



# BGSE Financials Limited

CIN : U67120KA1999PLC025860

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

Tel.: 080-41575234/35/03

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## 27<sup>th</sup> Annual Report 2025-2026





## *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 & DIRECTOR**

Mr. Krishnan Vaidyanathan Harihara Nurani

### **INDEPENDENT DIRECTORS**

Mr. Venkateswara Rao Thallapaka

Mr. Kupam Ramaiyer Sridhara Murthy

Mr. Venkataramani Radhakrishanan

### **WHOLE TIME DIRECTOR**

Mr. Pramod Gowtham Chand Jain

### **DIRECTORS**

Mr. Kodipura Madegowda Mahadevappa

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

## **STATUTORY AUDITORS**

M/s Lavesh D Jain  
Chartered Accountant

## **BANKERS**

CANARA BANK

## **AUDIT COMIITTEE**

Mr. Krishnan Vaidyanathan Harihara Nurani  
(Director)

Mr. Kupam Ramaiyer Sridhara Murthy  
(Independent Director)

Mr. Venkataramani Radhakrishanan  
(Independent Director)

## **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Kodipura Madegowda Mahadevappa  
(Director)

Mr. Kupam Ramaiyer Sridhara Murthy  
(Independent Director)

Mr. Venkataramani Radhakrishanan  
(Independent Director)



#### **DISCIPLINARY ACTION COMMITTEE**

Mr. Kodipura Madegowda Mahadevappa  
(Director)

Mr. Pramod Gowtham Chand Jain  
(Whole time Director)

Mr. Vinod Gowtham Chand Jain  
(Director)

#### **INVESTOR GRIEVANCE COMMITTEE**

Mr. Krishnan Vaidyanathan Harihara Nurani  
(Director)

Mr. Kupam Ramaiyer Sridhara Murthy  
(Independent Director)

Mr. Raghavendra T K  
(Chief Executive Officer)

#### **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  
(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 27th Annual Report of the Company, together with the Audited Financial Statement for the Financial Year ended on 31st March 2026.

### 1. FINANCIAL SUMMARY:

The table below summarizes the key financials of your Company for FY- 2025-26

Particulars	Current Financial Year (2026) (Rs. in Lakhs)	Previous Financial Year (2025) (Rs. in Lakhs)
Revenue from Operations	2471.60	2971.69
Other Income	261.23	198.92
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	148.85	370.48
Less: Depreciation/ Amortisation/ Impairment	45.09	31.47
<b>Profit before Finance Costs, Exceptional items and Tax Expense</b>	<b>103.76</b>	<b>339.01</b>
Less: Finance Costs	70.29	85.96
Profit before Exceptional items and Tax Expense	33.47	253.05
Add/(less): Exceptional items	0	0
Profit /loss before Tax Expense	33.47	253.05
Less: Tax Expense (Current & Deferred)	8.85	79.48
<b>Profit /loss for the year (A)</b>	<b>24.62</b>	<b>173.57</b>
<b>Balance of profit for earlier years (B)</b>	<b>1778.28</b>	<b>1666.74</b>
Less: Transfer to Debenture Redemption Reserve	0	0
Less: Transfer to Reserves	0	0
Less: Dividend paid on Equity Shares	0	0
<b>Less: Dividend paid on Preference Shares (C)</b>	<b>40</b>	<b>40</b>
Less: Dividend Distribution Tax	0	0
Less : Share Premium amount paid on buyback of Shares	0	22.03
<b>Balance carried forward (A+B-C)</b>	<b>1762.90</b>	<b>1778.28</b>

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

- During the Financial Year 2025-26, the Company has registered non accountable Stock Exchange turnover of **Rs. 14,660.40 Crores** as against turnover of **Rs. 15,533.46 Crores** in the Financial Year 2024-25.
- The Company has registered a Net Profit Before tax of **Rs 33.47 Lakhs** as on 31st March 2026 as against **Rs 253.05 Lakhs** as on 31st March 2025.
- 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 2025-26.

### 4. GENERAL RESERVES

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

### 5. SHARE CAPITAL

During the Financial Year 2025-26, 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.



## 6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors of the Company comprises Eight Directors, including Five 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 & Director
2.	Venkateswara Rao Thallapaka (DIN - 05273533)	Independent Director
3.	Venkataramani Radhakrishanan (DIN - 00829107)	Independent Director
4.	Kupam Ramaiyer Sridhara Murthy (DIN- 01987164)	Independent Director
5.	Kodipura Madegowda Mahadevappa (DIN - 07474716)	Director
6.	Vinod Gowtham Chand Jain (DIN - 00248275)	Director
7.	Motilal Jain Gowtham Chand (DIN - 00248239)	Director

During the year, Mr. Krishnan Vaidyanathan Harihara Nurani and Mr. Kodipura Madegowda Mahadevappa retired as Independent Directors of the Company with effect from 31st March 2026 upon completion of their tenure. Subsequently, they were re-appointed as Non-Executive Non-Independent Directors of the Company with effect from 1st April 2026.

Further, at its 161st Meeting held on 13th March 2026, the Board of Directors approved the appointment of Mr. Kupam Ramaiyer Sridhara Murthy and Mr. Venkataramani Radhakrishanan as Independent Director of the company and same has been approved by shareholder in their meeting on 10th April, 2026.

As at the end of the Financial Year 2025-26, 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 18th July 2026 and, being eligible, have offered themselves for appointment.

## 7. CHANGE IN THE NATURE OF BUSINESS

During the Financial Year 2025-26, there was no significant change in the nature of business.

## 8. BOARD MEETINGS

During the Financial Year Four Board meetings were held on 05th May 2025, 19th August 2025, 10th December 2025, 13th March 2026.

Attendance of 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	Krishnan Vaidyanathan Harihara Nurani	4	4
2	Venkateswara Rao Thallapaka	4	4
3	Venkataramani Radhakrishanan	4	1
4	Kupam Ramaiyer Sridhara Murthy	4	1
5	Kodipura Madegowda Mahadevappa	4	4
6	Vinod Gowtham Chand Jain	4	4
7	Motilal Jain Gowtham Chand	4	4
8	Mr. Pramod Gowtham Chand Jain	4	4



## **Additionally, during the year:**

At the 161st Meeting of the Board of Directors held on 13th March 2026, the Company appointed two Independent Directors, namely Mr. K. R. Sridhara Murthy and Mr. R. Venkataramani, to the Board of the Company.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors of the Company confirm:

- a) In the preparation of the annual financial statements, the applicable accounting standards have been followed and there are no material departures;
- b) 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;
- c) 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;
- d) They have prepared the annual financial statements on a going concern basis;
- e) 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 2026 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 2026.

## **14. POLICY/CRITERIA FOR DIRECTOR'S 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, 2026) and the date of the Report (20th of June 2026)

## **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:

Sl.No.	Name	Designation	Internal / External
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 2025-26, there were no complaints received and there is no complaint outstanding as on March 31, 2026.

## 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:

Sl. No.	Name of Members	Designation	Role in Committee
1.	Mr. Krishnan Vaidyanathan Harihara Nurani	Independent Director	Chairman & Member
2.	Prof. K.M. Mahadevappa	Independent Director	Member
3.	Mr. Motilal Gowtham Chand Jain	Director	Member

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

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	4	4
2	Prof. K.M. Mahadevappa	4	4
3	Mr. M. Gowtham Chand Jain	4	4



During the Financial Year, the Audit committee meeting was held on 05th of May 2025, 19th of August 2025, 10th of December 2025 and 13th of March 2026.

### 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 & Member	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 05th of May 2025 and 13th of March 2026.

### Investor Grievance Committee

Your Board has constituted Investor Grievance Committee, and the Committee comprises of following:

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

### Disciplinary Action Committee

Your Board has constituted Investor 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 & Member
2	Mr. Pramod G Jain	Whole Time 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 05th of May 2025, 19th of August 2025, 10th of December 2025 and 13th of March 2026.

### 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 & Member	4	4
2	Mr. Pramod G Jain	Whole Time Director	Member	4	4
3	Mr. Jinesh C K	IT Head	Member	4	4

During The Financial Year, The Technology Committee Meeting Was Held On 5th of May 2025, 19th of August 2025, 10th of December 2025, 13th of March 2026.

**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 2025-26.

**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 2025-26.

**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 2025-26, 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 2025-26.

**29. ADDITIONAL DISCLOSURES**

The company has made no application or no proceedings pending under the Insolvency and Bankruptcy Code, 2016, during the year 2025-26.

There was 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/CODE ON SOCIAL SECURITY, 2020**

The Company has complied with the provisions of the Maternity Benefit Act, 1961 and Code on Social Security, 2020, 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 2025-26.

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 : 20.06.2026  
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, 2026.

**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, 2026 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 : 20.06.2026  
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 2026, 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, 2026, 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, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 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 systems for maintaining its books of account for the financial year ended March 31, 2026 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 systems. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the 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 :**  
**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 31 March 2026.

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 2026 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.  
(c) 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 :**

**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 31 March 2026.

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, 2026 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, 2026, 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 :**

**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 / Authorised persons 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**

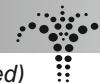
Cash and cash equivalents for the purposes of cash flow statement comprise of cash at bank, cash in hand and short-term investments with an original maturity of three months or less.

**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. Events 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 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Equity and liabilities			
Shareholders' funds			
Share capital	3	1,46,597.000	1,46,597.000
Reserves and surplus	4	1,79,862.581	1,81,964.063
		<b>3,26,459.581</b>	<b>3,28,561.063</b>
Non-current liabilities			
Other long-term liabilities	5	476.945	586.578
Long-term provisions	6	1,167.831	591.183
		<b>1,644.776</b>	<b>1,177.761</b>
Current liabilities			
Short-term borrowings	7	51,014.383	70,244.304
Trade payables - total outstanding dues of:	8		
Micro enterprises & small enterprises		-	-
Creditors other than micro enterprises & small enterprises		1,502.708	1,253.632
Other current liabilities	9	5,94,155.978	4,75,279.150
Short-term provisions		1,096.639	942.500
		<b>6,47,769.708</b>	<b>5,47,719.586</b>
<b>TOTAL</b>		<b>9,75,874.065</b>	<b>8,77,458.410</b>
Assets			
Non-current assets			
Property, plant & equipment and intangible assets	10		
Property, plant and equipment		51,920.399	49,289.520
Intangible assets		866.094	1,349.688
Capital work-in-progress		14,857.200	12,543.472
Non-current investments	11	1,18,002.670	1,17,356.156
Deferred tax assets (net)	12	6,918.953	6,789.725
Long-term loans and advances	13	6,498.764	6,990.895
Other non-current assets	14	45,099.795	43,993.250
		<b>2,44,163.875</b>	<b>2,38,312.706</b>
Current assets			
Trade receivables	15	61,812.240	58,613.346
Cash and bank balances	16	4,07,065.101	3,17,520.741
Short-term loans and advances	17	2,26,313.917	2,13,250.985
Other current assets	18	36,518.932	49,760.632
		<b>7,31,710.190</b>	<b>6,39,145.704</b>
<b>TOTAL</b>		<b>9,75,874.065</b>	<b>8,77,458.410</b>
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 : 20.06.2026**  
**UDIN : 26271440XUVQXK1877**

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 : 20-06-2026

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 <sup>st</sup> March 2026	For the Year ended 31 <sup>st</sup> March 2025
<b>Income</b>			
Revenue from operations	19	2,47,160.128	2,97,168.753
Other income	20	26,123.667	19,892.128
<b>Total income (I)</b>		<b>2,73,283.795</b>	<b>3,17,060.881</b>
<b>Expenses</b>			
Transaction Charges Paid to Exchanges and Depository	21	10,438.924	11,334.313
Transaction Charges Paid to Brokerage Sharing		1,51,304.494	1,88,167.104
Employee benefits expense	22	49,073.034	41,407.686
Finance costs	23	7,028.554	8,596.020
Depreciation and amortization expense	10	4,509.153	3,146.916
Other expenses	24	47,582.071	39,103.796
<b>Total expenses (II)</b>		<b>2,69,936.230</b>	<b>2,91,755.835</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax: III = (I-II)</b>		<b>3,347.565</b>	<b>25,305.046</b>
Exceptional and extraordinary items (IV)		-	-
<b>Profit / (Loss) before tax III: (I-II)</b>		<b>3,347.565</b>	<b>25,305.046</b>
<b>Tax expenses</b>			
Current tax expense for current year		1,014.351	7,649.084
Deferred tax		(129.228)	(317.506)
Current tax expense for prior years		-	617.014
<b>Total tax expenses</b>		<b>885.123</b>	<b>7,948.591</b>
<b>Profit/ (Loss) after tax</b>		<b>2,462.441</b>	<b>17,356.455</b>
Earnings per share information:			
Net profit attributable to equity shareholders		24,62,441	1,73,56,455
No. of equity shares outstanding		96,39,700	96,39,700
Basic & diluted earnings per equity share (in Rs.) <b>25(b)</b>		(0.16)	1.37
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 : 20.06.2026**  
**UDIN : 26271440XUVQXK1877**

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 : 20-06-2026

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 <sup>st</sup> March 2026	31 <sup>st</sup> March 2025
<b>Cash flows from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	3,347.565	25,305.046
<u>Adjustments to reconcile profit before tax to cash generated by operating activities</u>		
Depreciation and amortisation	4,509.153	3,146.916
(Profit) / loss on sale / write off of assets	0.796	(16.738)
Finance costs	7,028.554	8,596.020
Investor Benefit/Education Fund	(563.923)	-
Interest income	(23,723.246)	(19,006.178)
Dividend income	(17.408)	-
Net (gain) / loss on sale of investments	-	973.951
Operating cash flows before working capital changes	<b>(9,418.509)</b>	<b>18,999.017</b>
Changes in working capital:		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	(3,198.894)	(6,890.254)
Short-term loans and advances	(13,062.933)	51,803.244
Other current assets	13,241.700	44,774.484
Other non-current assets	(1,106.545)	2,382.213
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	249.077	1,148.532
Other current liabilities	1,18,876.827	(1,44,685.018)
Other long-term liabilities	(109.633)	(109.633)
Short-term provisions	154.139	523.922
Long-term provisions	576.648	591.183
	<b>1,15,620.386</b>	<b>(50,461.328)</b>
Cash flow from extraordinary items	-	-
Cash generated / (used) from operations	<b>1,06,201.877</b>	<b>(31,462.311)</b>
Net income tax (paid) / refunds	(1,014.351)	(8,266.824)
<b>Net cash provided / (used) by operating activities</b> <b>a</b>	<b>1,05,187.526</b>	<b>(39,729.135)</b>
Cash flows from investing activities		
Purchase of property, plant and equipment	(8,973.962)	(2,754.414)
Proceeds from sale of property, plant and equipment	3.000	25.000
Long Term Loans & Advances	492.131	3,424.153
Purchase of Non Current Investments	(646.514)	(1,020.060)
Bank balances not considered as Cash and cash equivalents	(76,832.307)	(37,910.819)
Proceeds from sale of long-term investments	-	9,114.547
Interest received	23,723.246	19,006.178
Dividend received	17.408	-
<b>Net cash (used in) investing activities</b> <b>b</b>	<b>(62,216.998)</b>	<b>(10,115.415)</b>
Cash flows from financing activities		
Proceeds for Buy Back of equity shares	-	(4,406.000)
Proceeds / (repayment) from other short-term borrowings	(19,229.921)	36,491.667
Finance cost	(7,028.554)	(8,596.020)
Dividends paid	(4,000.000)	(4,000.000)
<b>Net cash provided by/ (used in) by financing activities</b> <b>c</b>	<b>(30,258.475)</b>	<b>19,489.647</b>
<b>Net increase in cash and cash equivalents</b> <b>a+b+c</b>	<b>12,712.053</b>	<b>(30,354.902)</b>
<b>Cash and cash equivalents at the beginning of the year (note: 16)</b>	<b>6,560.204</b>	<b>36,915.106</b>
<b>Cash and cash equivalents at the end of the year (note: 16)</b>	<b>19,272.257</b>	<b>6,560.204</b>

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 : 20.06.2026**  
**UDIN : 26271440XUVQXK1877**

**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 : 20-06-2026

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 <sup>st</sup> March 2026		31 <sup>st</sup> March 2025	
	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	96,39,700	96,397.000
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)				
	<b>14,659.700</b>	<b>1,46,597.000</b>	<b>14,659.700</b>	<b>1,46,597.000</b>

#### 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 <sup>st</sup> March 2026		As at 31 <sup>st</sup> March 2025	
	Number	Amount	Number	Amount
At the beginning of the period	96,39,700	96,397.000	96,39,700	96,397.000
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	Nil	Nil	Nil	Nil
Outstanding at the end of the period	96,39,700	9,63,97,000	96,39,700	96,397.000

##### 8% Non Convertible Redeemable Preference Shares:

Particulars	As at 31 <sup>st</sup> March 2026		As at 31 <sup>st</sup> March 2025	
	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 <sup>st</sup> March 2026		31 <sup>st</sup> March 2025	
	Number	% holding	Number	% holding
Premalatha G Jain	20,08,400	20.83%	20,08,400	20.79%
Goodwill Management Pvt Ltd	-	-	5,80,000	6.00%
Indostar Granites P Ltd	23,20,000	24.07%	5,20,000	5.39%
Anushree Jain	5,00,000	5.19%	5,00,000	5.19%
M Gowtham Chand	5,20,000	5.39%	5,20,000	5.39%
Marlecha Securities P Ltd	6,08,100	6.31%	6,08,100	6.31%

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

Particulars	31 <sup>st</sup> March 2026		31 <sup>st</sup> March 2025	
	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 on 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 <sup>st</sup> March 2026		31 <sup>st</sup> March 2025		% of change during the year
	Number	% holding	Number	% holding	
Equity Shares:					
Pramod G Jain	4,00,000	4.15%	4,00,000	4.15%	0.00%
Premalatha G Jain	20,08,400	20.83%	20,08,400	20.79%	0.00%
M Gowtham Chand	5,20,000	5.39%	5,20,000	5.39%	0.00%
Anushree Jain	5,00,000	5.19%	5,00,000	5.19%	0.00%
Vinod G Jain	4,00,000	4.15%	4,00,000	4.15%	0.00%
Suman V Jain	4,00,000	4.15%	4,00,000	4.15%	0.00%
Vinod G Jain HUF	4,00,000	4.15%	4,00,000	4.15%	0.00%
M Goutham Chand HUF	4,40,000	4.56%	4,40,000	4.56%	0.00%
Pramod G Jain HUF	10,000	0.10%	10,000	0.10%	0.00%
Indostar Granites Private Limited	23,20,000	24.07%	5,20,000	5.39%	18.67%
Goodwill Management Private Limited	-	0.00%	5,80,000	6.02%	-6.02%
Mahakaya Trading and Finance Private Limited	-	0.00%	4,00,000	4.15%	-4.15%
Pramod Enterprise Private Limited	-	0.00%	4,20,000	4.36%	-4.36%
Vishist Trading and Finance Private Limited	-	0.00%	4,00,000	4.15%	-4.15%
<b>Preference shares</b>	-				
<b>Nil</b>	-	<b>0.00%</b>	-	<b>0.00%</b>	<b>0.00%</b>

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 proceeding 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  
Less: Amount utilized for shareholder education  
seminars / investor education activities  
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 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
Balance at the beginning of the year	1,042.591	1,042.591
Less: Amount utilized for shareholder education seminars / investor education activities	(563.923)	-
<b>Balance at the end of the year</b>	<b>478.668</b>	<b>1,042.591</b>
Balance at the beginning of the year	3,093.346	3,093.346
<b>Balance at the end of the year</b>	<b>3,093.346</b>	<b>3,093.346</b>



(Amount in Rs. Thousands, unless otherwise stated)

	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year	1,77,828.126	1,66,674.671
Add: Profit / (Loss) for the year	2,462.441	17,356.455
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	<b>1,76,290.567</b>	<b>1,77,828.126</b>
<b>Total</b>	<b>1,79,862.581</b>	<b>1,81,964.063</b>
<b>5 Other long-term liabilities</b>	<b>31<sup>st</sup> Mar 2026</b>	<b>31<sup>st</sup> Mar 2025</b>
Deposit from Trading members DP Clients	476.945	586.578
	<b>476.945</b>	<b>586.578</b>

6 Provisions	31 <sup>st</sup> March 2026		31 <sup>st</sup> March 2025	
	Long-term	Short-term	Long-term	Short-term
<b>Provisions for:</b>				
- gratuity [Refer Note : 25(h)]	1,167.831	745.704	591.183	643.749
- leave encashment	-	350.935	-	298.751
	<b>1,167.831</b>	<b>1,096.639</b>	<b>591.183</b>	<b>942.500</b>

	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>7. Short-term borrowings</b>		
Overdrafts: Secured		
Canara Bank-Town Hall Branch (Secured against immovable property of director and Company's immovable property at Financial City Bangalore [Capital WIP])	51,311.014	54,644.954
Tata Capital Limited (Secured against Shares of Directors of the Company)	(296.631)	15,599.350
	51,014.383	70,244.304
<b>8 Trade payables</b>	<b>31<sup>st</sup> Mar 2026</b>	<b>31<sup>st</sup> Mar 2025</b>
Trade payables (other than dues to micro enterprises and small enterprises)	1,502.708	1,253.632
Trade payables (dues to micro enterprises and small enterprises)	-	-
	<b>1,502.708</b>	<b>1,253.632</b>

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 <sup>st</sup> Mar 2026	31 <sup>st</sup> Mar 2025
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 31<sup>st</sup> Mar 2026**

Outstanding for following periods from due date of payment	Particulars			
	MSME	Others	Disputed dues - MSME	Disputed dues - Others
Less than 1 yr	-	1,453.613	-	-
1-2 yrs	-	48.175	-	-
2-3 yrs	-	0.920	-	-
> 3 Yrs	-	-	-	-
<b>Total trade payables due</b>	<b>-</b>	<b>1,502.708</b>	<b>-</b>	<b>-</b>
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
<b>Total trade payables</b>	<b>-</b>	<b>1,502.708</b>	<b>-</b>	<b>-</b>

**Ageing Schedule of trade payables due for payment as on 31<sup>st</sup> 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	-	7.790	-	-
> 3 Yrs	-	66.691	-	-
<b>Total trade payables due</b>	<b>-</b>	<b>1,253.632</b>	<b>-</b>	<b>-</b>
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
<b>Total trade payables</b>	<b>-</b>	<b>1,253.632</b>	<b>-</b>	<b>-</b>



(Amount in Rs. Thousands, unless otherwise stated)

**9 Other current liabilities**

Other payables

Statutory liabilities

Security Deposit and Margin Money

- from members

- from trading clients

Client Balances

Deposit based Trading members

Deposit from DP Clients

Deposit from RTA Clients

Property construction retention

Other Liabilities

Expenses Payable

Exchange Obligation

	<b>31<sup>st</sup> Mar 2026</b>	<b>31<sup>st</sup> Mar 2025</b>
	2,256.119	2,951.220
	40,073.961	39,053.160
	319.203	2,556.203
	5,16,925.499	3,99,096.515
	1,000.000	1,000.000
	21,143.660	20,344.160
	5,689.000	2,484.000
	-	267.522
	1,132.995	969.981
	5,371.267	6,267.566
	244.274	288.824
	<b>5,94,155.978</b>	<b>4,75,279.150</b>

(INTENTIONALLY LEFT BLANK)



**Notes on accounts for the year ended 31st March 2026**  
**10. Property, plant and equipment and intangible assets**

**(Amount in ₹)**

Description	Gross block		Accumulated Depreciation			Net block		
	Balance as at 1 <sup>st</sup> April 2025	Additions / (Disposals)	Balance as at 31 <sup>st</sup> Mar 2026	Balance as at 1 <sup>st</sup> April 2025	Charge for the year	On Disposals	Balance as at 31 <sup>st</sup> Mar 2026	Balance as at 1 <sup>st</sup> April 2025
<b>Property, plant and equipment</b>								
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	5,932.847	58.840	5,991.687	5,270.747	184.987	(72.123)	662.100	608.075
Furniture & Fixtures	10,853.776	48.380	10,902.156	7,110.902	959.055	-	3,742.874	2,832.199
Office Equipments	2,543.648	284.979	2,828.628	2,240.210	169.316	-	303.439	419.102
Computer & Peripherals	33,153.556	6,071.416	39,224.972	31,309.702	2,606.577	-	1,843.854	5,308.693
Motor Vehicles	3,010.359	120.700	3,131.059	2,699.349	105.624	-	311.010	326.086
<b>Total- A</b>	<b>1,00,989.562</b>	<b>6,584.315</b>	<b>1,07,573.877</b>	<b>51,700.042</b>	<b>4,025.559</b>	<b>(72.123)</b>	<b>55,653.478</b>	<b>49,289.520</b>
Previous year	99,200.397	1,789.165	1,00,989.562	49,229.149	2,627.881	(156.988)	51,700.042	49,971.249
<b>Intangible Assets</b>								
Computer software	16,174.161	-	16,174.161	14,824.473	483.594	-	15,308.067	1,349.688
BSE Membership Card	6,754.000	-	6,754.000	6,754.000	-	-	6,754.000	-
<b>Total-B</b>	<b>22,928.161</b>	<b>-</b>	<b>22,928.161</b>	<b>21,578.473</b>	<b>483.594</b>	<b>-</b>	<b>22,062.067</b>	<b>1,349.688</b>
Previous year	22,128.161	800.000	22,928.161	21,059.438	519.035	-	21,578.473	1,068.723
<b>Total [A+B]</b>	<b>1,23,917.723</b>	<b>6,584.315</b>	<b>1,30,502.038</b>	<b>73,278.515</b>	<b>4,509.153</b>	<b>(72.123)</b>	<b>77,715.545</b>	<b>50,639.208</b>
Previous year (Total)	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
<b>Capital Work-in-progress</b>	<b>12,543.472</b>	<b>2,313.728</b>	<b>14,857.200</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>12,543.472</b>
Previous year	12,543.472	2,313.728	14,857.200	-	-	-	-	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 completed the civil construction work of the Building in March 2026, and is waiting for the permanent power connection. Power grid work is under progress for the entire financial city. Hence, depreciation on Building is not charged during the year.



*(Amount in Rs. Thousands, unless otherwise stated)*

**Capital work in progress ageing schedule:**

**Balance as at 31<sup>st</sup> Mar 2026**

Capital work in progress	Amount in CWIP for a period of				Total
	< 1 yr	1-2 yrs	2-3 yrs	> 3yrs	
Projects in progress	2,313.728	-	-	12,543.472	14,857.200
Projects suspended	-	-	-	-	-

**Capital work in progress ageing schedule:**

**Balance as at 31<sup>st</sup> 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	-	-	-	-	-



(Amount in Rs. Thousands, unless otherwise stated)

	As at 31 <sup>st</sup> March 2026	As at 31 <sup>st</sup> March 2025
<b>11 Non-current investments</b>		
Particulars		
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	1,06,063.745
(CY 68,01,646 Equity Shares of Rs.1/- Each)		
(PY 68,01,646 Equity Shares of Rs.1/- Each)		
<b>A</b>	<b>1,06,563.745</b>	<b>1,06,563.745</b>
(b) Quoted equity shares - at Cost		
(Market value CY: 10,533.540 PY : 14,260.378)	11,438.925	10,792.411
<b>B</b>	<b>11,438.925</b>	<b>10,792.411</b>
<b>Total</b>	<b>1,18,002.670</b>	<b>1,17,356.156</b>
Aggregate amount of quoted investments	11,438.925	10,792.411
Aggregate market value of listed and quoted investments	10,533.540	14,260.378
Aggregate amount of unquoted investments	1,06,563.745	1,06,563.745
<b>12 Deferred tax Asset</b>		
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	532.345	343.558
Provision for doubtful debts / advances	4,895.081	4,895.081
Disallowances under Section 40(a)(i), 43B of the Income Tax Act, 1961	97.630	83.113
On difference between book balance and tax balance of fixed assets	1,393.896	1,467.974
Tax effect of items constituting deferred tax assets	6,918.953	6,789.725
Net deferred tax asset	<b>6,918.953</b>	<b>6,789.725</b>
<b>13 Long-term loans and advances</b>		
MAT credit entitlement - Unsecured, considered good	6,498.764	6,990.895
<b>Total</b>	<b>6,498.764</b>	<b>6,990.895</b>
<b>14 Other non-current assets</b>		
Security deposits		
Unsecured, considered good	45,099.795	43,993.250
Doubtful	1,859.572	1,859.572
	<b>46,959.367</b>	<b>45,852.822</b>
Less: Provision for other doubtful loans and advances	(1,859.572)	(1,859.572)
<b>Total</b>	<b>45,099.795</b>	<b>43,993.250</b>



(Amount in Rs. Thousands, unless otherwise stated)

**15 Trade receivables**

Unsecured, considered good

Unsecured, considered doubtful

Less: Provision for doubtful trade receivables

	<b>31<sup>st</sup> Mar 2026</b>	<b>31<sup>st</sup> Mar 2025</b>
Unsecured, considered good	61,812.240	58,613.346
Unsecured, considered doubtful	15,735.973	15,735.973
	77,548.214	74,349.320
Less: Provision for doubtful trade receivables	(15,735.973)	(15,735.973)
	<b>61,812.240</b>	<b>58,613.346</b>

**Ageing schedule of trade receivables as on 31<sup>st</sup> Mar 2026**

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	-	-	3,443.877	-
6 months - 1yr	-	-	10,469.390	-
1-2 yrs	-	-	4,544.249	-
2-3yrs	-	-	1,512.482	-
more than 3 yrs	-	-	41,842.244	15,735.973
<b>Total trade receivables that are due</b>	-	-	<b>61,812.241</b>	<b>15,735.973</b>

**Ageing schedule of trade receivables as on 31<sup>st</sup> 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
<b>Total trade receivables that are due</b>	-	-	<b>58,613.346</b>	<b>15,735.973</b>



(Amount in Rs. Thousands, unless otherwise stated)

	<b>31<sup>st</sup> Mar 2026</b>	<b>31<sup>st</sup> Mar 2025</b>
<b>16 Cash and bank balances</b>		
(a) Cash & cash equivalents		
Cash on hand	108.474	71.178
Balances with banks		
(i) In current accounts	19,163.783	6,489.026
	<b>19,272.257</b>	<b>6,560.204</b>
(b) Other Bank balances		
(a) In Clients Dividend Accounts	-	-
(b) In deposit accounts	3,87,792.844	3,10,960.537
	<b>3,87,792.844</b>	<b>3,10,960.537</b>
<b>Total</b>	<b>4,07,065.101</b>	<b>3,17,520.741</b>
<b>17 Short-term loans and advances</b>		
Unsecured, considered good		
(a) Loans and advances to employees	6,145.983	6,429.534
(b) Deposits paid to Exchanges for Margin	2,15,687.356	2,05,136.220
<b>(c) Balances with government authorities</b>		
(i) Income Tax Refund receivable	3,742.095	1,275.929
(ii) GST Input credit	337.536	4.983
	4,079.631	1,280.912
(d) Advance paid to Vendors	400.947	404.318
<b>Total</b>	<b>2,26,313.917</b>	<b>2,13,250.985</b>
<b>18 Other current assets</b>		
Unsecured, considered good		
<b>(a) Accruals</b>		
(i) Interest accrued on deposits	9,267.765	8,642.354
<b>(b) Others</b>		
(i) Insurance claims	-	275.660
(ii) Clearing House settlement amount	27,251.167	40,842.618
	<b>27,251.167</b>	<b>41,118.278</b>
<b>Total</b>	<b>36,518.932</b>	<b>49,760.632</b>
<b>19 Revenue from operations</b>		
Sale of services		
-Brokerage from Clearing Operations	1,90,564.963	2,33,468.762
-Income from Depository Services	24,847.385	28,678.300
-Income from Registrar & Transfer Agent Services	10,159.280	5,246.658
Other operating revenues		
-Income from DP Operations	998.168	1,956.813
-Income from Clearing Operations	18,109.701	25,451.766
-Commission from Mutual Fund Operations	1,483.916	1,274.183
-Miscellaneous Income	996.715	1,092.271
	<b>2,47,160.128</b>	<b>2,97,168.753</b>



(Amount in Rs. Thousands, unless otherwise stated)

	<b>As at 31<sup>st</sup> March 2026</b>	<b>As at 31<sup>st</sup> March 2025</b>
<b>20 Other income</b>		
<b>(a) Interest income</b>		
Interest on Fixed deposit	20,931.451	17,644.958
Other interest incomes	2,791.795	1,361.220
Interest on income tax refund	-	-
<b>(b) Dividend income:</b>		
from long-term investments	17.408	-
<b>(c) Net gain on sale of:</b>		
long-term investments	-	(973.951)
<b>(d) Other non-operating income</b>		
Profit on sale of fixed assets	-	16.738
Income from Penalty reversal	441.057	-
CTC Terminal Charges	1,263.800	1,340.100
Cubic Rent	374.000	403.248
Gain in change of NAV of Gratuity	304.156	99.815
<b>Total</b>	<b>26,123.667</b>	<b>19,892.128</b>
<b>21 Transaction Charges Paid to Exchanges and Depository</b>		
Service Charges Paid NSE CM	2,598.626	3,370.446
Service Charges Paid BSE CM	853.800	1,260.041
Service Charges Paid NSE F&O	2,549.361	1,877.102
Service Charges Paid to clearing members for mcx trading	464.436	145.689
Demat Service Charges paid to NSDL	3,972.703	4,681.035
	<b>10,438.924</b>	<b>11,334.313</b>
<b>22 Employee benefits expense</b>		
Salaries and wages	42,725.718	36,318.476
Contribution to provident and other funds	1,119.901	1,100.901
Gratuity expense [Refer Note : 25(h)]	2,217.691	859.213
Provision for gratuity – alignment to actuarial valuation & change in measurement basis	-	475.534
Staff welfare expenses	3,009.724	2,653.562
	<b>49,073.034</b>	<b>41,407.686</b>



(Amount in Rs. Thousands, unless otherwise stated)

	<b>As at 31<sup>st</sup> March 2026</b>	<b>As at 31<sup>st</sup> March 2025</b>
<b>23. Finance costs</b>		
Interest expense on:		
Borrowings	7,028.554	8,596.020
	<b>7,028.554</b>	<b>8,596.020</b>
<b>24 Other expenses</b>		
Advertisement expenses	48.672	112.088
Bank Charges	179.536	251.419
Power and fuel	2,688.820	2,678.867
Rent including lease rent	6,991.006	5,880.260
Repairs and maintenance		
- Computers and equipments	2,673.812	1,747.415
- Others	225.597	75.930
Insurance	96.500	79.688
Rates and taxes	554.798	1,150.555
Software subscriptions and renewals	12,738.429	7,716.878
Communication expenses	3,419.283	3,267.304
Travelling and conveyance	2,415.005	2,310.931
Printing and stationery	852.028	771.059
Marketing Expenses	536.562	203.500
Legal and professional	9,449.986	9,318.753
Payments to auditors [Refer Note 25(c)]	185.000	185.000
DP charges waived	160.224	122.647
Operational Loss	-	105.000
Office Maintenance expenses	4,328.148	3,119.687
Loss on fixed assets sold / scrapped / written off	0.798	-
Miscellaneous expenses	37.867	6.816
<b>Total</b>	<b>47,582.071</b>	<b>39,103.796</b>



**25. Additional information to the financial statements**

(a) The following are analytical ratios for the year ended 31<sup>st</sup> Mar 2026 and 31<sup>st</sup> Mar 2025

Particulars	31 <sup>st</sup> Mar 2026	31 <sup>st</sup> Mar 2025	Variance	Explanation to changes in ratios by more than 25%
Current ratio = Current assets / Current liabilities	1.13	1.17	-3.20%	
Debt : Equity Ratio = Total Borrowings / Shareholder's fund	0.16	0.21	-26.91%	Decrease in borrowings during the year has led to change in Debt equity ratio.
Debt service coverage ratio = Earnings available for debt service / Debt Service	0.27	0.41	-33.75%	Decrease in profits and Decrease in borrowings has led to unfavourable change in Debt service coverage ratio.
Return on equity = Net Profits after taxes / Average Shareholder's Equity	(0.01)	0.05	-111.37%	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	4.10	5.39	-23.80%	Decrease in sales and increase in trade receivables during the year has led to change in trade receivables ratio.
"Trade payables turnover = Purchases and other expenses / Average Trade payable"	34.53	57.56	-40.02%	Increase in trade Payables as against previous year, has led to unfavourable change in trade payable turnover ratio.
Net capital turnover = Revenue / Working Capital	2.94	3.25	-9.41%	
Net profit ratio = Net Profits after taxes / Sales	0.01	0.06	-83.18%	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"	0.03	0.09	-67.70%	Decrease in Profits as against the previous year has led to change in return on capital employed.
Return on investment (quoted) <sup>(1)</sup> = $\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	0.60	2.25	-73.54%	Unfavourable market conditions have resulted in lesser returns on quoted investments
Return on investment (un-quoted) <sup>(1)</sup> = $\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	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*

<sup>(1)</sup> 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



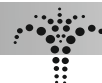
	<b>31st Mar 2026</b>	<b>31st Mar 2025</b>	<b>Remarks</b>
<b>a. Current Ratio:</b>			
<u>Current Assets</u>	731,710,190	639,145,704	Current assets as per BS
<u>Current Liabilities</u>	647,769,708	547,719,586	Current lia as per BS
Current Ratio =	1.13	1.17	
<b>b. Debt – Equity Ratio</b>	<b>31st Mar 2026</b>	<b>31st Mar 2025</b>	<b>Remarks</b>
<u>Total Borrowings</u>	51,014,383	70,244,304	Short term + Long Term borrowings
Shareholder's fund	32,645,9581	328,561,063	Shareholder's fund as per BS
Debt – Equity Ratio =	0.16	0.21	
<b>c. Debt service coverage ratio</b>	<b>31st Mar 2026</b>	<b>31st Mar 2025</b>	<b>Remarks</b>
Earnings available for debt service	14,000,944	29,099,390	Refer workings below
<u>Debt Service</u>	51,014,383	70,244,304	
Debt service coverage ratio	<b>0.27</b>	<b>0.41</b>	
<b>Earnings available for debt service</b>			
Net Profit after taxes	2,462,441	17,356,455	
+ Non-cash operating expenses			
Depreciation and amortisation	4,509,153	3,146,916	
Others...			
+ Interest	7,028,554	8,596,020	
+other adjustments			
loss on sale of Fixed assets etc.	796	-	
Others...			
Earnings available for debt service	<b>1,40,00,944</b>	<b>2,90,99,390</b>	
<b>Debt Service</b>			
Short-term borrowings	51,014,383	70,244,304	
Interest due in coming year			
Debt Service	51,014,383	70,244,304	
<b>d. Return on equity</b>	<b>31st Mar 2026</b>	<b>31st Mar 2025</b>	<b>Remarks</b>
<u>Net Profits after taxes</u>	(1,537,559)	13,356,455	
Average Shareholder's Equity	277,510,322	274,085,836	
Return on equity =	<b>(0.01)</b>	<b>0.05</b>	
<u>Net Profits after taxes</u>			
Net Profit After taxes as per Pnl	2,462,441	17,356,455	
Less: Preference Dividend	(4,000,000)	(4,000,000)	
Net Profit for the purpose of equity	(1,537,559)	13,356,455	
Average Shareholder's Equity			
Opening Equity	278,561,063	269,610,608	Excluding preference share capital
Closing Equity	276,459,581	27,8561,063	Excluding preference share capital
Average Equity	277,510,322	274,085,836	



	31 <sup>st</sup> Mar 2026	31 <sup>st</sup> Mar 2025	Remarks
<b>e. Inventory turnover</b>			
Sale of goods			
Average Inventory	-	-	
Inventory turnover =	-	-	
<b>Average inventory</b>			
Opening Inventory	-	-	
Closing inventory	-	-	
Average inventory	-	-	
<b>f. Trade receivables turnover</b>			
Revenue from operations	247,160,128	297,168,753	
Average Trade receivables	60,212.793	55,168.219	
Trade receivables turnover =	<b>4.10</b>	<b>5.39</b>	
<b>Average Trade receivables</b>			
Opening receivables	58,613,346	51,723,093	
Closing receivables	61,812,240	58,613,346	
Average receivables	60,212,793	55,168,219	
<b>g. Trade payables turnover</b>			
Purchases and other expenses	47,582,070	39,103,796	
Average Trade payables	1,378,170	679,366	
Trade payables turnover =	<b>34.53</b>	<b>57.56</b>	
<b>Average Trade payables</b>			
Opening payables	1,253,632	105,100	
Closing payables	1,502,708	1,253,632	
Average payables	1,378,170	679,366	
<b>Purchases and other expenses</b>			
Purchases debited to Pnl	-	-	
Other expenses debited to Pnl	47,582,070	39,103,796	
Less: Expenses like provisions etc....			
	47,582,070	39,103,796	
<b>h. Net capital turnover</b>			
Revenue from operations	247,160,128	297,168,753	
Working Capital	83,940,482	91,426,117	
Net capital turnover =	<b>2.94</b>	<b>3.25</b>	
<b>Working Capital</b>			
Current assets	731,710,190	639,145,704	
Current liabilities	(647,769,708)	(547,719,586)	
Net working capital	83,940,482	91,426,117	



	31 <sup>st</sup> Mar 2026	31 <sup>st</sup> Mar 2025	Remarks
<b>i. Net profit ratio</b>			
<u>Net profit after taxes</u>	2,462,441	17,356,455	
Sales	225,571,628	267,393,720	
Net profit ratio =	<b>0.01</b>	<b>0.06</b>	
<b>j. Return on capital employed</b>			
<u>Earning before interest and taxes</u>	10,376,119	3,3901,066	
Capital Employed	376,607,870	397,455,679	
Return on capital employed =	<b>0.03</b>	<b>0.09</b>	
<b>Earning before interest and taxes</b>			
Profit before taxes	3,347,565	25,305,046	
Add: Interest	7,028,554	8,596,020	
Earnings before interest and taxes	10,376,119	33,901,066	
<b>Capital Employed : Tangible Net Worth + Total Debt + Deferred Tax Liability</b>			
Shareholder's funds	326,459,581	32,561,063	
Less: Intangibles	(866,094)	(1,349,688)	
Add: Long term borrowings	-	-	
Add: Short term borrowings	51,014,383	70,244,304	
Add: Deferred tax liability	-	-	
Capital employed	376,607,870	397,455,679	
<b>k. Return on investment (quoted)</b>			
$\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	5,393,176	12,579,609	
Return on investment (quoted) =	0.60	2.25	
MV(T1) = Market value at end of period	10,533,540	14,260,378	
MV(T0) = Market value at beg of period	14,260,378	10,800,783	
C(t) = Cash inflow, cash outflow (net)	(9,120,014)	(9,120,014)	
W(t) = Weight of the net cash flow	(5,222,145)	(5,222,145)	
<b>l. Return on investment (unquoted)</b>			
$\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	-	(6,345,616)	
Return on investment (unquoted) =	-	<b>(0.06)</b>	
MV(T1) = Market value at end of period	106,563,745	106,563,745	
MV(T0) = Market value at beg of period	106,563,745	112,909,360	
C(t) = Cash inflow, cash outflow (net)			
W(t) = Weight of the net cash flow			



(Amount in Rs. Thousands, unless otherwise stated)

**31<sup>st</sup> March 2026**

**31<sup>st</sup> March 2025**

**(b) Earnings per share (EPS)**

The computation of earnings per share is set out below:

Particulars	For the year ended 31 <sup>st</sup> Mar 2026	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	2,462.441	2,462.441
Less: Dividend on preference shares	(4,000.000)	(4,000.000)
Amount available for equity shareholders [A]	<b>(1,537.559)</b>	<b>(1,537.559)</b>
Weighted average number of equity shares outstanding during the year [B]	96,39,700	96,39,700
Earnings/ (loss) per share (in Rs.) = [A]/[B]	(0.16)	(0.16)
Nominal value of equity shares [in Rs.]	10.00	10.00

Particulars	For the year ended 31 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]	<b>13,356.455</b>	<b>13,356.455</b>
Weighted average number of equity shares outstanding during the year [B]	97,55,224	97,55,224
Earnings/ (loss) per share (in Rs.) = [A]/[B]	1.37	1.37
Nominal value of equity shares [in Rs.]	10.00	10.00

**(c) Payments to the auditors comprises:**

As auditors - statutory audit	150.000	150.000
For taxation matters	35.000	35.000
	<b>185.000</b>	<b>185.000</b>

**(d) Value of imports on a CIF basis**

**Nil Nil**

**(e) Expenditure in foreign currency**

**Nil Nil**

**(f) Earnings in foreign exchange**

**Nil Nil**

**(g) 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. 6,991,006 (previous year Rs 5,880,260).

**(h) 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)

	<b>As at 31<sup>st</sup> March 2026</b>	<b>As at 31<sup>st</sup> March 2025</b>
<b>(a) Present value of defined benefit obligation</b>		
Balance at the beginning of the year	4,812.238	3,983.205
Current service cost	745.704	489.235
Interest cost	315.853	274.814
Actuarial loss/(gain)	(564.059)	365.724
Plan Amendment's Past Service Costs	1,690.666	-
Benefits paid	(53.167)	(300.740)
Balance at the end of the year	<b>6,947.235</b>	<b>4,812.238</b>
<b>(b) Fair value of plan asset</b>		
Balance at the beginning of the year	3,577.306	3,607.486
Expected return on plan assets	285.138	247.875
Contributions by employer	1,539.090	-
Actuarial loss/(gain)	(314.665)	22.685
Benefits paid	(53.167)	(300.740)
Balance at the end of the year	<b>5,033.702</b>	<b>3,577.306</b>
<b>(c) Assets and liabilities recognised in the balance sheet</b>		
Present value of defined benefit obligation	6,947.235	4,812.238
Less: Fair value of plan asset	(5,033.702)	(3,577.306)
Net Liability/(Asset)	<b>1,913.533</b>	<b>1,234.932</b>
<i>Recognised under Short-term provisions</i>	745.704	643.749
<i>Recognised under Long-term provisions</i>	1,167.829	591.183
<b>(d) Expenses recognised in statement of profit &amp; loss</b>		
Current service cost	745.704	489.235
Interest cost	315.853	274.814
Plan Amendment's Past Service Costs	1,690.666	-
Expected return on plan assets	(285.138)	(247.875)
Actuarial loss (net)	(249.394)	343.039
Expenses recognised in the statement of profit & loss	<b>2,217.691</b>	<b>859.213</b>
<b>(e) Principal assumptions</b>		
Discount rate per annum	<b>7.15%</b>	<b>6.60%</b>
Expected salary increase per annum	<b>5.00%</b>	<b>5.00%</b>
Attrition rate	<b>20.00%</b>	<b>20.00%</b>
Expected return on assets	<b>6.60%</b>	<b>7.17%</b>
Retirement age (in years)	<b>60</b>	<b>60</b>

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 2026	31 Mar 2025	31 Mar 2024	31 Mar 2023	31 Mar 2022
Defined benefit obligation	6,947.235	4,812.238	3,983.205	3,763.120	3,642.821
Plan assets	5,033.702	3,577.306	3,607.486	1,353.599	-
(Deficit)	(1,913.533)	(1,234.932)	(375.719)	(2,409.521)	(3,642.821)
<b>Experience loss/(gain) adjustments in:</b>					
Plan liabilities	(564.059)	235.683	(480.665)	(432.576)	23.109
Plan assets	314.665	(22.685)	149.867	44.904	8.519

**(i) Related party transactions**

**(a) Names of related parties and description of relationship**

(i) Key managerial persons	T K Raghavendra Pramod Gowtham Chand Jain P Prakash Vishal Solanki
(ii) Director	Motilal Jain Gowtham Chand Vinod Gowtham Chand Jain
(iii) Entity influenced by Directors	BgSE Properties & Securities Ltd
(iv) Proprietary Concern of Director	GC Marlecha & Co M Gowtham Chand

**(b) Transactions with related parties during the year**

*(Amount in Rs. Thousands, unless otherwise stated)*

<u>Transaction</u>	<b>As at 31<sup>st</sup> March 2026</b>	<b>As at 31<sup>st</sup> March 2025</b>
<b><u>Key managerial persons</u></b>		
Remuneration Paid*	9,333.424	6,330.929
Professional Charges paid to K M Sivaram	-	819.355
<b>Total</b>	<b>9,333.424</b>	<b>7,150.284</b>
<b><u>Directors</u></b>		
Professional Charges paid to GC Marlecha & Co	1,905.750	1,732.500
Professional Charges paid to M Gowtham Chand	635.250	577.500
Sitting Fees paid to M Gowtham Chand	70.000	90.000
Sitting Fees paid to Vinod G Jain	50.000	75.000
<b>Total</b>	<b>2,661.000</b>	<b>2,475.000</b>
<b><u>Transactions with BgSE Properties &amp; Securities Ltd</u></b>		
Rent and maintenance charges paid	3,570.648	3,570.648
Electricity Expenses Reimbursed	2,286.740	2,328.034
RTA charges received	368.220	261.960
<b>Total</b>	<b>6,225.608</b>	<b>6,160.642</b>



**(c) Balance as on balance sheet date**

**Credit Balances**

Salary Payable to Pramod G Jain	175.400	254.250
Salary Payable to P Prakash	95.398	49.126
Salary Payable to T K Raghavendra	140.400	178.125
Salary Payable to Vishal Solanki	49.548	50.000
Expenses Payable to BgSE Properties & Securities Ltd	220.881	201.437

**Debit Balances**

Trade receivable from BgSE Properties & Securities Ltd	2.277	-
Salary advance paid to P Prakash	-	690.153
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

*(j) Other Statutory Information*

- i) The Company has not been declared as wilful defaulter by any banks, financial institution or the lenders.*
  - ii) 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.*
  - iii) 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*
  - iv) 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.*
  - v) The Company do not have any transactions with companies struck off under section 248 or 560*
  - vi) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.*
  - vii) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237*
  - viii) The Company has not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.*
  - ix) The company is not covered under section 135.*
  - x) The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules*
  - xi) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year*
  - xii) 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.*
  - xiii) 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.*
- (k) 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 : 20.06.2026**  
**UDIN : 26271440XUVQXK1877**

**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 : 20-06-2026

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



# 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\_davanagere@bfsi.co.in

### Dharwad :

G-13, Shree Banashankari Avenue, PB Road, Opp. NTTF, 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, BSE FO & 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](http://www.bfsl.co.in)

Contact No : 080-66673333

DP Services : 080-66673383

KYC Dept. : 080-66673384

RTA Services : 080-41329661