,000 |
| Earnings/ (loss) per share (in Rs.) = [A]/[B] | 1.71 | 1.71 |
| Nominal value of equity shares [in Rs.] | 10.00 | 10.00 |

(c) Contingent liabilities and commitments (to the extent not provided for)

(i) Contingent liabilities as on 31-03-2024

For the assessment year 2017-18 the Company has received the demand from the Income Tax Department for Rs.9,71,930/- towards the tax component on the disallowance made by the Assessing Officer. The Company has filed an appeal before CIT. The Company has settled the dispute through Vivid Se Vishwas Scheme 2024 introduced by government of India, by making necessary payment during the financial year.

(Amount in Rs. Thousands, unless otherwise stated)

| | 31st March 2025 | 31st March 2024 |
|--|-----------------------------------|-----------------------------------|
| (ii) Commitments | Nil | Nil |
| (d) Payments to the auditors comprises: | | |
| As auditors - statutory audit | 150.000 | 150.000 |
| For taxation matters | 35.000 | 35.000 |
| | 185.000 | 185.000 |
| (e) Value of imports on a CIF basis | Nil | Nil |
| (f) Expenditure in foreign currency | Nil | Nil |
| (g) Earnings in foreign exchange | Nil | Nil |



(h) Leases

Operating Lease

The Company leases office premises, DP Centres and Investor Service centers under cancellable operating lease arrangements.

Lease rental expense for office facilities under cancellable operating leases during the year ended March 31, 2025 amounted to Rs. 54,77,012 (previous year Rs 55,21,460).

(i) Gratuity

The Company has a gratuity plan, which is a defined benefit scheme. Every employee who has completed 5 years or more of service is eligible for gratuity on separation. The Company provides the gratuity benefit through annual contribution to a fund managed by the HDFC Life. Under this plan, the settlement obligation remains with the Company, although the HDFC Life administers the plan and determines the contribution premium required to be paid by the Company.

(Amount in Rs. Thousands, unless otherwise stated)

| | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| (a) Present value of defined benefit obligation | | |
| Balance at the beginning of the year | 3,983.205 | 3,763.120 |
| Current service cost | 489.235 | 401.215 |
| Interest cost | 274.814 | 275.084 |
| Actuarial loss/(gain) | 365.724 | (456.214) |
| Benefits paid | (300.740) | - |
| Balance at the end of the year | 4,812.238 | 3,983.205 |
| (b) Fair value of plan asset | | |
| Balance at the beginning of the year | 3,607.486 | 1,353.599 |
| Expected return on plan assets | 247.875 | 180.218 |
| Contributions by employer | - | 2,223.536 |
| Actuarial loss/(gain) | 22.685 | (149.867) |
| Benefits paid | (300.740) | - |
| Balance at the end of the year | 3,577.306 | 3,607.486 |
| (c) Assets and liabilities recognised in the balance sheet | | |
| Present value of defined benefit obligation | 4,812.238 | 3,983.205 |
| Less: Fair value of plan asset | (3,577.306) | (3,607.486) |
| Net Liability/(Asset) | 1,234.932 | 375.719 |
| Recognised under Short-term provisions | 643.749 | 375.719 |
| Recognised under Long-term provisions | 591.183 | - |
| (d) Expenses recognised in statement of profit & loss | | |
| Current service cost | 489.235 | 401.215 |
| Interest cost | 274.814 | 275.084 |
| Expected return on plan assets | (247.875) | (180.218) |
| Actuarial loss (net) | 343.039 | (306.347) |
| Expenses recognised in the statement of profit & loss | 859.213 | 189.734 |
| (e) Principal assumptions | | |
| Discount rate per annum | 6.60% | 7.17% |
| Expected salary increase per annum | 5.00% | 5.00% |
| Attrition rate | 20.00% | 20.00% |
| Expected return on assets | 7.17% | 7.31% |
| Retirement age (in years) | 60 | 60 |



The estimate of future salary increase considered in actuarial valuation take into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The overall expected rate of return on assets is determined based on the market prices prevailing on that day, applicable to the period over which the obligation is to be settled. The change in expected rate of return on asset is due to change in market scenarios.

(f) Amount recognised in current year and previous four years

| | 31st Mar 2025 | 31 Mar 2024 | 31 Mar 2023 | 31 Mar 2022 | 31 Mar 2021 |
|---|---------------|-------------|-------------|-------------|-------------|
| Defined benefit obligation | 4,812.238 | 3,983.205 | 3,763.120 | 3,642.821 | 3,194.541 |
| Plan asstes | 3,577.306 | 3,607.486 | 1,353.599 | 1,313.272 | - |
| (Deficit) | (1,234.932) | (375.719) | (2,409.521) | (2,329.549) | (3,194.541) |
| Experience loss/(gain) adjustments in: | | | | | |
| plan liabilities | 235.683 | (480.665) | (432.576) | 23.109 | 144.635 |
| plan assets | (22.685) | 149.867 | 44.904 | 8.519 | (79.784) |

(j) Related party transactions

(a) Names of related parties and description of relationship

Relationship

(i) Key managerial persons

K M Sivaraman (till 19/08/2024)
T K Raghavendra (From 03.02.2025)
Pramod Gowtham Chand Jain
P Prakash
Ajith N K (till 29/04/2024)
Geetha N (upto 16.08.2024)
Naresh melapchand daryani (upto to 31.08.2024)
Vishal Solanki (From 04.11.2024)

(ii) Director

Motilal Jain Gowtham Chand
Vinod Gowthamchand Jain

(iii) Entity influenced by Director

BgSE Properties & Securiies Ltd

(iv) Propreitary Concern of Director

GC Marlecha & Co
M Gowtham Chand

(b) Transactions with related parties during the year

(Amount in Rs. Thousands, unless otherwise stated)

| Transaction | As at 31st March 2025 | As at 31st March 2024 |
|---|---|---|
| <u>Key managerial persons</u> | | |
| Remuneration Paid* | 6,330.929 | 7,563.750 |
| Professional Charges paid to KM Sivaraman | 819.355 | 2,200.000 |
| Total | 7,150.284 | 9,763.750 |
| <u>Directors</u> | | |
| Professional Charges paid to GC Marlecha & Co | 1,732.500 | 1,997.500 |
| Professional Charges paid to M Gowtham Chand | 577.500 | - |
| Sitting fee paid to M Gowtham Chand | 90.000 | 55.000 |
| Sitting fee paid to Vinod G Jain | 75.000 | 50.000 |
| Total | 2,475.000 | 2,102.500 |
| <u>Transactions with BgSE Properties & Securiies Ltd</u> | | |
| Rent and maintenance charges paid | 3,570.648 | 3,570.648 |
| Electricity Expenses Reimbursed | 2,328.034 | 2,274.257 |
| RTA charges received | 261.960 | 137.547 |
| Total | 6,160.642 | 5,982.452 |



(c) Balance as on balance sheet date

| | | |
|--|-----------|-----------|
| Credit Balances | | |
| Salary Payable to Pramod G Jain | 254.250 | 218.000 |
| Salary Payable to Ajith N K | - | 45.290 |
| Salary Payable to P Prakash | 49.126 | 39.996 |
| Salary Payable to K M Sivaraman | - | 180.000 |
| Salary Payable to T K Raghavendra | 178.125 | - |
| Salary Payable to Vishal Solanki | 50.000 | - |
| Expenses Payable to BgSE Properties & Securities Ltd | 201.437 | - |
| Debit Balances | | |
| Trade receivable from BgSE Properties & Securities Ltd | - | 0.860 |
| TDS recoverable from BgSE Properties & Securities Ltd | - | - |
| Salary advance paid to P Prakash | 690.153 | 273.190 |
| Lease deposit - BgSE Properties & Securities Ltd | 1,500.000 | 1,500.000 |

**The provision for gratuity is made on the basis of actuarial valuation for all the employees of the Company, including for the managerial personnel. Proportionate amount of gratuity is not included in the above disclosure, since the exact amount is not ascertainable*

(K) Other Statutory Information

- The Company has not been declared as wilful defaulter by any banks, financial institution or the lenders.
- 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company.
- 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, 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.
- There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- The Company do not have any transactions with companies struck off under section 248 or 560.
- No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
- There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237.
- The Company has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- The company is not covered under section 135.
- The requirement prescribed u/s 2(87) read with the applicable Rules is not applicable to the Company.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- No Proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and the rules made thereunder.
- The Company has not granted any loan or advance in the nature of loan, which is repayable on demand or without specifying any terms or period of repayment.

(I) The figures of the previous year have been regrouped/recast, where necessary, to conform to the current year classification.

For Lavesh D Jain & Co.

Chartered Accountants

FRN : 026550S

Sd/-

Lavesh Kumar D Jain

M.No.: 271440

Proprietor

Place : Bangalore

Date : 19.08.2025

UDIN : 25271440BMOAWV2876

For and on behalf of the Board of Directors of

BgSE FINANCIALS LIMITED

CIN : U67120KA1999PLC025860

Sd/-

NVH Krishnan

Chairman

DIN:02120151

Sd/-

P Prakash

CFO

Bangalore

Date : 19-08-2025

Sd/-

Pramod G Jain

Whole Time Director

DIN : 03128163

Sd/-

Raghavendra T K

Chief Executive Officer

Sd/-

Vishal Solanki

Company Secretary and Compliance Officer

Memb no : A69594

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Notes

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BGSE Financials Limited

INVESTORS SERVICE CENTRES

Chitradurga :

DCRM Complex, Behind SBI, Jain Colony Road, **CHITRADURGA**-577501
Tel: 08194 -220660, **Mobile :** 7022898164, **Email:** isc_chitradurga@bfsi.co.in

Chennai :

G-59, Spencer Plaza Phase II, Ground Floor, 768/769, Anna Salai, **CHENNAI** : 600 002
Tel : 044-43153530, **Email:** isc_chennai@bfsi.co.in

Davanagere :

No. 255, 1st Floor, 4th Main Road, P J Extension, **DAVANAGERE** - 577002,
Tel: 08192-234060, **Mobile :** 7022898163, **E-mail:** isc_davangere@bfsi.co.in

Dharwad :

G-13, Shree Banashankari Avenue, PB Road, Opp. NTT, Ramnagar, **DHARWAD** - 580 001
Tel: 0836 - 2444011, **Mobile :** 7022898166 **Email:** isc_dharwad@bfsi.co.in

Harihara :

No. 1527/1469, H Division, Station Road, Bharath Oil Mill Compound, **HARIHARA** - 577601.
Land Mark : Opp to KSRTC Bus Station, (Davanagere Road) or Near Mahesh Hotel,
Tel : 08192-242133, **Mobile :** 7022898168, **Email :** isc_harihara@bfsi.co.in

Hosur :

No. 83/4, Yashodha Complex, 1st Floor, Opp Hosur Bus Stand, **HOSUR** - 635109.
Tel : 04344-244180, **Mobile :** 7022898167 **Email :** isc_hosur@bfsi.co.in

Hubli :

No. 1F-114, 1st Floor, Nirvana Tradewinds, 123/45, Hosur Road, **HUBLI** - 580 020
Tel: 0836 - 2355755, **Mobile** 7022898165, **Email :** isc_hubli@bfsi.co.in

Hassan :

1465, Ayyappa Mansion, 1st floor Park Road, Northern Extension, **HASSAN** - 573201
Tel: 08172-263032 / 232223, **Mobile :** 7022898171 **Email :** isc_hassan@bfsi.co.in

Mangalore :

1st Floor, Lotus Paradise Centre, Karangalpady Junction, **MANGALORE** - 575 003
Tel: 0824-2497180, **Mobile:** 7022898169, **Email:** isc_mangalore@bfsi.co.in

Mysore :

No. 1226/1A, 3rd Main Road, Krishnamurthypuram, **MYSORE** - 570 004
Tel: 0821-2330525 / 4242851, **Mobile :** 7022898162, **Email:** isc_mysore@bfsi.co.in

Madikeri :

No. F, Block No 11 Kohinoor Road, City Municipal Council, Opp. Pakashala Building, **MADIKERI** - 571201
Tel : 0872-228445, **Mobile:** 7816015125, **Email :** isc_madikeri@bfsi.co.in

Shimoga :

2nd Parallel Road, Aishwarya Complex, Durgigudi, **SHIMOGA** - 577 001
Tel: 08182 - 277701, **Mobile :** 7022898170, **E-mail :** isc_shimoga@bfsi.co.in

Tumkur :

No. 212, 1st Floor, Opp Indian Red Cross Administrative Office, Ashoka Road, **TUMKUR** : 572 101
Tel : 0816 - 2254195 / 4011169, **Email :** isc_tumkur@bfsi.co.in

SERVICES OFFERED UNDER ONE ROOF

- ★ Open Demat & Trading Account online
- ★ Real Time Trading in Equity NSE, BSE & MCX
- ★ Mobile Trading & Internet Trading - NSE EQ, NSE FO, BSE EQ & MCX
- ★ Equity SME Segment Trading - BSE
- ★ Demat Accounts - NSDL / CDSL
- ★ Registrar and Transfer Agents (RTA Services)
- ★ Investment in Mutual Funds - NSE / BSE
- ★ Securities Lending & Borrowing Mechanism
- ★ NRI Services

OTHER ASSOCIATE SERVICES

- ★ Government Bonds (SGB Bonds) / Capital Gain Bonds
- ★ Services of Digital Signature (DSC) / IEPF Services

For Further details visit our website : www.bfsl.co.in

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DP Services : 080-66673383

KYC Dept. : 080-66673384

RTA Services : 080-41329661