



BgSE Properties and Securities Limited

(formerly known as Bangalore Stock Exchange Ltd)

CIN : U70102KA1937PLC001292

62nd Annual Report 2024-2025



Stock Exchange Towers, 51,1st Cross, J.C. Road, Bangalore - 560027
Phone : 080-41575566; Email : ed_secretary@bgse.co.in; Website : www.bgse.co.in



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BOARD OF DIRECTORS

Mr. M Gowtham Chand
Mr. Ramesh Chandra Mishra
Mr. N.R. Srinivas
Mr. Ratanraj N Bhansali
Mr. Raghavan Venkata Raman

**EXECUTIVE DIRECTOR /
WHOLE-TIME DIRECTOR**

Mr. Vinod G Jain

AUDITORS

M/s. Deepak Niraj & Associates
Chartered Accountants

LEGAL ADVISORS

M/s. Holla & Holla

**REGISTRARS & SHARE
TRANSFER AGENTS**

M/s. BgSE Financials Limited - RTA Division
Stock Exchange Towers
No: 51, 1st Cross, J. C. Road,
Bengaluru - 560027
E-Mail- Id: avp_rta@bfsl.co.in

BANKERS

Canara Bank
IDFC First Bank

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DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their Sixty Second Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2025.

1. FINANCIAL PERFORMANCE OF THE COMPANY :

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

(INR in Lakhs)

FINANCIAL HIGHLIGHTS	Standalone		Consolidated	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
Particulars				
INCOME:				
Revenue from Operations	200.07	222.76	200.07	222.76
Other Income	634.22	90.82	666.42	114.09
Total	834.29	313.58	866.49	336.85
EXPENSES:				
Employee Benefit Expenses	49.03	48.18	49.03	48.18
Other Administrative Expenses	107.54	100.42	126.77	103.67
Total	156.57	148.60	175.80	151.85
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense	677.72	164.98	690.69	185.00
Less: Depreciation/ Amortisation/ Impairment	13.18	13.34	13.18	13.34
Profit before Finance Costs, Exceptional items and Tax Expense	664.54	151.64	677.51	171.66
Less: Finance Costs	-	-	-	-
Profit before Exceptional items and Tax Expense	664.54	151.64	677.51	171.66
Add/(less): Exceptional items				
Profit /loss before Tax Expense				
Less: Tax Expense (Current & Deferred)	-147.07	-43.44	-154.30	-48.50
Profit /loss for the year	517.47	108.20	523.21	123.16



Brief Description of the Company

Standalone

The Company has made a Net Profit of Rs. 517.47 Lakhs in the year 2024-25 as against the Net Profit of Rs. 108.20 Lakhs in the year 2023-24. With no other regular business, the Company continues to depend on the rental Income. With rental and interest rate, the revenue and profits continue to be under pressure.

Consolidated

The Company has made a Net Profit of Rs. 523.21 Lakhs in the year 2024-25 as against the Net Profit of Rs. 123.16 Lakhs in the year 2023-24. It is to be noted that the Consolidated Financial performance includes Profit, arising out of our Subsidiary Company. With rental and interest rate, the revenue and profits continue to be under pressure.

2. Dividend:

The Board has not recommended dividend for the financial year 2024-25.

3. Reserves:

Company has not transferred any Amount to General Reserve.

4. Extract of the annual return:

Pursuant to sub-section (3) (a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an Annual Return as at 31st March, 2025 is available at company website www.bgse.co.in

5. Change in the nature of business, if any:

The Company during the year has not changed the Nature of Business.

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:

There are no material changes or commitments affecting the financial position of the Company which have occurred after March 31, 2025 till the date of this report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:

No such orders have been passed by the regulators or courts or tribunals in the current year and till the date of the Directors' Report which could impact the going concern status and company's operations in future.

8. Details of Subsidiary/Joint Ventures/Associate Companies:

The company has wholly owned subsidiary company, BgSE Finance Limited incorporated on 25th November 2019.

Pursuant to section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given in Form AOC-1 and forms an integral part of this Report as Annexure A.

The Company has applied for registration as a Non-Banking Finance Company with RBI and the registration is under process.

9. Consolidated Financial Statement:

The Consolidated Financial Statement have been prepared in accordance with the principles and procedures as set out in the Accounting Standard on Consolidated Financial Statements (AS 21) and AS-23 as notified under the Companies' Accounting Standard Rules, 2006 (as amended). The Audited Consolidated Financial Statement together with Auditors' Report forms part of the Annual Report.

10. Deposits:

Your Company has not accepted any deposits which are required to be disclosed under Chapter V of the Companies Act, 2013.

11. Statutory Auditors:

M/s. Deepak Niraj Chartered Accountants, hold office until the conclusion of the Annual General Meeting to be held in the year 2025, and have confirmed their consent and eligibility to accept the office of the Auditors for their re-appointment as Statutory Auditors of the Company for the financial years 2025-26 to 2029-30, subject to the approval of the Members at the ensuing Annual General Meeting.

M/s. Deepak Niraj Chartered Accountants, hold office until the conclusion of the Annual General Meeting to be held in the year 2025, and have confirmed their consent and eligibility to accept the office of the Auditors for their re-appointment as Statutory Auditors of the Company for the financial years 2025-26 to 2029-30, subject to the approval of the Members at the ensuing Annual General Meeting. The Board recommends their re-appointment as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2030, subject to the approval of the Members.

12. Auditors' Report:

Your directors are pleased to inform you that, there are no qualifications in the audit report and the auditors of the company have issued an unqualified audit report on the financial statements of the company.

No frauds reported by auditors during FY 2024-25.



13. Share Capital:

Authorised Share Capital

During the year under review, the Authorized Share Capital of your Company is 10,00,00,000 Equity shares of Rupee 1 (one) each amounting to Rs.10,00,00,000 (Rupees Ten Crores).

Paid Up Share Capital & Buy Back of Shares

During the year under review, the Company undertook a Buy-back of its equity shares, which was duly approved by the Board of Directors and the shareholders in accordance with the provisions of the Companies Act, 2013 read with Rule and other applicable regulations.

Pursuant to the completion of the Buy-back, 22,76,176 equity shares of ₹1 each were bought back and extinguished. Consequently, the paid-up equity share capital of the Company was reduced from ₹3,66,91,850 (3,66,91,850 equity shares of ₹1 each) to ₹3,44,15,674 (3,44,15,674 equity shares of ₹1 each) as on March 31, 2025 and the necessary filings, have been made with the Registrar of Companies and

other statutory authorities in compliance with applicable provisions.

14. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

Your Company's operations are not power or technology intensive. However, there is a continuous effort to conserve and optimize use of energy. Your Company has not entered into any transactions involving Foreign Exchange.

15. Corporate Social Responsibility (CSR):

The CSR is applicable to every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year and since the Company has not come under the limit specified above read with section 135 of the Companies Act, 2013 and rules made thereunder, compliance with the provisions of Section 135 of the Act does not arise.

16. Directors:

There were changes among the Composition of Board of Directors.

The list of Directors as on 31st March 2025 is here as under: -

Full Name	DIN	Designation	Date of Appointment
Mr. Motilal Jain Gowtham Chand	00248239	Shareholder Director	02/05/2019
Mr. Ramesh Chandra Mishra	00206671	Independent Director	18/10/2021
Mr. Nuggehalli Ramamishra Srinivas	09089367	Independent Director	18/10/2021
Mr. Raghavan Venkata Raman	09110989	Independent Director	18/10/2021
Mr. Ratanraj N Bhansali	07916952	Shareholder Director (Additional)	02/11/2024
Mr. Vinod Gowthamchand Jain	00248275	Executive Director / Whole-Time Director	23/12/2022

In accordance with the provisions of Section 149 of the Companies Act, 2013, the Independent Directors have given a declaration that they meet the criteria of Independence as provided in the said section.

Mr. K. M. Sivaraman, Shareholder Director has resigned from Directorship on November 02, 2024. The Board of Directors would like to place on record and express their Appreciation of excellent services, guidance and valuable contribution rendered by Mr. K. M. Sivaraman.

The Board noted that Mr. Ratanraj N Bhansali was co-opted as Additional Directors on the Board in the meeting held on November 02, 2024 and proposed resolution for regularization and appointment of Mr. Ratanraj N Bhansali, (DIN: 07916952) in the ensuing AGM.

Accordingly, Mr. Motilal Gowtham Chand Jain (DIN:00248239) who retires by rotation and being eligible offers himself for reappointment in the ensuing AGM. The Board recommends the re-appointment of the above Director.

17. Number of meetings of the Board of Directors:

The Company held 4 (Four) meetings of the Board of Directors during the year under review, as follows

Number of Board Meeting	Date of Board Meeting
47th Board Meeting	22.05.2024
48th Board Meeting	05.08.2024
49th Board Meeting	02.11.2024
50th Board Meeting	04.02.2025



The attendance details of the Board of Directors are as follows:

Sl. No	Name of Director	Designation	Induction / *Cessation	No. of Board Meetings held during the year	No. of Board Meetings attended	Attendance in last AGM
1	Mr. Motilal Jain Gowtham Chand	Shareholder Director	-	4	4	Yes
2	Mr. Sivaraman Kearlacherry Mundayankottil	Shareholder Director	*02.11.2024	2	2	Yes
3	Mr. Ramesh Chandra Mishra	Independent Director	-	4	4	Yes
4	Mr. Nuggehalli Ramamishra Srinivas	Independent Director	-	4	4	Yes
5	Mr. Raghavan Venkata Raman	Independent Director	-	4	4	Yes
6	Mr. Ratanraj N Bhansali	Shareholder Director	02.11.2024	2	2	No
7	Mr. Vinod Gowthamchand Jain	Executive Director / Whole Time Director	-	4	4	Yes

18. Particulars of loans, guarantees or investments under section 186:

The Company has not given any loan or guarantee to any person or other body corporate. However, there are investments made as mentioned in the financials read with notes to accounts.

19. Particulars of contracts or arrangements with related parties:

Particulars of contracts or arrangements with related parties referred to in Section 188 of the Companies Act, 2013 in the prescribed Form AOC-2 is appended as Annexure - B which forms part of this Report.

Related party transactions

None of the transactions with any of the related parties was in conflict with the interests of the Company. Details of transactions between the Company and its subsidiaries, fellow subsidiaries, joint ventures, associates during 2024-25 are given in note no.21 (j) to the annual accounts. All related party transactions are negotiated on an arm's length basis and are in the interests of the Company.

20. Remuneration to Key Management Persons and Directors:

Mr. Vinod G Jain,
Executive Director : Rs. 26,60,933
Remuneration (sitting fee) to other Directors : Rs. 2,00,000

Sl. No.	Name	Sitting Fee Amount (Rs.)
1	Mr. Motilal Jain Gowtham Chand	40,000
2	Mr. Sivaraman Kearlacherry Mundayankottil	20,000
3	Mr. Ramesh Chandra Mishra	40,000
4	Mr. Nuggehalli Ramamishra Srinivas	40,000
5	Mr. Raghavan Venkata Raman	40,000
6	Mr. Ratanraj N Bhansali	20,000
Total		2,00,000

21. Particulars of Employees:

There are no employees of the Company who draw remuneration as set out in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

22. Risk management policy:

The Company has adequate internal and audit controls to minimize the risk in its business operations.

23. Disclosures under Sexual Harassment of the Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Company follows the provisions of POSH. The Company has complied with the provisions relating to the constitutions of internal complaints under the



Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, during the year under review.

24. Transfer amounts to Investor Education & Protection Fund:

Pursuant to the provisions of Section 124 of the Companies Act, 2013 as may be applicable, relevant amounts which remained unpaid or unclaimed for a period of seven years have been transferred by the Company, from time to time on due dates, to Investor Education & Protection Fund.

Pursuance to the provisions of Section 124 of the Companies Act, 2013, the Company have transferred the unclaimed Interim Dividend for the Financial Year 2016-17 - Rs. 4,59,920/-; Share Premium Dividend for the Financial Year 2017-18 – Rs. 2,21,443/-; General Reserve Dividend for the Financial Year 2017-18 – Rs. 1,46,585/-; and Final Dividend for the Financial Year 2016-17 - Rs. 94,016/- transferred to Investor Education and Protection Fund (IEPF) Account. The details of unpaid and unclaimed dividend amounts lying with the Company has been uploaded in the Company's website.

25. Directors' Responsibility Statement:

Pursuant to Section 134 (3)(c) of the Companies Act, 2013, the Board of Directors confirm:

- i) That in the preparation of the Annual Accounts of your Company, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at March 31, 2025 and of the profits of your Company for the year ended March 31, 2025.

- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of your Company and for preventing and detecting frauds and other irregularities;
- iv) that the Directors had prepared the annual accounts on a "going concern" basis.
- v) That proper systems have been devised to ensure compliance with the Provisions of all applicable laws and that such systems were adequate and operating effectively.

The board has complied with Applicable secretarial standards.

26. The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year. :- Not Applicable

27. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof. :- Not applicable

28. Acknowledgements:

Your Directors would like to express their appreciation and gratitude to all the Shareholders, Banks, Legal counsels, Auditors and Professional consultants, Regulatory Authorities, Vendors, Executives and Staff of the Company during the year under review.

For and on behalf of the Board of Directors
BGSE PROPERTIES AND SECURITIES LIMITED

Sd/-

Vinod G Jain

Executive Director

DIN: 00248275

Sd/-

M Gowtham Chand

Chairman

DIN: 00248239

Place : Bengaluru

Date : 28.08.2025

Enclosure :

1. Annexure A :- AOC - 1

2. Annexure B :- AOC - 2



FORM AOC-1

Annexure A

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in INR in Lakhs.)

Sl.No.	Particulars	Details
1.	Name of the subsidiary	BGSE Finance Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	1000.00
5.	Reserves & surplus	48.54
6.	Total Assets	1050.51
7.	Total Liabilities	1050.51
8.	Investments	NIL
9.	Turnover	32.19
10.	Profit before taxation	12.95
11.	Provision for taxation (including deferred tax)	7.22
12.	Profit after taxation	5.73
13.	Proposed Dividend	NIL
14.	% of shareholding	100%

There are no Associates or Joint ventures to report pursuant to Section 129 (3) of the Companies Act, 2013.

For and on behalf of the Board of Directors
BGSE PROPERTIES AND SECURITIES LIMITED

Sd/-

Vinod G Jain
Executive Director
DIN: 00248275

Place : Bengaluru
Date : 28.08.2025



FORM NO. AOC -2

Annexure B

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Nil
b.	Nature of contracts/arrangements/transaction	Nil
c.	Duration of the contracts/arrangements/transaction	Nil
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e.	Justification for entering into such contracts or arrangements or transactions	Nil
f.	Date of approval by the Board	Nil
g.	Amount paid as advances, if any	Nil
h.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

Table 2. A

SL. No.	Particulars	Transaction 1	Transaction 2
a.	Name (s) of the related party & nature of relationship	Vinod G Jain Executive Director	M Gowtham Chand Share holder Director
b.	Nature of contracts/arrangements/transaction	Managerial remuneration paid	Sitting fees
c.	Duration of the contracts/arrangements/transaction	Through Out the year	1 year
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	26,60,933	40,000
e.	Date of approval by the Board	23.12.2022	As per AOA
f.	Amount paid as advances, if any	Not Applicable	Not Applicable



Table 2. B

SL. No.	Particulars	Transaction 3	Transaction 4
a.	Name (s) of the related party & nature of relationship	BgSE Financials Limited Entities significantly influenced by KMP	BgSE Financials Limited Entities significantly influenced by KMP
b.	Nature of contracts/arrangements/transaction	RTA, Deputation and service charges paid to BgSE Financials Limited	Rental income & Maintenance charges received from BgSE Financials Limited
c.	Duration of the contracts/arrangements/transaction	Through Out the year	Through Out the year
d.	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 2,28,501/-	Rs. 35,70,648/-
e.	Date of approval by the Board	09.07.2020	09.07.2020
f.	Amount paid as advances, if any	Not applicable	Not applicable

For and on behalf of the Board of Directors
BGSE PROPERTIES AND SECURITIES LIMITED

Sd/-

Vinod G Jain
Executive Director
DIN: 00248275

Place : Bengaluru
Date : 28.08.2025



INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF
BGSE PROPERTIES AND SECURITIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the standalone financial statements of BgSE Properties and Securities Limited ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information Other than the Standalone 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 standalone 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 standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone 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 standalone 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

- As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of 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.
- As required by Section 197(16) of the Act, we report that:
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.
- As required by Section 143 (3) of the Act, we report that:
 - 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.
 - 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
 - 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.
 - 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.
 - On the basis of the written representations received from the directors as on 31st March, 2025



taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21(c) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There 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. The company has not declared or paid any dividend during the year.
- 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, 2025 which have the 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 Deepak Niraj & Associates
Chartered Accountants**

Sd/-

Deepak Chopra
Partner
Membership No. 227144

FRN: 014707S
UDIN : 25227144BMLMIO1215

Place: Bangalore
Date : 28th August 2025



“Annexure A” to the Independent Auditors' Report

Annexure referred to in Independent Auditor's report to the members of BgSE Properties and Securities Limited Error! Reference source not found.('the Company') on the standalone financial statements for the year ended 31 March 2025.

In terms of the information and explanations sought by us and given by 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 the following:

- (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 does not own any Intangible Assets and therefore Paragraph 3(1)(a)(B) of the order is not applicable
- (b) The major assets have been physically verified by the management on a sample basis during the year and in our opinion, the frequency of verification is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are 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) 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. In terms of Paragraphs 3 (iii)(b) with regards the investments made during the year we report that 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 loans, investments and guarantees 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) (a) Amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities on timely basis. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
No undisputed amounts payable in respect of Goods and Service Tax, provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues that have not been deposited with the concerned authorities on account of dispute.
- (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) The Company has not availed any loans / other borrowings from any lender & therefore Paragraph 3(ix) 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.
- (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 lows 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) 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.
(c) The company is a not 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 company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- (xx) 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 Deepak Niraj & Associates
Chartered Accountants**

Sd/-

Deepak Chopra
Partner
Membership No. 227144

FRN: 014707S
UDIN : 25227144BMLMIO1215

Place: Bangalore
Date : 28th August 2025



“ANNEXURE B” TO THE AUDITORS’ REPORT

Annexure referred to in Independent Auditor's report to the members of BgSE Properties and Securities Limited **Error! Reference source not found.** ('the Company') on the standalone financial statements for the year ended 31 March 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of BgSE Properties and Securities Limited (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone 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, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect



the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**for Deepak Niraj & Associates
Chartered Accountants**

Sd/-

Deepak Chopra
Partner
Membership No. 227144
FRN: 014707S
UDIN : 25227144BMLMIO1215

Place: Bangalore
Date : 28th August 2025



1. Corporate information

BgSE Properties and Securities Limited (formerly known as Bangalore Stock Exchange Limited) was incorporated under the Companies Act, 1956 in May 1957 as a Limited Company.

The Company commenced business as an Exchange on 28th May 1963. It soon became one of the premier Stock exchanges of India and largest in the Southern India.

The Company received permission to "Exit" as a Stock Exchange from SEBI vide Exit order no: WTM/RKA/MRD/165/2014 dated December 26, 2014. Consequently, the Company discontinued the stock exchange business. Presently the principal business of the company is leasing of immovable property.

2. Significant accounting policies

2.1 Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are prepared and presented in Indian Rupees (rounded to Rs in 1000s) unless otherwise stated.

The Company is a Small and Medium Sized Company ('SMC') as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956 read with Section 133 of the Companies Act, 2013 ('Act') and Rule 7 of the Companies (Accounts) Rules, 2014. Accordingly, the Company has complied with the Accounting Standards applicable to a SMC.

2.2 Use of estimates

The preparation of financial statements in conformity with the Generally Accepted Accounting Principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses for the year, assets and liabilities and disclosures relating to contingent liabilities as on the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Current and non – current classification

All assets and liabilities are classified into current and non – current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be realised within 12 months after the reporting date; or
- It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non – current financial assets.

All other assets are classified as non – current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- It is expected to be settled in the Company's normal operating cycle;
- It is held primarily for the purpose of being traded;
- It is expected to be settled within 12 months after the reporting date; or
- The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non – current financial liabilities.

All other liabilities are classified as non – current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realizations in cash or cash equivalents.



2.4 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. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

Lease rentals are recognized on accrual basis over the lease term. The Company presents revenues net of indirect taxes in its statement of profit and loss. Dividend income is recognized when the right to receive payment is established. Interest income is recognized using the time proportion method, based on the transactional interest rates.

2.5 Property, plant and equipment and depreciation

Property, plant and equipment:

Property, plant and equipment are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation and impairment. Borrowing costs directly attributable to acquisition or construction of those Property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.

Depreciation:

Depreciation on fixed assets is provided on written down value method over the useful lives of the assets. Depreciation for assets purchased / sold during a period is proportionately charged.

Useful life of the asset considered for the purpose of charging depreciation:

Asset classification	Useful life
Building	50 years
Electrical Fittings	10 years
Plant & Equipment	15 years
Furniture & Fixtures	10 years
Office Equipments	5 years
Computer & Peripherals	3 years
Two Wheelers	10 years

Property, plant and equipment individually costing Rs 5,000 or less are fully depreciated in the year of purchase/ installation.

Capital work-in-progress

Capital work-in-progress comprises the cost of fixed assets that are not ready for their intended use at the reporting date.

2.6 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.

2.7 Retirement 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 Life Insurance Corporation of India ('LIC'). 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.

2.8 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources 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 best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.



Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.9 Taxation

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company.

2.10 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

2.11 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.

2.12 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and items of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.13 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.



Balance Sheet

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2025	31 March 2024
Equity and liabilities			
Shareholders' funds			
Share capital	3	34,415.674	36,691.850
Reserves and surplus	4	2,65,921.920	2,39,432.473
		3,00,337.594	2,76,124.323
Non-current liabilities			
Deferred tax liability (net)	5	1,622.671	1,782.268
		1,622.671	1,782.268
Current liabilities			
Trade payables - total outstanding dues of:	6		
Micro enterprises & small enterprises		-	-
Creditors other than micro enterprises & small enterprises		45.133	-
Other current liabilities	7	13,361.766	15,341.598
Short-term provisions	8	1,089.176	1,089.176
		14,496.075	16,430.774
TOTAL		3,16,456.340	2,94,337.364
Assets			
Non-current assets			
Property, plant and equipment	9	74,610.797	75,073.812
Non-current investments	10	1,92,752.204	1,31,659.673
Long-term loans and advances	11	35,933.553	39,883.562
Other non-current assets	12	8,517.685	37,349.156
		3,11,814.239	2,83,966.203
Current assets			
Trade receivables	13	1,444.749	1,604.072
Cash and bank balances	14	2,176.139	5,504.307
Short-term loans and advances	15	99.390	97.591
Other current assets	16	921.823	3,165.192
		4,642.101	10,371.161
TOTAL		3,16,456.340	2,94,337.364

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our report of even date

**for Deepak Niraj & Associates
Chartered Accountants**

Sd/-

Deepak Chopra

Partner

Membership No. 227144

FRN: 014707S

UDIN : 25227144BMLMIO1215

Place: Bangalore

Date : 28-08-2025

**For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited**
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain

DIN : 248275

Whole time Director

Bangalore

Date 28th August 2025

Sd/-

N R Srinivas

DIN : 9089367

Director

Bangalore

Date 28th August 2025



Statement of Profit and Loss Account

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2025	31 March 2024
Income			
Revenue from operations	17	20,007.265	22,276.233
Other income	18	63,422.742	9,082.194
Total income (I)		83,430.007	31,358.427
Expenses			
Employee benefits expense	19	4,903.412	4,818.220
Depreciation and amortization expense	9	1,317.846	1,333.736
Other expenses	20	10,753.851	10,041.616
Total expenses (II)		16,975.109	16,193.572
Profit / (Loss) before tax III: (I-II)		66,454.898	15,164.855
Tax expenses			
Current tax expense for current year		11,102.483	4,353.201
Deferred tax		(159.596)	(158.459)
Current tax expense for prior years		3,764.658	149.566
Total tax expenses		14,707.545	4,344.308
Profit/ (Loss) after tax		51,747.353	10,820.548
Basic & diluted earnings per equity share (in Rs.)	21(b)	1.49	0.29
Summary of significant accounting policies	2		

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

As per our report of even date

for Deepak Niraj & Associates
Chartered Accountants

Sd/-

Deepak Chopra

Partner
Membership No. 227144

FRN: 014707S
UDIN : 25227144BMLMIO1215

Place: Bangalore
Date : 28-08-2025

For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain

DIN : 248275
Whole time Director

Bangalore
Date 28th August 2025

N R Srinivas

DIN : 9089367
Director

Bangalore
Date 28th August 2025



Notes on Accounts

(Amount in Rs. Thousands, unless otherwise stated)

3 Share capital

Authorised shares

Equity Shares of Rs 1 each

Issued, subscribed and fully paid-up shares

Equity Shares of Rs 1 each

	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
Equity Shares of Rs 1 each	10,00,00,000	1,00,000.000	10,00,00,000	1,00,000.000
Issued, subscribed and fully paid-up shares				
	Number	Amount	Number	Amount
Equity Shares of Rs 1 each	3,44,15,674	34,415.674	3,66,91,850	36,691.850
	3,44,15,674	34,415.674	3,66,91,850	36,691.850

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

Equity Shares of Rs 1 each

Particulars	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
At the beginning of the period	3,66,91,850	36,691.850	3,66,91,850	36,691.850
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	(22,76,176)	(2,276.176)	Nil	Nil
Outstanding at the end of the period	3,44,15,674	34,415.674	3,66,91,850	36,691.850

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

Equity shares of Rs.1 each fully paid.

Particulars	31 March 2025		31 March 2024	
	Number	% holding	Number	% holding
BgSE Financials Limited	68,01,646	19.76%	72,51,646	19.76%
Goodwill Management P Ltd	33,19,630	9.65%	33,19,630	9.05%
Omprakash Badridas Damani	18,36,250	5.34%	18,36,250	5.00%

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. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Details of share holding of promoters

Promoter name / Class of share	31 Mar 2025		31 Mar 2024		% of change during the year
	Number	% holding	Number	% holding	
Equity Shares:					
Vinod G Jain	2,19,274	0.64%	4,99,651	1.36%	-0.72%



...contd...

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 nor has bought back any shares during the period of 5 years preceding the date at which the Balance Sheet is prepared.

During FY 24-25, the Company has bought back 22,76,176 equity shares of Rs. 1/- each at a price of Rs. 10/- per equity share

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.

(Amount in Rs. Thousands, unless otherwise stated)

4 Reserves and surplus

(a) Capital reserve

Balance at the beginning of the year

Balance at the end of the year

(b) Capital redemption reserve

Balance at the beginning of the year

Add: Additions during the year (towards equity shs bought back)

- from security premium account

- from general reserves

Balance at the end of the year

(c) Securities premium account

Balance at the beginning of the year

Less : Trf to capital redemption reserve (towards shares bought back)

Balance at the end of the year

(d) General reserve

Balance at the beginning of the year

Less: Trf to capital redemption reserve (towards shares bought back)

Less: Premium on buyback of equity shares

Less: Tax on share buy back

Balance at the end of the year

(e) Surplus / (Deficit) in Statement of Profit and Loss

Balance at the beginning of the year

Add: Profit / (Loss) for the year

Less: Final dividend

Balance at the end of the year

Total

5 Deferred tax Liability

Tax effect of items constituting deferred tax liability

On difference between book balance and tax balance of Property, plant and equipment

Tax effect of items constituting deferred tax liability

Tax effect of items constituting deferred tax assets

Provision for compensated absences, gratuity and other employee benefits

Tax effect of items constituting deferred tax assets

Net deferred tax liability

6 Trade payables

Trade payables (other than dues to micro enterprises and small enterprises)

Trade payables (dues to micro enterprises and small enterprises)

	31 Mar 2025	31 Mar 2024
(a) Capital reserve		
Balance at the beginning of the year	13,500	13,500
Balance at the end of the year	13,500	13,500
(b) Capital redemption reserve		
Balance at the beginning of the year	-	-
Add: Additions during the year (towards equity shs bought back)		
- from security premium account	207.253	-
- from general reserves	2,068.923	-
Balance at the end of the year	2,276.176	-
(c) Securities premium account		
Balance at the beginning of the year	207.253	207.253
Less : Trf to capital redemption reserve (towards shares bought back)	(207.253)	-
Balance at the end of the year	-	207.253
(d) General reserve		
Balance at the beginning of the year	2,22,034.153	2,22,034.153
Less: Trf to capital redemption reserve (towards shares bought back)	(2,068.923)	-
Less: Premium on buyback of equity shares	(20,485.584)	-
Less: Tax on share buy back	(4,772.322)	-
Balance at the end of the year	1,94,707.324	2,22,034.153
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year	17,177.567	13,695.389
Add: Profit / (Loss) for the year	51,747.353	10,820.548
Less: Final dividend	-	(7,338.370)
Balance at the end of the year	68,924.920	17,177.567
Total	2,65,921.920	2,39,432.473
5 Deferred tax Liability		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of Property, plant and equipment	1,925.680	2,085.276
Tax effect of items constituting deferred tax liability	1,925.680	2,085.276
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	(303.009)	(303.009)
Tax effect of items constituting deferred tax assets	(303.009)	(303.009)
Net deferred tax liability	1,622.671	1,782.268
6 Trade payables		
Trade payables (other than dues to micro enterprises and small enterprises)	45.133	-
Trade payables (dues to micro enterprises and small enterprises)	-	-
	45.133	-

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.



...contd...

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

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

(Amount in Rs. Thousands, unless otherwise stated)

Outstanding for following periods from due date of payment	Particulars			
	MSME	Others	Disputed dues - MSME	Disputed dues - Others
Less than 1 yr	-	45.133	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	45.133	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	45.133	-	-

7 Other current liabilities

	31 Mar 2025	31 Mar 2024
Unpaid dividends	1,768.198	5,344.431
Rental deposits from tenants	4,770.910	3,143.910
Other payables		
Statutory liabilities	451.143	458.710
Liabilities for Capital Goods	25.000	-
Dues to employees	372.806	372.806
Payable to erstwhile members of Stock Exchange	5,568.685	5,568.685
Expenses payable	405.024	453.056
	13,361.766	15,341.598
	31 Mar 2025	31 Mar 2024

8 Short-term provisions

Provisions for:

- other liability

31 Mar 2025	31 Mar 2024
1,089.176	1,089.176
1,089.176	1,089.176



...contd...

BgSE PROPERTIES AND SECURITIES LIMITED
Notes on accounts for the year ended 31 March 2025
9. Property, plant and equipment

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

Description	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1 April 2024	Additions/ (Disposals)	Balance as at 31 Mar 2025	Balance as at 1 April 2024	Depreciation charge for the year	On disposals		Balance as at 1 April 2024	Balance as at 31 Mar 2025
Property, plant and equipment									
Land	62,415.250	-	62,415.250	-	-	-	-	62,415.250	62,415.250
Building	61,905.097	660.907	62,566.004	51,414.791	772.420	-	52,187.211	10,490.306	10,378.793
Plant & Equipment	3,146.041	-	3,146.041	1,621.430	276.010	-	1,897.440	1,524.610	1,248.601
Electrical Fittings	992.166	(349.835)	642.330	842.005	53.608	(349.835)	545.777	150.161	96.554
Furniture & Fixtures	814.604	(268.854)	545.750	608.656	62.384	(268.854)	402.186	205.948	143.564
Office Equipments	243.483	(19.471)	224.011	222.889	42.891	(213.396)	52.384	20.594	171.628
Computer & Peripherals	407.159	(142.598)	264.561	299.784	69.227	(142.598)	226.413	107.375	38.148
Two Wheelers	237.655	-	237.655	78.087	41.307	-	119.393	159.568	118.261
Total	1,30,161.454	(119.852)	1,30,041.602	55,087.642	1,317.846	(974.684)	55,430.805	75,073.812	74,610.797
Previous year	1,29,853.540	307.914	1,30,161.454	53,753.907	1,333.736	-	55,087.642	76,099.634	75,073.812



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

10	Non-current investments		31 Mar 2025	31 Mar 2024
	Non Trade Investments			
(a)	Quoted equity shares - at Cost *	A	38,701.898	52,609.367
(b)	Unquoted equity / preference shares - at Cost		50.306	50.306
	Inter-Connected Enterprises Limited		5,000.000	-
	(50,306 equity shares of face value Re 1 each; PY: 50,306 equity shares of face value Re 1 each)			
	RRP Electronics Limited		49,000.000	49,000.000
	(500 equity shares of face value Rs 10 each; PY: Nil)			
	Preference shares of BgSE Financials Ltd			
	(49,00,000 8% Redeemable non cumulative preference shares of face value Rs10/- each)			
		B	54,050.306	49,050.306
(c)	Investment in shares of wholly owned subsidiary - unquoted - at Cost			
	Equity shares of BgSE Finance Ltd		1,00,000.000	30,000.000
	(1,00,00,000 equity shares of Rs.10 each)			
	(PY:30,00,000 equity shares of Rs.10 each)			
		C	1,00,000.000	30,000.000
	Total Investments (A+B+C)		1,92,752.204	1,31,659.673
	Aggregate amount of quoted investments *		38,701.898	52,609.367
	Aggregate market value of listed and quoted investments *		1,66,017.516	2,26,953.586
	Aggregate amount of unquoted investments		1,54,050.306	79,050.306
	* Includes securities earmarked against contingent liabilities. Refer Note 21(c).			
11	Long-term loans and advances		31 Mar 2025	31 Mar 2024
	<i>Unsecured, considered good</i>			
(a)	MAT credit entitlement		32,890.444	36,609.950
(b)	Balances with government authorities			
	Income tax refund receivable		3,043.109	3,273.613
	Total		35,933.553	39,883.562
12	Other non-current assets		31 Mar 2025	31 Mar 2024
(a)	Security deposits			
	Unsecured, considered good		2,370.132	2,370.132
(b)	Others			
	Fixed Deposits of more than 12 months maturity *		6,147.553	34,979.024
	Total		8,517.685	37,349.156
	*Deposit to the extent of Rs 61,47,553/- (previous year Rs. 1,19,58,751/-) have been earmarked towards liabilities.			
13	Trade receivables		31 Mar 2025	31 Mar 2024
	Unsecured, considered good		1,444.749	1,604.072
	Unsecured, considered doubtful		-	-
	Less: Provision for doubtful trade receivables		1,444.749	1,604.072
			-	-
			1,444.749	1,604.072



...contd...

Ageing schedule of trade receivables as on 31 Mar 2025

(Amount in Rs. Thousands, unless otherwise stated)

Outstanding for following periods from due date of payment	Disputed trade receivables		Undisputed trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Less than 6 months	-	-	1,444.749	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,444.749	-

Ageing schedule of trade receivables as on 31 Mar 2024

Outstanding for following periods from due date of payment	Disputed trade receivables		Undisputed trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Less than 6 months	-	-	1,604.072	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,604.072	-

Note: Trade receivables include debts due from:

BGSE Financials Limited

[refer note21(j)]

201.437	215.824
201.437	215.824

14 Cash and bank balances

(a) Cash & cash equivalents

Balances with banks

(i) In current accounts

(b) Other Bank balances

(i) Current accounts earmarked for Unclaimed Dividend

Total

	31 Mar 2025	31 Mar 2024
	407.941	167.565
	407.941	167.565
	1,768.198	5,336.742
	1,768.198	5,336.742
	2,176.139	5,504.307



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

		31 Mar 2025	31 Mar 2024
15	Short-term loans and advances		
	<i>Unsecured, considered good</i>		
(a)	Prepaid expenses	73.166	89.189
(b)	Balances with government authorities	26.224	-
(i)	GST Input Credit	-	8.402
(c)	Advance paid to Vendors	99.390	97.591
	Total	99.390	97.591
16	Other current assets		
(a)	Accruals		
	Interest accrued on deposits	70.898	2,355.637
(b)	Others		
(i)	Gratuity Plan Assets [Refer Note 21(i)]	725.665	658.535
(ii)	Unbilled revenue	8.100	9.000
(iii)	Dividend receivable	99.442	124.302
(iv)	TDS recoverable from Shareholder	17.718	17.718
	Total	850.925	809.555
	Total	921.823	3,165.192
17	Revenue from operations		
	Lease rentals	17,192.258	19,160.946
	Other operating revenues (Maintenance charges)	2,815.007	3,115.287
	Total	20,007.265	22,276.233
18	Other income		
(a)	Interest income		
	Interest on bank deposits and advances	249.473	2,242.162
	Interest on income tax refund	40.874	207.536
	Interest on BESCOM deposit	150.075	-
(b)	Dividend income:		
	from long-term investments	7,240.298	6,508.493
(c)	Net gain on sale of:		
	long-term investments	55,742.022	115.421
(d)	Other non-operating income		
	Miscellaneous income	-	8.582
	Total	63,422.742	9,082.194
19	Employee benefits expense		
	Salaries and wages *	3,986.215	3,898.499
	Contribution to provident and other funds	525.405	532.539
	Gratuity expense [Refer Note : 21(i)]	37.328	18.690
	Staff welfare expenses	354.464	368.492
	Total	4,903.412	4,818.220
	<i>* includes remuneration to Directors</i>	2,660.933	2,660.933



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

20 Other expenses

	31 March 2025	31 March 2024
Advertisement	22.968	25.312
Bank Charges	324.519	116.794
Power and fuel	535.966	579.972
Water charges	201.350	84.850
Sundry business expenses	605.425	530.943
Repairs and maintenance		
- Buildings	3,693.182	3,910.643
- Others	372.790	417.795
Insurance	148.127	104.534
Rates and taxes	2,568.600	2,065.384
Communication expenses	75.117	51.261
Travelling and conveyance	342.790	371.653
Printing and stationery	56.669	57.812
Sitting fees to directors	200.000	200.000
Meeting and Seminar Expenses	11.457	95.264
Demat and RTA charges	309.285	91.900
Legal and professional	1,181.600	1,237.500
Payments to auditors [Refer Note 21(d)]	100.000	100.000
Bad trade and other receivables written off	4.000	-
Round off	0.006	-
Total	10,753.851	10,041.616

(INTENTIONALLY LEFT BLANK)



21. Additional information to the financial statements

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

Particulars	31 Mar 2025	31 Mar 2024	Variance	Explanation to changes in ratios by more than 25%
"Current ratio = Current assets / Current liabilities"	0.32	0.63	-49.27%	Decrease in current assets
Debt : Equity Ratio = Total Borrowings / Shareholder's fund				Not applicable as there are no borrowings in the company.
"Debt service coverage ratio = Earnings available for debt service /Debt Service"				
Return on equity = Net Profits after taxes / Average Shareholder's Equity	0.18	0.04	355.26%	Substantial increase in net profit after tax, despite only a marginal increase in average shareholder's equity.
Inventory turnover = Sales / Average Inventory				Not applicable as there are no inventories
Trade receivables turnover = Revenue / Average trade receivable	13.12	13.88	-5.42%	
"Trade payables turnover = Purchases and other expenses / Average Trade payable"	476.54	529.22	-9.95%	
Net capital turnover = Revenue / Working Capital	(2.03)	(3.68)	-44.77%	Decrease in working capital
Net profit ratio = Net Profits after taxes / Sales	2.59	0.49	432.47%	Significant increase in net profit after tax along with a marginal decrease in sales.
"Return on capital employed = Earning before interest and taxes / Capital Employed"	0.22	0.05	303.31%	Substantial increase in earnings before interest and taxes despite a moderate increase in capital employed.
Return on investment (quoted) ⁽¹⁾ = $\frac{\{MV(T1) - MV(T0) - \text{Sum}[C(t)]\}}{\{MV(T0) + \text{Sum}[W(t) * C(t)]\}}$	0.06	1.03	-94.63%	Reduced returns from investments has resulted in lower return ratio
Return on investment (un-quoted) = income generated from investments / Average invested funds in investments	0.03	0.05	-32.17%	Increased investments in equity of subsidiary company has reduced the return ratio

⁽¹⁾ ROI:

MV(T1) = Market value at end of period
MV(T0) = Market value at beg of period
C(t) = Cash inflow, cash outflow (net)
W(t) = Weight of the net cash flow



(Amount in Rs. Thousands, unless otherwise stated)

31 March 2025 31 March 2024

21. Additional information to the financial statements

(b) Earnings per share (EPS)

The computation of earnings per share is set out below:

Particulars	For the year ended 31 Mar 2025	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	51,747.353	51,747.353
Weighted average number of equity shares outstanding during the year [B]	3,47,02,535	3,47,02,535
Earnings/ (loss) per share (in Rs.) = [A]/[B]	1.49	1.49
Nominal value of equity shares [in Rs.]	1.00	1.00

Particulars	For the year ended 31 Mar 2024	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	10,820.548	10,820.548
Weighted average number of equity shares outstanding during the year [B]	3,66,91,850	3,66,91,850
Earnings/ (loss) per share (in Rs.) = [A]/[B]	0.29	0.29
Nominal value of equity shares [in Rs.]	1.00	1.00

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

(i) Contingent liabilities

(a) Claims against company not acknowledged as debts:

'(i)' The Company is involved in certain legal proceedings and claims in relation to civil matters. These legal proceedings are currently pending adjudication before various courts and tribunals. Based on a review of the relevant facts and judicial precedents and as advised by its legal counsels, management is confident of succeeding in these litigations and consequently no provision has been made in the financial statements. In the event of Company losing these cases, liability that will have to be discharged by the company on a best estimate basis would be Rs. 13,85,14,027 (PY: Rs.15,43,05,670/-). The liability if any will have to be discharged by way of payment in shares only. To cover such contingent liabilities the management of the company has hedged in listed equity shares.

(ii) Commitments	Nil	Nil
(d) Payments to the auditors comprises:		
As auditors - statutory audit	100.000	100.000
For taxation matters	-	-

100.000 100.000

(e) Value of imports on a CIF basis	Nil	Nil
(f) Expenditure in foreign currency	Nil	Nil
(g) Earnings in foreign exchange	Nil	Nil

(h) The Company has only one reportable segment (viz. renting and maintenance of immovable property) under Accounting Standard 17 - 'Segment Reporting' as specified in Companies Accounting Standard Rules, 2006. No further disclosures are required to comply with the said standard.



...contd...

(i) Gratuity

The Company has a gratuity plan, which is a defined benefit scheme. Every employee who has completed 5 years or more of service is eligible for gratuity on separation, which is worked out at One month's Basic Pay plus DA upto 30th September, 2006 and at 10% of annual Basic Pay plus DA (last drawn salary) from 1st October 2006 onwards for each completed year of service. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Company, although the LIC administers the plan and determines the contribution premium required to be paid by the Company.

(Amount in Rs. Thousands, unless otherwise stated)

	31 Mar 2025	31 Mar 2024
(a) Present value of defined benefit obligation		
Balance at the beginning of the year	475.691	386.379
Current service cost	71.909	66.931
Interest cost	34.345	28.322
Actuarial loss/(gain)	18.425	(5.941)
Benefits paid	-	-
Balance at the end of the year	600.370	475.691
(b) Fair value of plan asset		
Balance at the beginning of the year	1,134.225	920.594
Expected return on plan assets	85.662	72.721
Contributions by employer	104.458	143.009
Actuarial loss/(gain)	1.689	(2.099)
Benefits paid	-	-
Balance at the end of the year	1,326.034	1,134.225
(c) Assets and liabilities recognised in the balance sheet		
Present value of defined benefit obligation	600.370	475.691
Less: Fair value of plan asset	(1,326.034)	(1,134.225)
Net Liability/(Asset)	(725.664)	(658.534)
(d) Expenses recognised in statement of profit & loss		
Current service cost	71.909	66.931
Interest cost	34.345	28.322
Expected return on plan assets	(85.662)	(72.721)
Actuarial loss (net)	16.736	(3.842)
Expenses recognised in the statement of profit & loss	37.328	18.690
(e) Principal assumptions		
Discount rate per annum	6.75%	7.22%
Expected salary increase per annum	6.00%	6.00%
Attrition rate	3.00%	3.00%
Expected return on assets	7.22%	7.33%
Retirement age (in years)	60	60

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



...contd...

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

	31 Mar 2025	31 Mar 2024	31 Mar 2023	31 Mar 2022
Defined benefit obligation	600.370	475.691	386.379	280.310
Plan assets	1,326.034	1,134.225	920.594	860.345
(Deficit)	(725.664)	658.534	534.215	580.035
Experience loss/(gain) adjustments in:				
plan liabilities	(6.426)	(10.042)	27.854	(7.074)
plan assets	(1.689)	2.099	5.922	3.226

(j) Proposed Dividend

Amount of dividend proposed to be distributed to equity share holders. **31 Mar 2025** **31 Mar 2024**

(j) Related party transactions

(a) Names of related parties and description of relationship

(i) Key managerial persons	Vinod Gowthamchand Jain Motilal Jain Gowtham Chand
(ii) Wholly owned Subsidiaries	BgSE Finance Limited
(iii) Entities influenced by KMP with which transactions have taken place during the year	BgSE Financials Limited

(b) Transactions with related parties during the year

Transaction	31 Mar 2025	31 Mar 2024
Managerial remuneration paid to Vinod G Jain	2,660.933	2,660.933
Investment in Equity shares in BgSE Finance Limited	70,000.000	-
Sitting fee paid to Motilal Jain Gowtham Chand	40.000	40.000
RTA, Deputation and service charges paid to BgSE Financials Limited	228.501	129.005
Rental income & Maintenance charges received from BgSE Financials Limited	3,570.648	3,570.648

"Note: 1) 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.

2) Transactions with related parties shown above are excluding Goods and Service Tax."

(c) Balance as on balance sheet date

Credit Balances		
Trade Payable		
BgSE Financials Limited	2.000	-
Lease deposit received from		
BgSE Financials Limited	1,500.000	1,500.000
Total	1,502.000	1,500.000
Debit Balances		
Trade Receivable		
BgSE Financials Limited	201.437	215.824
Advance paid to vendors		
BgSE Financials Limited	-	0.902



...contd...

(l) 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) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under income Tax Act,1961 (such as, search and survey or and other relevant provisions of the Income Tax Act.1931).
- v) The Company do not have any transactions with companies struck off
- 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 has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
- x) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- xi) 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.
- xii) 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.

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

**for Deepak Niraj & Associates
Chartered Accountants**

Sd/-

Deepak Chopra

Partner

Membership No. 227144

FRN: 014707S

UDIN : 25227144BMLMIO1215

Place: Bangalore

Date : 28-08-2025

**For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited**
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain

DIN : 248275

Whole time Director

Bangalore

Date 28th August 2025

N R Srinivas

DIN : 9089367

Director

Bangalore

Date 28th August 2025



Cash Flow Statement

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2025	31 March 2024
Cash flows from operating activities		
Net Profit / (Loss) before extraordinary items and tax	66,454.898	15,164.855
<u>Adjustments to reconcile profit before tax to cash generated by operating activities</u>		
Depreciation and amortisation	1,317.846	1,333.736
Interest income	(399.548)	(2,242.162)
Dividend income	(7,240.298)	(6,508.493)
Net (gain) / loss on sale of investments	(55,742.022)	(115.421)
Operating cash flows before working capital changes	4,390.877	7,632.515
Changes in working capital:		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	159.323	2.290
Short-term loans and advances	(1.799)	38.750
Other current assets	(41.370)	(266.339)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	45.133	(37.949)
Other current liabilities	(1,979.832)	(513.763)
	(1,818.545)	(777.011)
Cash generated / (used) from operations	2,572.331	6,855.504
Net income tax (paid) / refunds	(1,046.065)	(1,189.657)
Net cash provided / (used) by operating activities	a	1,526.267
Cash flows from investing activities		
Purchase of property, plant and equipment	(854.832)	(307.914)
- Bank balances not considered as Cash and cash equivalents	3,568.544	17.070
- Fixed deposits (net of interest accruals)	31,116.210	2,231.914
Investment in long term securities		
- share capital of subsidiary	(70,000.000)	-
- Others	(5,000.000)	(9,439.453)
Proceeds from sale of long-term investments	69,649.491	-
Interest received	399.548	2,242.162
Dividend received	7,240.298	6,508.493
Net income tax (paid) / refunds related to investment activities	(9,871.068)	(1,509.374)
Net cash (used in) investing activities	b	26,248.191
Cash flows from financing activities		
Buy back of equity shares (incls. Premium & buyback tax)	(27,534.082)	-
Dividends paid	-	(7,338.370)
Net cash provided by/ (used in) by financing activities	c	(27,534.082)
Net increase in cash and cash equivalents	a+b+c	240.376
Cash and cash equivalents at the beginning of the year (note: 14)	167.565	2,097.191
Cash and cash equivalents at the end of the year (note: 14)	407.941	167.565

As per our report of even date

for Deepak Niraj & Associates
Chartered Accountants

Sd/-

Deepak Chopra

Partner

Membership No. 227144

FRN: 014707S

UDIN : 25227144BMLMIO1215

Place: Bangalore

Date : 28-08-2025

For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain

DIN : 248275

Whole time Director

Bangalore

Date 28th August 2025

Sd/-

N R Srinivas

DIN : 9089367

Director

Bangalore

Date 28th August 2025



INDEPENDENT AUDITOR'S REPORT

To,
The Members of BgSE Properties and Securities Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of BgSE PROPERTIES AND SECURITIES LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated statement of Profit and Loss and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group, its associates and jointly controlled entities as at March 31, 2025, of consolidated profit and its consolidated cash flows for the year then ended.

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 Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by ICAI and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the

Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:



- ◆ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ◆ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 ability of the Group and its associates and jointly controlled entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.
- ◆ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ◆ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates and jointly controlled entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities

included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.



- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group companies is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- (g) 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.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group - Refer Note 21(b) to the consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection.
 - iv. (a) The respective Managements of the Holding Company and its subsidiary company, have represented to us that, to the best of their 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 Holding Company or any of such subsidiary 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, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (b) The respective Managements of the Holding Company and its subsidiary company have represented to us that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or any of such subsidiary from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary 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.
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Holding Company and its subsidiary, 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. The company has not declared or paid any dividend during the year
- vi. Based on our examination, which included test checks, the Company and its Subsidiary has used accounting software systems for maintaining its books of account for the financial year ended March 31, 2025 which have the 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.
- 2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the



Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Holding Company and its subsidiary included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

for Deepak Niraj & Associates
Chartered Accountants
FRN: 014707S

Sd/-

Deepak Chopra
Membership No. 227144
Partner

UDIN : 25227144BMLMIP1503

Place: Bangalore
Date : 28th August 2025



ANNEXURE TO THE AUDITOR'S REPORT

Annexure to the Auditors' Report

Annexure referred to in Independent Auditor's report to the members of **BgSE PROPERTIES AND SECURITIES LIMITED** ('the Company') on the Consolidated Financial Statements for the year ended 31 March 2025.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of BgSE PROPERTIES AND SECURITIES LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiaries together referred to as "the Group") as of March 31, 2025 in conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiary company are responsible for establishing and maintaining internal financial controls based on, "internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary 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, both 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 Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its Subsidiary.

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 Consolidated 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 Consolidated 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 Consolidated 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 Holding Company and the Subsidiary have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies 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 Deepak Niraj & Associates
Chartered Accountants
FRN: 014707S

Sd/-

Deepak Chopra
Membership No. 227144
Partner

UDIN : 25227144BMLMIP1503

Place: Bangalore
Date : 28th August 2025



1. Corporate information

BgSE Properties and Securities Limited ('the Holding Company' and formerly known as Bangalore Stock Exchange Limited) was incorporated under the Companies Act, 1956 in May 1957 as a Limited Company.

The Holding Company commenced business as an Exchange on 28th May 1963. It soon became one of the premier Stock exchanges of India and largest in the Southern India.

The Holding Company received permission to "Exit" as a Stock Exchange from SEBI vide Exit order no: WTM/RKA/MRD/165/2014 dated December 26, 2014. Consequently, the Holding Company discontinued the stock exchange business. Presently the principal business of the Holding Company is leasing of immovable property.

BGSE Finance Limited ('the Subsidiary Company) was incorporated on 25th November, 2019 with the object to carry on the business of lending and advancing money. The company is in the process of registering with RBI as a Non-Banking Finance Company.

2. Significant accounting policies

2.1 Basis of preparation of consolidated financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are prepared and presented in Indian Rupees unless otherwise stated.

2.2 Principles of consolidation

(i) These consolidated financial statements have been prepared by consolidation of the financial statements of the Company and its subsidiaries on a line-by-line basis after fully eliminating the inter-company transactions.

The excess / deficit of cost to the holding company of its investment in the subsidiaries over its portion of equity at the respective dates on which investment in such entities were made is recognised in the consolidated financial statements as goodwill / capital reserve. The holding company's portion of equity in such entities is determined on the basis of the book values of asset and liabilities as per the financial statements of such entities as on the date of investment and if not available, the financial statements for the immediately preceding period adjusted for the effect of significant transactions, up to the date of investment.

Minority interest in the net assets of consolidated subsidiaries consists of:

- the amount of equity attributable to the minorities at the dates on which investment is made; and
- the minorities share of movements in equity since the date of holding-subsidiary relationship came into existence.

Minority interest in share of net result for the year is identified and adjusted against the profit after tax. Excess of loss, if any, attributable to the minority over and above the minority interest in the equity of the subsidiaries is absorbed by the Company.

The Consolidated financial statements are presented to the extent possible, in the same format as adopted by the holding company for its separate financial statements.

2.3 Use of estimates

The preparation of consolidated financial statements in conformity with the Generally Accepted Accounting Principles ('GAAP') in India requires management to make estimates and assumptions that affect the reported amounts of income and expenses for the year, assets and liabilities and disclosures relating to contingent liabilities as on the date of the consolidated financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.



2.4 Current and non – current classification

All assets and liabilities are classified into current and non – current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realised within 12 months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non – current financial assets.

All other assets are classified as non – current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- a. It is expected to be settled in the Company's normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be settled within 12 months after the reporting date; or
- d. The Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non – current financial liabilities.

All other liabilities are classified as non – current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realizations in cash or cash equivalents.

2.5 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. When there is uncertainty as to measurement or ultimate collectability revenue recognition is postponed until such uncertainty is resolved.

Lease rentals are recognized on accrual basis over the lease term. The Company presents revenues net of indirect taxes in its statement of profit and loss. Dividend income is recognized when the right to receive payment is established. Interest income is recognized using the time proportion method, based on the transactional interest rates. Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

2.6 Property, plant and equipment and depreciation

Property, plant and equipment:

Property, plant and equipment are carried at cost of acquisition (including directly attributable costs such as freight, installation, etc.) or construction less accumulated depreciation and impairment. Borrowing costs directly attributable to acquisition or construction of those Property, plant and equipment, which necessarily take a substantial period of time to get ready for their intended use, are capitalised.



Depreciation:

Depreciation on fixed assets is provided on written down value method over the useful lives of the assets. Depreciation for assets purchased / sold during a period is proportionately charged.

Useful life of the asset considered for the purpose of charging depreciation:

Asset classification	Useful life
Building	50 years
Electrical Fittings	10 years
Plant & Equipment	15 years
Furniture & Fixtures	10 years
Office Equipments	5 years
Computer & Peripherals	3 years
Two Wheelers	10 years

Property, plant and equipment individually costing Rs 5,000 or less are fully depreciated in the year of purchase/installation.

Capital work-in-progress

Capital work-in-progress comprises the cost of fixed assets that are not ready for their intended use at the reporting date.

2.7 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.

2.8 Retirement 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 Life Insurance Corporation of India ('LIC'). 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.

2.9 Provisions and contingent liabilities

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources 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 best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a reliable estimate of such obligation.

2.10 Taxation

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised directly in equity is recognized in equity and not in the statement of profit and loss.



Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The current income tax charge is determined in accordance with the relevant tax regulations applicable to the Company.

2.11 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

2.12 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.

2.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and items of expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations. The Company all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

2.14 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.



Consolidated Balance Sheet

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2025	31 March 2024
Equity and liabilities			
Shareholders' funds			
Share capital	3	34,415.674	36,691.850
Reserves and surplus	4	2,70,776.736	2,43,713.690
		3,05,192.410	2,80,405.540
Non-current liabilities			
Deferred tax liability (net)	5	1,622.671	1,782.268
		1,622.671	1,782.268
Current liabilities			
Trade payables - total outstanding dues of:	6		
Micro enterprises & small enterprises		-	-
Creditors other than micro enterprises & small enterprises		45.133	-
Other current liabilities	7	13,379.466	15,353.398
Short-term provisions	8	1,268.533	1,089.176
		14,693.132	16,442.574
TOTAL		3,21,508.214	2,98,630.382
Assets			
Non-current assets			
Property, plant and equipment	9	74,610.797	75,073.812
Non-current investments	10	92,752.204	1,01,659.673
Long-term loans and advances	11	35,933.553	39,887.341
Other non-current assets	12	1,11,890.745	37,349.156
		3,15,187.299	2,53,969.982
Current assets			
Trade receivables	13	1,444.749	1,604.072
Cash and bank balances	14	2,250.073	37,245.818
Short-term loans and advances	15	99.390	97.591
Other current assets	16	2,526.702	5,712.920
		6,320.914	44,660.400
TOTAL		3,21,508.214	2,98,630.382

Summary of significant accounting policies

The accompanying notes are an integral part of the financial statements

As per our report of even date

for Deepak Niraj & Associates
Chartered Accountants
FRN: 014707S

Sd/-

Deepak Chopra
Membership No. 227144
Partner
UDIN : 25227144BMLMIP1503
Place: Bangalore
Date : 28th August 2025

For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain
DIN : 248275
Whole time Director
Bangalore
Date 28th August 2025

N R Srinivas
DIN : 9089367
Director
Bangalore
Date 28th August 2025



Statement of Consolidated Profit and Loss Account

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2025	31 March 2024
Income			
Revenue from operations	17	20,007.265	22,276.233
Other income	18	66,642.203	11,409.387
Total income (I)		86,649.468	33,685.620
Expenses			
Employee benefits expense	19	4,903.412	4,818.220
Depreciation and amortization expense	9	1,317.846	1,333.736
Other expenses	20	12,677.417	10,366.807
Total expenses (II)		18,898.675	16,518.763
Profit / (Loss) before tax III: (I-II)		67,750.792	17,166.857
Tax expenses			
Current tax expense for current year		11,824.779	4,840.300
Deferred tax		(159.596)	(138.816)
Current tax expense for prior years		3,764.658	149.566
Total tax expenses		15,429.841	4,851.050
Profit/ (Loss) after tax		52,320.952	12,315.807
Basic & diluted earnings per equity share (in Rs.)	21(a)	1.51	0.34
Summary of significant accounting policies	2		

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

As per our report of even date

for Deepak Niraj & Associates
Chartered Accountants
FRN: 014707S

Sd/-

Deepak Chopra
Membership No. 227144
Partner

UDIN : 25227144BMLMIP1503
Place: Bangalore
Date : 28th August 2025

For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain
DIN : 248275
Whole time Director

Bangalore
Date 28th August 2025

N R Srinivas
DIN : 9089367
Director

Bangalore
Date 28th August 2025



Notes on Consolidated Accounts

(Amount in Rs. Thousands, unless otherwise stated)

3 Share capital

31 March 2025

31 March 2024

Issued, subscribed and fully paid-up shares

	Number	Amount	Number	Amount
Equity Shares of Rs 1 each	3,44,15,674	34,415.674	3,66,91,850	36,691.850
	3,44,15,674	34,415.674	3,66,91,850	36,691.850

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

Equity Shares of Rs 1 each

Particulars	31 March 2025		31 March 2024	
	Number	Amount	Number	Amount
At the beginning of the period	3,66,91,850	36,691.850	3,66,91,850	36,691.850
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	(22,76,176)	(2,276.176)	Nil	Nil
Outstanding at the end of the period	3,44,15,674	34,415.674	3,66,91,850	36,691.850

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

Equity shares of Rs.1 each fully paid.

Particulars	31 March 2025		31 March 2024	
	Number	% holding	Number	% holding
BgSE Financials Limited	68,01,646	19.76%	72,51,646	19.76%
Goodwill Management P Ltd	33,19,630	9.65%	33,19,630	9.05%
Omprakash Badridas Damani	18,36,250	5.34%	18,36,250	5.00%

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. However, no such preferential amounts exists currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. Details of share holding of promoters

Promoter name / Class of share	31 Mar 2025		31 Mar 2024		% of change during the year
	Number	% holding	Number	% holding	
Equity Shares:					
Vinod G Jain	2,19,274	0.64%	4,99,651	1.36%	-0.72%



...contd...

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 nor has bought back any shares during the period of 5 years preceding the date at which the Balance Sheet is prepared.

During FY 24-25, the Company has bought back 22,76,176 equity shares of Rs. 1/- each at a price of Rs. 10/- per equity share

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.

(Amount in Rs. Thousands, unless otherwise stated)

4 Reserves and surplus

(a) Capital reserve

Balance at the beginning of the year

Balance at the end of the year

(b) Capital redemption reserve

Balance at the beginning of the year

Add: Additions during the year (towards equity shs bought back)

- from security premium account

- from general reserves

Balance at the end of the year

(c) Securities premium account

Balance at the beginning of the year

Less : Trf to capital redemption reserve (towards shares bought back)

Balance at the end of the year

(d) General reserve

Balance at the beginning of the year

Less: Trf to capital redemption reserve (towards shares bought back)

Less: Premium on buyback of equity shares

Less: Tax on share buy back

Balance at the end of the year

(e) Surplus / (Deficit) in Statement of Profit and Loss

Balance at the beginning of the year

Add: Profit / (Loss) for the year

Less: Final dividend

Balance at the end of the year

Total

5 Deferred tax Liability

Tax effect of items constituting deferred tax liability

On difference between book balance and tax balance of Property, plant and equipment

Tax effect of items constituting deferred tax liability

Tax effect of items constituting deferred tax assets

Provision for compensated absences, gratuity and other employee benefits

Tax effect of items constituting deferred tax assets

Net deferred tax liability

6 Trade payables

Trade payables (other than dues to micro enterprises and small enterprises)

Trade payables (dues to micro enterprises and small enterprises)

	31 Mar 2025	31 Mar 2024
(a) Capital reserve		
Balance at the beginning of the year	13.500	13.500
Balance at the end of the year	13.500	13.500
(b) Capital redemption reserve		
Balance at the beginning of the year	-	-
Add: Additions during the year (towards equity shs bought back)		
- from security premium account	207.253	-
- from general reserves	2,068.923	-
Balance at the end of the year	2,276.176	-
(c) Securities premium account		
Balance at the beginning of the year	207.253	207.253
Less : Trf to capital redemption reserve (towards shares bought back)	(207.253)	-
Balance at the end of the year	-	207.253
(d) General reserve		
Balance at the beginning of the year	2,22,034.153	2,22,034.153
Less: Trf to capital redemption reserve (towards shares bought back)	(2,068.923)	-
Less: Premium on buyback of equity shares	(20,485.584)	-
Less: Tax on share buy back	(4,772.322)	-
Balance at the end of the year	1,94,707.324	2,22,034.153
(e) Surplus / (Deficit) in Statement of Profit and Loss		
Balance at the beginning of the year	21,458.785	16,481.348
Add: Profit / (Loss) for the year	52,320.952	12,315.807
Less: Final dividend	-	(7,338.370)
Balance at the end of the year	73,779.737	21,458.785
Total	2,70,776.736	2,43,713.690
5 Deferred tax Liability		
<u>Tax effect of items constituting deferred tax liability</u>		
On difference between book balance and tax balance of Property, plant and equipment	1,925.680	2,085.276
Tax effect of items constituting deferred tax liability	1,925.680	2,085.276
<u>Tax effect of items constituting deferred tax assets</u>		
Provision for compensated absences, gratuity and other employee benefits	(303.009)	(303.009)
Tax effect of items constituting deferred tax assets	(303.009)	(303.009)
Net deferred tax liability	1,622.671	1,782.268
6 Trade payables		
Trade payables (other than dues to micro enterprises and small enterprises)	45.133	-
Trade payables (dues to micro enterprises and small enterprises)	-	-
Total	45.133	-

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.



...contd...

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

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

(Amount in Rs. Thousands, unless otherwise stated)

Outstanding for following periods from due date of payment	Particulars			
	MSME	Others	Disputed dues - MSME	Disputed dues - Others
Less than 1 yr	-	45.133	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	45.133	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	45.133	-	-

7 Other current liabilities

	31 Mar 2025	31 Mar 2024
Unpaid dividends	1,768.198	5,344.431
Rental deposits from tenants	4,770.910	3,143.910
Other payables		
Statutory liabilities	451.143	458.710
Liabilities for Capital Goods	25.000	-
Dues to employees	372.806	372.806
Payable to erstwhile members of Stock Exchange	5,568.685	5,568.685
Expenses payable	422.724	464.856
	13,379.466	15,353.398
	31 Mar 2025	31 Mar 2024

8 Short-term provisions

Provisions for:

- income tax
- other liability

	31 Mar 2025	31 Mar 2024
	179.357	-
	1,089.176	1,089.176
	1,268.533	1,089.176



BgSE Properties and Securities Limited
Notes on consolidated accounts for the year ended 31 March 2025
9. Property, plant and equipment

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

Description	Gross Block			Accumulated Depreciation			Net Block
	Balance as at 1 April 2024	Additions/ (Disposals)	Balance as at 31 Mar 2025	Balance as at 1 April 2024	Depreciation charge for the year	On disposals	Balance as at 31 Mar 2025
Property, plant and equipment							
Land	62,415.250	-	62,415.250	-	-	-	62,415.250
Building	61,905.097	660.907	62,566.004	51,414.791	772.420	-	52,187.211
Plant & Equipment	3,146.041	-	3,146.041	1,621.430	276.010	-	1,897.440
Electrical Fittings	992.166	(349.835)	642.330	842.005	53.608	(349.835)	545.777
Furniture & Fixtures	814.604	(268.854)	545.750	608.656	62.384	(268.854)	402.186
Office Equipments	243.483	(19.471)	224.011	222.889	42.891	(213.396)	52.384
Computer & Peripherals	407.159	(142.598)	264.561	299.784	69.227	(142.598)	226.413
Two Wheelers	237.655	-	237.655	78.087	41.307	-	119.393
Total	1,30,161.454	(119.852)	1,30,041.602	55,087.642	1,317.846	(974.684)	55,430.805
Previous year	1,29,853.540	307.914	1,30,161.454	53,753.907	1,333.736	-	55,087.642
							76,099.634
							75,073.812
							74,610.797
							118,261
							38,148
							171,628
							143,564
							205.948
							150,161
							96,554



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

10	Non-current investments			31 Mar 2025	31 Mar 2024
		31 Mar 2025	31 Mar 2024		
	Non Trade Investments				
(a)	Quoted equity shares - at Cost *	A		38,701.898	52,609.367
(b)	Unquoted equity / preference shares - at Cost			50.306	50.306
	Inter-Connected Enterprises Limited			5,000.000	-
	(50,306 equity shares of face value Re 1 each; PY: 50,306 equity shares of face value Re 1 each)			49,000.000	49,000.000
	RRP Electronics Limited				
	(500 equity shares of face value Rs 10 each; PY: Nil)				
	Preference shares of BgSE Financials Ltd				
	(49,00,000 8% Redeemable non cumulative preference shares of face value Rs10/- each)				
		B		54,050.306	49,050.306
	Total Investments (A+B)			92,752.204	1,01,659.673
	Aggregate amount of quoted investments *			38,701.898	52,609.367
	Aggregate market value of listed and quoted investments *			1,66,017.516	2,26,953.586
	Aggregate amount of unquoted investments			54,050.306	49,050.306
	<i>* Includes securities earmarked against contingent liabilities. Refer Note 21(b).</i>				
11	Long-term loans and advances			31 Mar 2025	31 Mar 2024
	Unsecured, considered good				
(a)	MAT credit entitlement			32,890.444	36,609.950
(b)	Balances with government authorities			3,043.109	3,277.392
	Income tax refund receivable				
	Total			35,933.553	39,887.341
12	Other non-current assets			31 Mar 2025	31 Mar 2024
(a)	Security deposits				
	Unsecured, considered good			2,370.132	2,370.132
(b)	Others				
	Fixed Deposits of more than 12 months maturity *			1,09,520.613	34,979.024
	Total			1,11,890.745	37,349.156
	<i>*Deposit to the extent of Rs 61,47,553/- (previous year Rs. 1,19,58,751/-) have been earmarked towards liabilities.</i>				
13	Trade receivables			31 Mar 2025	31 Mar 2024
	Unsecured, considered good			1,444.749	1,604.072
	Unsecured, considered doubtful			-	-
				1,444.749	1,604.072
	Less: Provision for doubtful trade receivables			-	-
				1,444.749	1,604.072



...contd...

Ageing schedule of trade receivables as on 31 Mar 2025

(Amount in Rs. Thousands, unless otherwise stated)

Outstanding for following periods from due date of payment	Disputed trade receivables		Undisputed trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Less than 6 months	-	-	1,444.749	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,444.749	-

Ageing schedule of trade receivables as on 31 Mar 2024

Outstanding for following periods from due date of payment	Disputed trade receivables		Undisputed trade receivables	
	Considered good	Considered doubtful	Considered good	Considered doubtful
Less than 6 months	-	-	1,604.072	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,604.072	-

Note: Trade receivables include debts due from:

BGSE Financials Limited

[refer note21(d)]

201.437	215.824
201.437	215.824

14 Cash and bank balances

(a) Cash & cash equivalents

Cash on hand

Balances with banks

(i) In current accounts

	31 Mar 2025	31 Mar 2024
	0.696	0.696
	481.179	189.479
	481.875	190.174
(b) Other Bank balances		
(i) Current accounts earmarked for Unclaimed Dividend	1,768.198	5,336.742
(ii) In deposit accounts	-	31,718.901
	1,768.198	37,055.643
Total	2,250.073	37,245.818

(i) In current accounts

(ii) In deposit accounts



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

		31 Mar 2025	31 Mar 2024
15	Short-term loans and advances		
	<i>Unsecured, considered good</i>		
(a)	Prepaid expenses	73.166	89.189
(b)	Balances with government authorities	26.224	-
(i)	GST Input Credit	-	8.402
(c)	Advance paid to Vendors	99.390	97.591
	Total	99.390	97.591
16	Other current assets		
(a)	Accruals		
	Interest accrued on deposits	1,675.777	4,903.365
(b)	Others		
(i)	Gratuity Plan Assets [Refer Note 21(c)]	725.665	658.535
(ii)	Unbilled revenue	8.100	9.000
(iii)	Dividend receivable	99.442	124.302
(iv)	TDS recoverable from Shareholder	17.718	17.718
		850.925	809.555
	Total	2,526.702	5,712.920
17	Revenue from operations		
	Lease rentals	17,192.258	19,160.946
	Other operating revenues (Maintenance charges)	2,815.007	3,115.287
		20,007.265	22,276.233
18	Other income		
(a)	Interest income		
	Interest on bank deposits and advances	3,468.933	4,569.355
	Interest on income tax refund	40.874	207.536
	Interest on BESCOM deposit	150.075	-
(b)	Dividend income:		
	from long-term investments	7,240.298	6,508.493
(c)	Net gain on sale of:		
	long-term investments	55,742.022	115.421
(d)	Other non-operating income		
	Miscellaneous income	0.001	8.582
	Total	66,642.203	11,409.387
19	Employee benefits expense		
	Salaries and wages *	3,986.215	3,898.499
	Contribution to provident and other funds	525.405	532.539
	Gratuity expense [Refer Note : 21(c)]	37.328	18.690
	Staff welfare expenses	354.464	368.492
		4,903.412	4,818.220
	<i>* includes remuneration to Directors</i>	2,660.933	2,660.933



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

20 Other expenses

	31 Mar 2025	31 Mar 2024
Advertisement	22,968	25,312
Bank Charges	327,667	118,302
Power and fuel	535,966	579,972
Water charges	201,350	84,850
Sundry business expenses	605,425	530,943
Repairs and maintenance		
- Buildings	3,693,182	3,910,643
- Others	372,790	417,795
Insurance	148,127	104,534
Rates and taxes	4,142,609	2,078,135
Communication expenses	75,117	51,261
Travelling and conveyance	483,099	470,785
Printing and stationery	56,669	57,812
Sitting fees to directors	200,000	200,000
Meeting and Seminar Expenses	11,457	95,264
Demat and RTA charges	309,285	91,900
Legal and professional	1,370,000	1,437,500
Payments to auditors	117,700	111,800
Bad trade and other receivables written off	4,000	-
Round off	0,006	-
Total	12,677,417	10,366,807

(Amount in Rs. Thousands, unless otherwise stated)

31 March 2025 31 March 2024

21. Additional information to the financial statements

(a) Earnings per share (EPS)

The computation of earnings per share is set out below:

Particulars	For the year ended 31 Mar 2025	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	52,320.952	52,320.952
Weighted average number of equity shares outstanding during the year [B]	3,47,02,535	3,47,02,535
Earnings/ (loss) per share (in Rs.) = [A]/[B]	1.51	1.51
Nominal value of equity shares [in Rs.]	1.00	1.00

Particulars	For the year ended 31 Mar 2024	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	12,315.807	12,315.807
Weighted average number of equity shares outstanding during the year [B]	3,66,91,850	3,66,91,850
Earnings/ (loss) per share (in Rs.) = [A]/[B]	0.34	0.34
Nominal value of equity shares [in Rs.]	1.00	1.00



...contd...

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

(Amount in Rs. Thousands, unless otherwise stated)

31 Mar 2025 31 Mar 2024

(i) Contingent liabilities		Nil	Nil
(a) Claims against company not acknowledged as debts:			
'(i) The Company is involved in certain legal proceedings and claims in relation to civil matters. These legal proceedings are currently pending adjudication before various courts and tribunals. Based on a review of the relevant facts and judicial precedents and as advised by its legal counsels, management is confident of succeeding in these litigations and consequently no provision has been made in the financial statements. In the event of Company losing these cases, liability that will have to be discharged by the company on a best estimate basis would be Rs. 13,85,14,027 (PY: Rs.15,43,05,670/-). The liability if any will have to be discharged by way of payment in shares only. To cover such contingent liabilities the management of the company has hedged in listed equity shares.			
(ii) Commitments		Nil	Nil
(c) 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, which is worked out at One month's Basic Pay plus DA upto 30th September, 2006 and at 10% of annual Basic Pay plus DA (last drawn salary) from 1st October 2006 onwards for each completed year of service. The Company provides the gratuity benefit through annual contribution to a fund managed by the Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Company, although the LIC administers the plan and determines the contribution premium required to be paid by the Company.			

(Amount in Rs. Thousands, unless otherwise stated)

	31 Mar 2025	31 Mar 2024
(a) Present value of defined benefit obligation		
Balance at the beginning of the year	475.691	386.379
Current service cost	71.909	66.931
Interest cost	34.345	28.322
Actuarial loss/(gain)	18.425	(5.941)
Benefits paid	-	-
Balance at the end of the year	600.370	475.691
(b) Fair value of plan asset		
Balance at the beginning of the year	1,134.225	920.594
Expected return on plan assets	85.662	72.721
Contributions by employer	104.458	143.009
Actuarial loss/(gain)	1.689	(2.099)
Benefits paid	-	-
Balance at the end of the year	1,326.034	1,134.225
(c) Assets and liabilities recognised in the balance sheet		
Present value of defined benefit obligation	600.370	475.691
Less: Fair value of plan asset	(1,326.034)	(1,134.225)
Net Liability/(Asset)	(725.664)	(658.534)
(d) Expenses recognised in statement of profit & loss		
Current service cost	71.909	66.931
Interest cost	34.345	28.322
Expected return on plan assets	(85.662)	(72.721)
Actuarial loss (net)	16.736	(3.842)
Expenses recognised in the statement of profit & loss	37.328	18.690



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

(e) Principal assumptions

	31 Mar 2025	31 Mar 2024
Discount rate per annum	6.75%	7.22%
Expected salary increase per annum	6.00%	6.00%
Attrition rate	3.00%	3.00%
Expected return on assets	7.22%	7.33%
Retirement age (in years)	60	60

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

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

	31 Mar 2025	31 Mar 2024	31 Mar 2023	31 Mar 2022
Defined benefit obligation	600.370	475.691	386.379	280.310
Plan assets	1,326.034	1,134.225	920.594	860.345
(Deficit)	(725.664)	658.534	534.215	580.035
Experience loss/(gain) adjustments in:				
plan liabilities	(6.426)	(10.042)	27.854	(7.074)
plan assets	(1.689)	2.099	5.922	3.226

(d) Proposed Dividend

	31 Mar 2025	31 Mar 2024
Amount of dividend proposed to be distributed to equity share holders.	Nil	Nil

(d) Related party transactions

(a) Names of related parties and description of relationship

(i) Key managerial persons

Vinod Gowthamchand Jain
Motilal Jain Gowtham Chand

(ii) Entities significantly influenced by KMP

with which transactions have taken place during the year

BgSE Financials Limited

(b) Transactions with related parties during the year

<u>Transaction</u>	31 Mar 2025	31 Mar 2024
Managerial remuneration paid to Vinod G Jain	2,660.933	2,660.933
Sitting fee paid to Motilal Jain Gowtham Chand	40.000	40.000
RTA, Deputation and service charges paid to BgSE Financials Limited	228.501	129.005
Rental income & Maintenance charges received from BgSE Financials Limited	3,570.648	3,570.648

"Note:

- 1) 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.
- 2) Transactions with related parties shown above are excluding Goods and Service Tax."



...contd...

(c) Balance as on balance sheet date

Credit Balances

Trade Payable

BgSE Financials Limited

Lease deposit received from

BgSE Financials Limited

Debit Balances

Trade Receivable

BgSE Financials Limited

Advance paid to vendors

BgSE Financials Limited

2.000	-
1,500.000	1,500.000
201.437	215.824
	0.902

(f) 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) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under income Tax Act,1961 (such as, search and survey or ant other relevant provisions of the Income Tax Act.1931).
- v) The Company do not have any transactions with companies struck off
- 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 has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
- x) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- xi) 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.
- xii) 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.

(g) Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

31 Mar 2024

Name of the Entity	Net Assets		Share in Profit	
	% of Consolidated Net Assets	Amount in INR	% of Consolidated Profit and Loss	Amount in INR
BGSE PROPERTIES AND SECURITIES LIMITED	87.77%	2,46,124.323	87.86%	10,820.548
BGSE FINANCE LIMITED	12.23%	34,281.218	12.14%	1,495.259
	100.00%	2,80,405.540	100.00%	12,315.807



...contd...

31 Mar 2025

Name of the Entity	Net Assets		Share in Profit	
	% of Consolidated Net Assets	Amount in INR	% of Consolidated Profit and Loss	Amount in INR
BGSE PROPERTIES AND SECURITIES LIMITED	65.64%	2,00,337.594	98.90%	51,747.353
BGSE FINANCE LIMITED	34.36%	1,04,854.816	1.10%	573.598
	100.00%	3,05,192.410	100.00%	52,320.952

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

for Deepak Niraj & Associates
Chartered Accountants
FRN: 014707S

Sd/-

Deepak Chopra
Membership No. 227144
Partner
UDIN : 25227144BMLMIP1503
Place: Bangalore
Date : 28th August 2025

For and on behalf of the Board of Directors of
BgSE Properties and Securities Limited
CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain
DIN : 248275
Whole time Director
Bangalore
Date 28th August 2025

Sd/-

N R Srinivas
DIN : 9089367
Director
Bangalore
Date 28th August 2025



Consolidated Cash Flow Statement
(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2025	31 March 2024
Cash flows from operating activities		
Net Profit / (Loss) before extraordinary items and tax	67750.792	17166.857
<u>Adjustments to reconcile profit before tax to cash generated by operating activities</u>		
Depreciation and amortisation	1317.846	1333.736
Interest income	(3,619.008)	(4,569.355)
Dividend income	(7,240.298)	(6,508.493)
Net (gain) / loss on sale of investments	(55,742.022)	(115.421)
Operating cash flows before working capital changes	2467.311	7307.324
Changes in working capital:		
Adjustments for (increase) / decrease in operating assets:		
Trade receivables	159.323	2.29
Short-term loans and advances	(1.799)	38.75
Other current assets	(41.370)	(266.339)
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	45.133	(37.949)
Other current liabilities	(1,973.932)	(513.763)
Short-term provisions	-	(189.382)
	(1,812.645)	(966.394)
Cash generated / (used) from operations	654.666	6340.930
Net income tax (paid) / refunds	(1,565.801)	(1,187.765)
Net cash provided / (used) by operating activities	a	(911.135)
Cash flows from investing activities		
Purchase of property, plant and equipment	(854.832)	(307.914)
- Bank balances not considered as Cash and cash equivalents	35287.445	783.119
- Fixed deposits (net of interest accruals)	(71,314.001)	160.992
Investment in long term securities		
- Others	(5,000.000)	(9,439.453)
Proceeds from sale of long-term investments	69649.491	-
Interest received	3619.008	4569.355
Dividend received	7240.298	6508.493
Net income tax (paid) / refunds related to investment activities	(9,890.492)	(2,002.145)
Net cash (used in) investing activities	b	28736.918
Cash flows from financing activities		
Buy back of equity shares (incls. Premium & buyback tax)	(27,534.082)	-
Dividends paid	-	(7,338.370)
Net cash provided by/ (used in) by financing activities	c	(27,534.082)
Net increase in cash and cash equivalents	a+b+c	291.701
Cash and cash equivalents at the beginning of the year (note: 14)	190.174	2102.931
Cash and cash equivalents at the end of the year (note: 14)	481.875	190.174

As per our report of even date

for Deepak Niraj & Associates

Chartered Accountants

FRN: 014707S

Sd/-

Deepak Chopra

Membership No. 227144

Partner

UDIN : 25227144BMLMIP1503

Place: Bangalore

Date : 28th August 2025

For and on behalf of the Board of Directors of

BgSE Properties and Securities Limited

CIN: U70102KA1937PLC001292

Sd/-

Vinod G Jain

DIN : 248275

Whole time Director

Bangalore

Date 28th August 2025

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N R Srinivas

DIN : 9089367

Director

Bangalore

Date 28th August 2025



NOTES

