



# BgSE Properties and Securities Limited

(formerly known as Bangalore Stock Exchange Ltd)

CIN : U70102KA1937PLC001292

## 60<sup>th</sup> Annual Report 2022-2023



**Stock Exchange Towers,  
# 51, 1st Cross, J.C. Road, Bengaluru - 560027**



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## BOARD OF DIRECTORS

### Independent Directors

Mr. Ramesh Chandra Mishra  
Mr. N R Srinivas  
Mr. Raghavan Venkata Raman

### Shareholder Directors

Mr. M Gowtham Chand  
Mr. K M Sivaraman

## EXECUTIVE 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@bfsi.co.in

## BANKERS

Canara Bank  
IDFC First Bank

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## DIRECTORS' REPORT

To,  
The Members,  
Your Directors have pleasure in presenting their Sixtieth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2023.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY :

(INR in Lakhs)

FINANCIAL HIGHLIGHTS	Standalone		Consolidated	
	31-03-2023	31-03-2022	31-03-2023	31-03-2022
<b>Particulars</b>				
<b>INCOME:</b>				
Rentals	166.40	167.00	166.40	167.00
Interest	18.98	27.29	36.68	41.12
Dividend	52.99	43.44	52.99	43.44
Other Operating Income	26.54	25.27	26.54	25.27
Other Non-operating Income	52.03	10.33	52.03	10.33
<b>Total</b>	<b>316.94</b>	<b>273.33</b>	<b>334.64</b>	<b>287.16</b>
<b>EXPENSES:</b>				
Employee Benefit Expenses	47.44	55.16	47.44	55.16
Other Administrative Expenses	109.83	102.92	111.72	106.21
<b>Total</b>	<b>157.27</b>	<b>158.08</b>	<b>159.16</b>	<b>161.37</b>
<b>Profit before Depreciation</b>	<b>159.67</b>	<b>115.25</b>	<b>175.48</b>	<b>125.79</b>
Depreciation for the year	15.14	16.84	15.14	16.84
<b>Profit before taxes and prior period items</b>	<b>144.53</b>	<b>98.41</b>	<b>160.34</b>	<b>108.95</b>
Add/ (Less)				
Income Tax - Current Year	(40.52)	(18.20)	(44.36)	(20.70)
Deferred Tax Liabilities	1.93	0.60	1.73	0.40
MAT Credit Entitlement	0	0	0	0
Current tax expense for prior years	(0.2)	0	(0.2)	0
<b>Profit After Tax &amp; before Apportionment of Dividend</b>	<b>105.74</b>	<b>80.81</b>	<b>117.51</b>	<b>88.65</b>



## Brief Description of the Company

### Standalone

The Company has made a Net Profit of Rs. 105.74 Lakhs in the year 2022-23 as against the Net Profit of Rs. 80.81 Lakhs in the year 2021-22. With no other regular business, the Company continues to depend on the rental Income. With rental and interest rate declining, the revenue and profits continue to be under pressure.

### Consolidated

The Company has made a Net Profit of Rs. 117.51 Lakhs in the year 2022-23 as against the Net Profit of Rs. 88.65 Lakhs in the year 2021-22. It is to be noted that the Consolidated Financial performance includes Profit, arising out of our Subsidiary Company. With rental and interest rate declining, the revenue and profits continue to be under pressure.

### 2. Dividend:

The Board has recommended a final dividend of Rs. 0.20 per fully paid equity share of Rs. 1/- each for the financial year 2022-23.

### 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, 2023 is available at company website [www.bgse.co.in](http://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, 2023 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 eligibility and willingness to accept the office of the Auditors.

### 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.

### 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

During the year under review the paid-up Equity of the Company is Rs.3,66,91,850 equity shares of Rupee 1 (one) each aggregating to Rs. 3,66,91,850 (Rupees Three Crores Sixty Six Lakh and Ninety One Thousand Eight Hundred and Fifty only).

There is no increase in the share capital of the Company during the year in terms of equity shares or in any other form.

### 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.

Mr. Radhakrishna Babu, Mr. Sanjay Vasantlal Sakariya, and Mr. Shiva Badavide Mohan who retired by rotation in 59th AGM held on 22.08.2022 and not offered themselves for re-appointment. The Board of Directors would like to place on record and express their Appreciation of Excellent Services, Guidance and Valuable contribution rendered by Mr. Radhakrishna Babu, Mr. Sanjay Vasantlal Sakariya and Mr. Shiva Badavide Mohan.

The list of Directors as on 31st March 2023 is here as under:

Full Name	DIN	Designation	Date of Appointment
Mr. Motilal Jain Gowtham Chand	00248239	Director	02/05/2019
Mr. Sivaraman Kearlacherry Mundayankottil	02961895	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. Vinod Gowthamchand Jain	00248275	Executive Director	02/05/2019

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.

### 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
39 <sup>th</sup> Board Meeting	15.07.2022
40 <sup>th</sup> Board Meeting	07.11.2022
41 <sup>st</sup> Board Meeting	01.02.2023
42 <sup>nd</sup> Board Meeting	20.03.2023



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. M Gowtham Chand	Shareholder Director	-	4	4	Yes
2	Mr. Sanjay V Sakariya	Shareholder Director	Cessation w.e.f. 22.08.2022	1	1	Yes
3	Mr. Shiva Mohan B	Shareholder Director	Cessation w.e.f. 22.08.2022	1	1	Yes
4	Mr. R. Babu	Shareholder Director	Cessation w.e.f. 22.08.2022	1	0	Yes
5	Mr. K.M. Sivaraman	Shareholder Director	-	4	4	Yes
6	Mr. Ramesh Chandra Mishra	Independent Director	-	4	4	Yes
7	Mr. N.R. Srinivas	Independent Director	-	4	3	Yes
8	Mr. Raghavan Venkata Raman	Independent Director	-	4	4	Yes
9	Mr. Vinod G Jain	Executive 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 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 2022-23 are given in note no.21 (k) 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. 25,76,101  
Remuneration (sitting fee)  
to other Directors : Rs. 2,10,000

Sl. No.	Name	Sitting Fee Amount (Rs.)
1	Mr. M Gowtham Chand	40,000
2	Mr. Sanjay Sakariya	10,000
3	Mr. Shiva Mohan B	10,000
4	Mr. K.M. Sivaraman	40,000
5	Mr. Ramesh Chandra Mishra	40,000
6	Mr. N.R. Srinivas	30,000
7	Mr. Raghavan Venkata Raman	40,000
	<b>Total</b>	<b>2,10,000</b>



**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 Second Interim Dividend for the Financial Year 2014-15 - Rs. 38,588/-, Final Interim Dividend for the Financial Year 2014-15 - Rs. 46,880/- and; First Interim Dividend for the Financial Year 2015-16 - Rs. 44,501/- 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:

**Place** : Bengaluru

**Date** : 22-08-2023

Enclosure

1. Annexure A :- AOC - 1

2. Annexure B :- AOC - 2

- 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, 2023 and of the profits of your Company for the year ended March 31, 2023.
- 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. **Acknowledgments:**

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



**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 Rs.)

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	3,00,00,000
5.	Reserves & surplus	27,85,958
6.	Total assets	3,29,87,140
7.	Total Liabilities	3,29,87,140
8.	Investments	NIL
9.	Turnover	17,69,457
10.	Profit before taxation	15,80,239
11.	Provision for taxation (including deferred tax)	4,03,245
12.	Profit after taxation	11,76,994
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** : 22-08-2023

**Note:** This Form is to be certified in the same manner in which the Balance Sheet is to be certified.



FORM NO. AOC -2

(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 Shareholder 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	25,76,101	40,000
e.	Date of approval by the Board	07.11.2022	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. 1,22,401/-	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** : 22-08-2023



## 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 2023, 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, 2023, 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**

1. 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.
2. 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.
3. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.



- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls 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(b) 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. With respect to dividends, we report that
- In respect of final dividend proposed in the previous year, declared and paid by the Company during the year declaration and payment of dividend is in accordance with section 123 of the Companies Act 2013.
  - The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNET2728

Place: Bangalore

Date : 22nd August 2023



## “Annexure A” to the Independent Auditors' Report

Annexure referred to in Independent Auditor's report to the members of BgSE Properties and Securities Limited ('the Company') on the standalone financial statements for the year ended 31 March 2023.

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)
  - a) During the year under review, the company has provided loans to other entities to the tune of Rs. 60 lacs which has also been repaid in the same year.
  - (b) The terms and conditions of the grant of loans are not prejudicial to the company's interest.
  - (c) In respect of loans we report that the schedule of repayment of principal and payment of interest has been stipulated and the repayments/receipts are regular.
  - (d) There are no amounts overdue and therefore Paragraph 3(iii) (d) of the order is not applicable to the company.
  - (e) We report that no loan, or advance in the nature of loan granted, which had fallen due during the year, had been renewed or extended or fresh loans were granted to settle the over dues of existing loans given to the same parties.
  - (f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment to Promoters, related parties as defined in S. 2(76) of the Companies Act, 2013 and therefore Paragraph 3 (iii) (f) of the order is not applicable to the company.
- (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 2023 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 without a valid Certificate of Registration (CoR) from the Reserve Bank of Indian Act, 1934.  
(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:23227144BGTNET2728

Place: Bangalore

Date : 22nd August 2023



## “ANNEXURE B” 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 standalone financial statements for the year ended 31 March 2023.

### **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, 2023 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, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNET2728

Place: Bangalore

Date : 22nd August 2023



## 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 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 (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 assets 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)

Equity and Liabilities	Notes	31 March 2023	31 March 2022
<b>Shareholders' funds</b>			
Share capital	3	36,691.850	36,691.850
Reserves and surplus	4	2,35,950.295	2,32,713.972
		<b>2,72,642.145</b>	<b>2,69,405.822</b>
<b>Non-current liabilities</b>			
Deferred tax liability (net)	5	1,940.727	2,134.119
		<b>1,940.727</b>	<b>2,134.119</b>
<b>Current liabilities</b>			
Trade payables	6		
Outstanding dues of micro enterprises & small enterprises		-	-
Creditors other than micro enterprises & small enterprises		37.949	69.927
Other current liabilities	7	15,855.362	14,850.543
Short-term provisions	8	1,089.176	1,089.176
		<b>16,982.486</b>	<b>16,009.646</b>
<b>TOTAL</b>		<b>2,91,565.358</b>	<b>2,87,549.586</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant & equipment	9	76,099.634	77,613.634
Non-current investments	10	1,22,104.800	1,14,103.301
Long-term loans and advances	11	41,687.298	44,766.264
Other non-current assets	12	40,772.568	41,633.203
		<b>2,80,664.299</b>	<b>2,78,116.402</b>
<b>Current assets</b>			
Trade receivables	13	1,606.361	515.477
Cash and bank balances	14	7,451.003	6,851.055
Short-term loans and advances	15	136.341	170.740
Other current assets	16	1,707.354	1,895.912
		<b>10,901.059</b>	<b>9,433.185</b>
<b>TOTAL</b>		<b>2,91,565.358</b>	<b>2,87,549.586</b>

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements

This is the Balance Sheet referred to in our report of even date

**for Deepak Niraj & Associates  
Chartered Accountants**

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

Sd/-

**Deepak Chopra**

**Partner**

**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNET2728

Place: Bangalore

Date : 22nd August 2023

Sd/-

**Vinod G Jain**

DIN : 00248275

Whole time Director

Bangalore

Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**

DIN : 09110989

Director

Bangalore

Date 22nd August 2023



**Statement of Profit And Loss Account**

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2023	31 March 2022
<b>Income</b>			
Revenue from operations (Gross)	17	19,293.881	19,227.317
Other income	18	12,400.874	8,106.518
<b>Total income (I)</b>		<b>31,694.755</b>	<b>27,333.835</b>
<b>Expenses</b>			
Employee benefits expense	19	4,744.104	5,516.850
Depreciation and amortization expense	9	1,514.000	1,684.327
Other expenses	20	10,983.270	10,291.275
<b>Total expenses (II)</b>		<b>17,241.375</b>	<b>17,492.451</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax: III = (I-II)</b>		14,453.380	9,841.383
<b>Exceptional and extraordinary items (IV)</b>		-	-
<b>Profit / (Loss) before tax V: (III-IV)</b>		14,453.380	9,841.383
<b>Tax expenses</b>			
Current tax expense for current year		4,052.053	1,820.244
Deferred tax		(193.392)	(59.933)
Current tax expense for prior years		20.026	-
<b>Total tax expenses</b>		<b>3,878.687</b>	<b>1,760.311</b>
<b>Profit/ (Loss) after tax</b>		<b>10,574.693</b>	<b>8,081.072</b>
Basic and diluted earnings per share (in Rs.)	21(a)	0.29	0.22

Summary of significant accounting policies 2

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

This is the statement of Profit and Loss referred to in our report of even date

**for Deepak Niraj & Associates**  
**Chartered Accountants**

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

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S  
UDIN:23227144BGTNET2728

Place: Bangalore  
Date : 22nd August 2023

Sd/-

**Vinod G Jain**  
DIN : 00248275  
Whole time Director

Bangalore  
Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**  
DIN : 09110989  
Director

Bangalore  
Date 22nd August 2023



Notes on Accounts

(Amount in Rs. Thousands, unless otherwise stated)

3. Share capital

Authorised shares

10,00,00,000 Equity Shares of Rs. 1 each

Issued, subscribed and fully paid-up shares

3,66,91,850 Equity Shares of Rs. 1 each

	31 March 2023	31 March 2022
Authorised shares	1,00,000.000	1,00,000.000
Issued, subscribed and fully paid-up shares	36,691.850	36,691.850
	<b>36,691.850</b>	<b>36,691.850</b>

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

Particulars	31 March 2023		31 March 2022	
	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	Nil	Nil	Nil	Nil
Outstanding at the end of the period	3,66,91,850	36,691.850	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.

	31 March 2023		31 March 2022	
	Number	% holding	Number	% holding
BgSE Financials Limited	72,51,646	19.76%	72,51,646	19.76%
Goodwill Management P Ltd	33,19,630	9.05%	32,34,630	8.82%

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

c. The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share. 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 2023		31 Mar 2022		% of change during the year
	Number	% holding	Number	% holding	
<b>Equity Shares:</b>					
Vinod G Jain	4,14,001	1.13%	4,14,001	1.13%	0.00%



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2023	31 March 2022
<b>4. Reserves and surplus</b>		
(a) Capital reserve		
Opening balance	13.500	13.500
Closing balance	<b>13.500</b>	<b>13.500</b>
(b) Securities premium account		
Opening balance	207.253	207.253
Closing balance	<b>207.253</b>	<b>207.253</b>
(c) General reserve		
Opening balance	2,22,034.153	2,22,034.153
Closing balance	<b>2,22,034.153</b>	<b>2,22,034.153</b>
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	10,459.066	11,550.957
Add: Profit / (Loss) for the year	10,574.693	8,081.072
Amounts transferred from/(to):		
Less: Final dividend	(7,338.370)	(9,172.963)
Closing balance	<b>13,695.389</b>	<b>10,459.066</b>
<b>Total</b>	<b>2,35,950.295</b>	<b>2,32,713.972</b>
<b>5. Deferred tax Liability</b>		
<b><u>Tax effect of items constituting deferred tax liability</u></b>		
On difference between book balance and tax balance of fixed assets	2,243.736	2,437.127
Tax effect of items constituting deferred tax liability	2,243.736	2,437.127
<b><u>Tax effect of items constituting deferred tax assets</u></b>		
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	<b>1,940.727</b>	<b>2,134.119</b>
<b>6. Trade payables</b>		
Trade payables (other than dues to micro enterprises and small enterprises)	37.949	69.927
Trade payables (dues to micro enterprises and small enterprises)	<b>37.949</b>	<b>69.927</b>



**Ageing Schedule of trade payables due for payment as on 31 Mar 2023** (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	-	37.949	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	<b>37.949</b>	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	<b>37.949</b>	-	-

**Ageing Schedule of trade payables due for payment as on 31 Mar 2022**

Outstanding for following periods from due date of payment	Particulars			
	MSME	Others	Disputed dues - MSME	Disputed dues - Others
Less than 1 yr	-	69.927	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	<b>69.927</b>	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	<b>69.927</b>	-	-

**7. Other current liabilities**

	31 Mar 2023	31 Mar 2022
Rental deposits from tenants	3,158.070	2,456.070
Unpaid dividends	5,353.712	5,720.894
Other payables		
Statutory remittances	490.892	326.211
Dues to employees	372.806	372.806
Expenses payable	431.737	390.877
Payable to erstwhile members of Stock Exchange	5,568.685	5,583.685
Other payables	479.460	-
	<b>15,855.362</b>	<b>14,850.543</b>

**8. Short term provision**

	31 March 2023	31 March 2022
(a) Provision - Others:		
(i) Provision for other liabilities	1,089.176	1,089.176
	<b>1,089.176</b>	<b>1,089.176</b>



...contd...

**BgSE PROPERTIES AND SECURITIES LIMITED**  
**Notes on accounts for the year ended 31 March 2023**  
**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 2022	Additions/ (Disposals)	Balance as at 31 Mar 2023	Balance as at 1 April 2022	Depreciation charge for the year	On disposals	Balance as at 31 Mar 2023	Balance as at 1 April 2022
<b>Property, plant and equipment</b>								
Land	62,415.250	-	62,415.250	-	-	-	62,415.250	62,415.250
Building	61,905.097	-	61,905.097	49,768.023	853.386	-	12,137.074	11,283.688
Plant & Equipment	3,146.041	-	3,146.041	872.883	411.524	-	1,284.407	1,861.633
Electrical Fittings	1,196.104	(250.092)	946.012	1,012.185	44.029	(250.092)	806.122	139.890
Furniture & Fixtures	15,193.723	(14,379.119)	814.604	14,828.826	91.291	(14,379.119)	540.997	273.607
Office Equipments	1,628.514	(1,385.031)	243.483	1,578.674	18.877	(1,385.031)	212.520	30.963
Computer & Peripherals	281.853	-	281.853	152.359	79.361	-	231.720	129.493
Two Wheelers	101.201	-	101.201	41.198	15.533	-	56.731	60.003
<b>Total</b>	<b>1,45,867.782</b>	<b>(16,014.242)</b>	<b>1,29,853.540</b>	<b>68,254.148</b>	<b>1,514.000</b>	<b>(16,014.242)</b>	<b>53,753.907</b>	<b>77,613.634</b>
Previous year	1,45,680.941	186.841	1,45,867.782	66,569.821	1,684.327	-	68,254.148	79,111.120



(Amount in Rs. Thousands, unless otherwise stated)

**10. Non-current investments**

**Non Trade Investments**

	31 Mar 2023	31 Mar 2022
(a) Quoted equity shares - at Cost	<b>43,054.494</b>	<b>34,524.783</b>
(b) Unquoted equity / preference shares - at Cost		
Inter-Connected Enterprises Limited	50.306	578.518
"(50,306 equity shares of face value Re 1 each;PY: 10,56,424 equity shares of face value Re 1 each)"		
Preference shares of BgSE Financials Ltd (49,00,000 8% Redeemable non cumulative preference shares of face value Rs10/- each)	49,000.000	49,000.000
	<b>49,050.306</b>	<b>49,578.518</b>
(c) Investment in shares of wholly owned subsidiary - unquoted - at Cost		
Equity shares of BgSE Finance Ltd (30,00,000 equity shares of Rs.10 each)	30,000.000	30,000.000
	<b>30,000.000</b>	<b>30,000.000</b>
<b>Total Investments (A+B+C)</b>	1,22,104.800	1,14,103.301
Less: Provision for diminution in value of investments	-	-
<b>Total</b>	<b>1,22,104.800</b>	<b>1,14,103.301</b>
Aggregate amount of quoted investments	43,054.494	34,524.783
Aggregate market value of listed and quoted investments	1,10,999.104	75,867.690
Aggregate amount of unquoted investments	79,050.306	79,578.518
<b>11. Long-term loans and advances</b> (Unsecured, considered good)	<b>31 March 2023</b>	<b>31 March 2022</b>
(a) MAT credit entitlement	38,451.100	40,090.441
(b) <b>Balances with government authorities</b>		
(i) Income tax refund receivable	3,236.198	4,675.823
<b>Total</b>	<b>41,687.298</b>	<b>44,766.264</b>
<b>12. Other non-current assets</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
(a) <b>Security deposits</b>		
Unsecured, considered good	2,370.132	2,370.132
(b) <b>Others</b>		
Fixed Deposits of more than 12 months maturity*	38,402.436	39,263.071
	<b>38,402.436</b>	<b>39,263.071</b>
<b>Total</b>	<b>40,772.568</b>	<b>41,633.203</b>
*Deposit to the extent of Rs 1,17,48,379/- (previous year Rs.91,28,931/-) have been earmarked towards liabilities.		
<b>13. Trade receivables</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
Unsecured, considered good	1,606.361	515.477
Unsecured, considered doubtful	-	-
	1,606.361	515.477
Less: Provision for doubtful trade receivables	-	-
	<b>1,606.361</b>	<b>515.477</b>



...contd...

**Ageing schedule of trade receivables as on 31 Mar 2023**

(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	-	-	1,606.361	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,606.361	-

**Ageing schedule of trade receivables as on 31 Mar 2022**

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	-	-	515.477	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	515.477	-

Note: \*includes electricity charges receivable from :

BGSE Financials Limited	805.532	219.775
[refer note 21(k)]	<u>805.532</u>	<u>219.775</u>

**14. Cash and bank balances**

**(a) Cash & cash equivalents**

Cash on hand

Balances with banks

(i) In current accounts

(ii) In deposit accounts

**(b) Other Bank balances**

(i) Current accounts earmarked for Unclaimed Dividend

**Total**

	31 Mar 2023	31 Mar 2022
Cash on hand	-	-
Balances with banks		
(i) In current accounts	2,097.191	571.044
(ii) In deposit accounts	-	570.846
	<b>2,097.191</b>	<b>1,141.890</b>
Other Bank balances		
(i) Current accounts earmarked for Unclaimed Dividend	5,353.812	5,709.165
	<b>5,353.812</b>	<b>5,709.165</b>
<b>Total</b>	<b>7,451.003</b>	<b>6,851.055</b>



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2023	31 March 2022
<b>15. Short-term loans and advances</b>		
Unsecured, considered good		
<b>(a) Loans and advances to employees</b>	-	25.000
<b>(b) Prepaid expenses</b>	109.618	59.138
<b>(c) Balances with government authorities</b>		
(i) GST Input Credit	26.445	86.602
(d) Advance paid to Vendors	0.278	-
<b>Total</b>	<b>136.341</b>	<b>170.740</b>
<b>16. Other current assets</b>		
<b>(a) Accruals</b>		
(i) Interest accrued on deposits	1,164.138	1,315.876
<b>(b) Others</b>		
(i) Gratuity Plan Assets [Refer Note 21(i)]	534.216	580.036
(ii) Unbilled revenue	9.000	-
	<b>1,707.354</b>	<b>1,895.912</b>
<b>17. Revenue from operations</b>		
Lease rentals	16,640.486	16,699.772
Other operating revenues	2,653.395	2,527.545
	<b>19,293.881</b>	<b>19,227.317</b>
<b>18. Other income</b>		
<b>(a) Interest income</b>		
Interest on bank deposits and advances	1,521.053	2,476.771
Interest on income tax refund	282.600	148.529
Interest on BESCO deposit	94.492	103.385
<b>(b) Dividend income:</b>		
from non-current investments	5,299.261	4,343.665
<b>(c) Net gain on sale of:</b>		
non current investments	5,203.468	0.725
<b>(d) Other non-operating income</b>		
Liabilities / provisions no longer required written back	-	1,033.443
<b>Total</b>	<b>12,400.874</b>	<b>8,106.518</b>
<b>19. Employee benefits expense</b>		
Salaries and wages *	3,732.400	3,625.445
Ex-gratia paid to Ex-Executive Director	-	900.000
Contribution to provident and other funds	528.221	568.402
Gratuity expense (net) [Refer Note 21(i)]	48.320	12.376
Staff welfare expenses	435.163	410.627
	<b>4,744.104</b>	<b>5,516.850</b>
	2,576.101	2,530.718

\* includes remuneration to Directors



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2023	31 March 2022
<b>20. Other expenses</b>		
Advertisement	157.931	78.549
Bank Charges	5.081	19.427
Power and fuel charges (net)	956.433	633.304
Water charges	42.692	45.275
Sundry business expenses	545.767	1,035.061
Repairs and maintenance		
- Buildings	4,607.955	4,328.268
- Others	506.361	343.713
Insurance	107.993	122.250
Rates and taxes	1,981.525	2,260.846
Communication expenses	54.405	52.250
Travailing and conveyance	182.208	27.257
Printing and stationery	86.866	40.435
Sitting fees to directors	210.000	280.000
Legal and professional	1,240.018	737.500
Payments to auditors [Refer Note 21(c)]	100.000	100.000
Bad trade written off	-	38.321
Meeting and Seminar Expenses	93.052	89.777
Demat and RTA charges	104.889	59.027
Round off	0.095	0.014
<b>Total</b>	<b>10,983.270</b>	<b>10,291.275</b>

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2023	31 March 2022
<b>21. Additional information to the financial statements</b>		
<b>(a) Earnings per share (EPS)</b>		
The computation of earnings per share is set out below:		
<b>Particulars</b>	<b>For the year ended 31 Mar 2023</b>	
	<b>Basic EPS</b>	<b>Diluted EPS</b>
Net profit/ (loss) attributable to equity shareholders [A]	10,574.693	10,574.693
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
<b>Particulars</b>	<b>For the year ended 31 Mar 2022</b>	
	<b>Basic EPS</b>	<b>Diluted EPS</b>
Net profit/ (loss) attributable to equity shareholders [A]	8,081.072	8,081.072
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]	0.22	0.22



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

*(Amount in Rs. Thousands, unless otherwise stated)*  
**31 Mar 2023**                      **31 Mar 2022**

**(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. 8,48,13,648 (PY: Rs.5,89,22,729/-)

(ii) For the Assessment year 2017-18 the Income tax department has passed an order u/s 143(3) by disallowing certain expenditure claimed by the Company resulting in reduction of MAT Credit amounting to Rs.30,79,717/-. The Company is contesting the order and the Management, including its tax advisors, believes that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the reduction in MAT credit. The Management believes that the ultimate out come of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.

(iii) For the AY 2020-21, the company's return of income has been processed u/s 143(1). In the intimation certain additions have been made resulting in a reduction of refund to the tune of Rs. 3,15,279/-. In respect of the additions made and additional tax computed the company has not recognised any expense and the company has filed an appeal before CIT(A). Management, including its tax advisors, believes that its position will likely be upheld in the appellate process. The Management believes that the ultimate out come of this proceeding will not have a material adverse effect on the Company's financial position and results of operations."

**(ii) Commitments**

**Nil**                      **Nil**

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

As auditors - statutory audit	100.000	100.000
For taxation matters	-	-
	<b>100.000</b>	<b>100.000</b>

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

**Nil**                      **Nil**

**(e) Expenditure in foreign currency**

**Nil**                      **Nil**

**(f) Earnings in foreign exchange**

**Nil**                      **Nil**

**(g) Disclosure on Micro, Small and Medium Enterprises**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2009 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 Mar 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.



...contd...

Particulars	Year ended 31 Mar 2023	Year ended 31 Mar 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	Nil	Nil
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	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.

(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.

(a) **Present value of defined benefit obligation**

Balance at the beginning of the year  
Current service cost  
Interest cost  
Actuarial loss/(gain)  
Benefits paid  
Balance at the end of the year

	31 Mar 2023	31 Mar 2022
	280.310	213.459
	64.901	58.167
	20.014	15.284
	21.154	(6.600)
	-	-
	<b>386.379</b>	<b>280.310</b>
	860.345	805.871
	61.592	57.700
	4.579	-
	(5.922)	(3.226)
	-	-
	<b>920.594</b>	<b>860.345</b>

(b) **Fair value of plan asset**

Balance at the beginning of the year  
Expected return on plan assets  
Contributions by employer  
Actuarial loss/(gain)  
Benefits paid  
Balance at the end of the year



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

**(c) Assets and liabilities recognised in the balance sheet**

Present value of defined benefit obligation	386.379	280.310
Less: Fair value of plan asset	(920.594)	(860.345)
Net Liability/(Asset)	<b>(534.215)</b>	<b>(580.035)</b>

**(d) Expenses recognised in statement of profit & loss**

Current service cost	64.901	58.167
Interest cost	20.014	15.284
Expected return on plan assets	(61.592)	(57.700)
Actuarial loss (net)	27.076	(3.374)
Expenses recognised in the statement of profit & loss	<b>50.399</b>	<b>12.377</b>

**(e) Principal assumptions**

Discount rate per annum	7.33%	7.14%
Expected salary increase per annum	6.00%	6.00%
Attrition rate	3.00%	3.00%
Expected return on assets	7.14%	7.16%
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 2023	31 Mar 2022	31 Mar 2021	31 Mar 2020
Defined benefit obligation	386.379	280.310	213.459	151.048
Plan assets	920.594	860.345	805.871	502.013
(Deficit)	534.215	580.035	592.412	351.055
Experience loss/(gain) adjustments in:				
plan liabilities	27.854	(7.074)	3.425	(171.286)
plan assets	5.922	3.226	4.255	53.683

**(j) Proposed Dividend**

	31 Mar 2023	31 Mar 2022
Amount of dividend proposed to be distributed to equity share holders@ 0.20/- paise per equity share	73,38,370	73,38,370

**(k) Related party transactions**

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

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



...contd...

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

Transaction	31 Mar 2023	31 Mar 2022
Managerial remuneration paid to Vinod G Jain	2,576.101	2,530.718
Sitting fee paid to Motilal Jain Gowtham Chand	40.000	40.000
RTA, Deputation and service charges paid to BgSE Financials Limited	122.401	134.725
Rental income & Maintenance charges received from BgSE Financials Limited	3,570.648	4,015.707

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	2.449	2.575
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**Lease deposit received from**

BgSE Financials Limited	1,500.000	1,500.000
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**Debit Balances**

**Trade Receivable**

BgSE Financials Limited	805.532	219.775
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(l) 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 .

(m) 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.

(n) The following are analytical ratios for the year ended 31 Mar 2023 and 31 Mar 2022

Particulars	31 Mar 2023	31 Mar 2022	Variance
Current ratio = Current assets / Current liabilities	0.64	0.59	8.94%
Debt : Equity Ratio = Total Borrowings / Shareholder's fund	Not applicable as there are no borrowings in the company.		
Earnings available for debt service / Debt Service			



...contd...

Return on equity = Net Profits after taxes / Average Shareholder's Equity	0.04	0.03	26.75%
Inventory turnover = Sales / Average Inventory	Not applicable as there are no inventories		
Trade receivables turnover = Revenue / Average trade receivable	18.19	19.81	-8.19%
Trade payables turnover = Purchases and other expenses / Average Trade payable	203.63	242.77	-16.12%
Net capital turnover = Revenue / Working Capital	(3.17)	(2.92)	8.51%
Net profit ratio = Net Profits after taxes / Sales	0.55	0.42	30.41%
Return on capital employed = Earning before interest and taxes / Capital Employed	0.05	0.04	45.24%
Return on investment (quoted) <sup>(1)</sup> = $\frac{\{MV(T1) - MV(T0) - \text{Sum } [C(t)]\}}{\{MV(T0) + \text{Sum } [W(t) * C(t)]\}}$	0.38	0.60	-35.91%
Return on investment (un-quoted) <sup>(1)</sup> = Income generated from investments / Time weighted average investments	0.12	0.05	141.89%

(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

Explanation to changes in ratios by more than 25%

- (i) **Return in equity Ratio:** Increase in profits has resulted in higher return on equity in FY 22-23
  - (ii) **Net profit Ratio:** Increase in profits has resulted in better NP Ratio.
  - (iii) **Return on capital employed Ratio:** Increase in profit for y.e. 31.03.2023 vis a vis 31.03.2022 has resulted in increase in ratios
  - (iv) **Return on investment Ratio (Quoted):** Decrease in returns on investments has resulted in lower return on investment ratio for FY 22-23.
  - (iv) **Return on investment Ratio (Un-Quoted):** High gain on sale of unquoted investments has resulted in higher return on investment ratio for FY 22-23.
- (o) **Other disclosures:**
- i) There are no transactions with struck off companies under section 248 or 560
  - ii) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
  - iii) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237
  - iv) The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules
  - v) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.



...contd...

- vi) The company is not covered under section 135.
- vii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year
- (p) 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**

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

Sd/-

**Deepak Chopra**  
**Partner**

**Membership No. 227144**

FRN: 014707S

Place: Bangalore

Date : 22nd August 2023

Sd/-

**Vinod G Jain**

DIN : 00248275

Whole time Director

Bangalore

Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**

DIN : 09110989

Director

Bangalore

Date 22nd August 2023



**Cash Flow Statement**

(Amount in Rs. Thousands, unless otherwise stated)

	31 March 2023	31 March 2022
<b>Cash flows from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	14,453.380	9,841.383
<u>Adjustments to reconcile profit before tax to cash generated by operating activities</u>		
Depreciation and amortisation	1,514.000	1,684.327
Interest income	(1,615.545)	(2,580.156)
Dividend income	(5,299.261)	(4,343.665)
Net (gain) / loss on sale of investments	(5,203.468)	-
Operating cash flows before working capital changes	<b>3,849.107</b>	<b>4,601.889</b>
Changes in working capital:		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	(1,090.885)	910.438
Short-term loans and advances	34.399	(39.317)
Other current assets	36.820	12.561
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(31.978)	55.072
Other current liabilities	1,004.819	(1,394.854)
	<b>(46.825)</b>	<b>(456.100)</b>
Cash flow from extraordinary items	-	-
Cash generated from operations	<b>3,802.282</b>	<b>4,145.789</b>
Net income tax (paid) / refunds	(993.113)	(2,902.592)
<b>Net cash provided by operating activities</b> a	<b>2,809.169</b>	<b>1,243.197</b>
<b>Cash flows from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	-	(186.841)
Withdrawals / (Investments in)		
-Bank balances not considered as Cash and cash equivalents	355.353	25,631.159
-Fixed deposits (net of interest accruals)	1,012.373	(25,245.502)
(Purchase) of long-term investments		
- Subsidiaries	-	-
- Others	(2,798.031)	(553.365)
Interest received	1,615.545	2,580.156
Dividend received	5,299.262	4,343.665
<b>Net cash (used in) investing activities</b> b	<b>5,484.501</b>	<b>6,569.272</b>
<b>Cash flows from financing activities</b>		
Dividends paid	(7,338.370)	(9,172.963)
Net cash provided by/ (used in) by financing activities c	<b>(7,338.370)</b>	<b>(9,172.963)</b>
<b>Net increase in cash and cash equivalents</b> a+b+c	<b>955.301</b>	<b>(1,360.493)</b>
Cash and cash equivalents at the beginning of the year (note: 14 )	1,141.890	2,502.383
<b>Cash and cash equivalents at the end of the year (note: 14 )</b>	<b>2,097.191</b>	<b>1,141.890</b>

This is the cash flow statement referred to in our report attached

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-  
**Deepak Chopra**  
Partner  
Membership No. 227144  
FRN: 014707S  
UDIN:23227144BGNET2728  
Place: Bangalore  
Date : 22nd August 2023

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

Sd/-  
**Vinod G Jain**  
DIN : 00248275  
Whole time Director  
Bangalore  
Date 22nd August 2023

Sd/-  
**Raghavan Venkata Raman**  
DIN : 09110989  
Director  
Bangalore  
Date 22nd August 2023



## INDEPENDENT AUDITOR'S REPORT

To,  
**The Members of BgSE Properties and Securities Limited, Bangalore.**

### **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, 2023, 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, 2023, 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, 2023 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, 2023 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. With respect to dividends, we report that
- In respect of final dividend proposed in the previous year, declared and paid by the Holding Company during the year except for not transferring amount of dividend to separate bank account within the timeline specified in sub-section (4) of section 123 of the Act, declaration and payment of dividend is in accordance with section 123 of the Companies Act 2013.



- The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- 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**

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNEU6358

Place: Bangalore

Date : 22nd August 2023



## ANNEXURE TO THE AUDITOR'S 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 2023.

### **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, 2023 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, 2023, 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**

Sd/-

**Deepak Chopra**  
**Partner**

**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNEU6358

Place: Bangalore

Date : 22nd August 2023



## 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.

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 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:

- a) the amount of equity attributable to the minorities at the dates on which investment is made; and
- b) 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:

- 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

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.

### 2.5 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 2023	31 March 2022
<b>Equity and liabilities</b>			
<b>Shareholders' funds</b>			
Share capital	3	36,691.850	36,691.850
Reserves and surplus	4	2,38,736.253	2,34,322.936
		<b>2,75,428.103</b>	<b>2,71,014.786</b>
<b>Non-current liabilities</b>			
Deferred tax liability (net)	5	1,921.083	2,094.831
		<b>1,921.083</b>	<b>2,094.831</b>
<b>Current liabilities</b>			
Trade payables	6		
Outstanding dues of micro enterprises & small enterprises		-	-
Creditors other than micro enterprises & small enterprises		37.949	69.927
Other current liabilities	7	15,867.162	14,863.343
Short-term provisions	8	1,278.558	1,201.152
		17,183.668	16,134.422
<b>TOTAL</b>		<b>2,94,532.855</b>	<b>2,89,244.039</b>
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant & equipment	9	76,099.634	77,613.634
Non-current investments	10	92,104.800	84,103.301
Long-term loans and advances	11	41,687.298	44,766.264
Other non-current assets	12	40,772.568	41,633.203
		<b>2,50,664.299</b>	<b>2,48,116.402</b>
<b>Current assets</b>			
Trade receivables	13	1,606.361	515.477
Cash and bank balances	14	39,941.694	38,206.179
Short-term loans and advances	15	136.341	170.740
Other current assets	16	2,184.160	2,235.241
		43,868.556	41,127.637
<b>TOTAL</b>		<b>2,94,532.855</b>	<b>2,89,244.039</b>
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements  
This is the Balance Sheet referred to in our report of even date

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNEU6358

Place: Bangalore  
Date : 22nd August 2023

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

Sd/-

**Vinod G Jain**  
DIN : 00248275  
Whole time Director

Bangalore  
Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**  
DIN : 09110989  
Director

Bangalore  
Date 22nd August 2023



## Statement of Consolidated Profit and Loss Account

(Amount in Rs. Thousands, unless otherwise stated)

	Notes	31 March 2023	31 March 2022
<b>Income</b>			
Revenue from operations (Gross)	17	19,293.881	19,227.317
Other income	18	14,170.331	9,489.240
<b>Total income (I)</b>		<b>33,464.212</b>	<b>28,716.557</b>
<b>Expenses</b>			
Employee benefits expense	19	4,744.104	5,516.850
Depreciation and amortization expense	9	1,514.000	1,684.327
Other expenses	20	11,172.488	10,620.324
<b>Total expenses (II)</b>		<b>17,430.593</b>	<b>17,821.500</b>
<b>Profit / (Loss) before exceptional and extraordinary items and tax: III = (I-II)</b>		16,033.619	10,895.056
<b>Exceptional and extraordinary items (IV)</b>		-	-
<b>Profit / (Loss) before tax V: (III-IV)</b>		16,033.619	10,895.056
<b>Tax expenses</b>			
Current tax expense for current year		4,435.654	2,070.492
Deferred tax		(173.748)	(40.289)
Current tax expense for prior years		20.026	-
<b>Total tax expenses</b>		<b>4,281.932</b>	<b>2,030.203</b>
<b>Profit/ (Loss) after tax</b>		<b>11,751.687</b>	<b>8,864.853</b>
Basic and diluted earnings per share (in Rs.)	21(a)	0.32	0.24
Summary of significant accounting policies	2		

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

This is the statement of Profit and Loss referred to in our report of even date

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-

**Deepak Chopra**  
**Partner**  
**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNEU6358

Place: Bangalore

Date : 22nd August 2023

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

Sd/-

**Vinod G Jain**  
DIN : 00248275  
Whole time Director

Bangalore

Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**  
DIN : 09110989  
Director

Bangalore

Date 22nd August 2023



## Notes on Consolidated Accounts

(Amount in Rs. Thousands, unless otherwise stated)

## 3. Share capital

## Issued, subscribed and fully paid-up shares

3,66,91,850 Equity Shares of Rs 1 each

	31 March 2023	31 March 2022
	36,691.850	36,691.850
	<b>36,691.850</b>	<b>36,691.850</b>

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

Particulars	31 March 2023		31 March 2022	
	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	Nil	Nil	Nil	Nil
Outstanding at the end of the period	3,66,91,850	36,691.850	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.

	31 March 2023		31 March 2022	
	Number	% holding	Number	% holding
BgSE Financials Limited	72,51,646	19.76%	72,51,646	19.76%
Goodwill Management Private Limited	33,19,630	9.05%	32,34,630	8.82%

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

- c. The Company has only one class of equity shareholders. Each holder of equity shares is entitled to one vote per share. 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 2023		31 Mar 2022		% of change during the year
	Number	% holding	Number	% holding	
<b>Equity Shares:</b>					
Vinod G Jain	4,14,001	1.13%	4,14,001	1.13%	0.00%



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 Mar 2023	31 Mar 2022
<b>4. Reserves and surplus</b>		
(a) Capital reserve		
Opening balance	13.500	13.500
Closing balance	<b>13.500</b>	<b>13.500</b>
(b) Securities premium account		
Opening balance	207.253	207.253
Closing balance	<b>207.253</b>	<b>207.253</b>
(c) General reserve		
Opening balance	2,22,034.153	2,22,034.153
Closing balance	<b>2,22,034.153</b>	<b>2,22,034.153</b>
(d) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	12,068.030	12,376.140
Add: Profit / (Loss) for the year	11,751.687	8,864.853
Less: Final dividend	(7,338.370)	(9,172.963)
Closing balance	<b>16,481.348</b>	<b>12,068.030</b>
<b>Total</b>	<b>2,38,736.253</b>	<b>2,34,322.936</b>
<b>5. Deferred tax Liability</b>	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
<b><u>Tax effect of items constituting deferred tax liability</u></b>		
On difference between book balance and tax balance of fixed assets	2,243.736	2,437.127
Tax effect of items constituting deferred tax liability	2,243.736	2,437.127
<b><u>Tax effect of items constituting deferred tax assets</u></b>		
Provision for compensated absences, gratuity and other employee benefits	(303.009)	(303.009)
Disallowances under Section 35D of the Income Tax Act, 1961	(19.644)	(39.287)
Tax effect of items constituting deferred tax assets	(322.652)	(342.296)
Net deferred tax liability	<b>1,921.083</b>	<b>2,094.831</b>
<b>6. Trade payables</b>	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
Trade payables (other than dues to micro enterprises and small enterprises)	37.949	69.927
Trade payables (dues to micro enterprises and small enterprises)		
	<b>37.949</b>	<b>69.927</b>



...contd...

**Ageing Schedule of trade payables due for payment as on 31 Mar 2023** (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	-	37.949	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	<b>37.949</b>	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	<b>37.949</b>	-	-

**Ageing Schedule of trade payables due for payment as on 31 Mar 2022**

Outstanding for following periods from due date of payment	Particulars			
	MSME	Others	Disputed dues - MSME	Disputed dues - Others
Less than 1 yr	-	69.927	-	-
1-2 yrs	-	-	-	-
2-3 yrs	-	-	-	-
> 3 Yrs	-	-	-	-
Total trade payables due	-	<b>69.927</b>	-	-
Trade payables not due for payment	-	-	-	-
Unbilled payables	-	-	-	-
Total trade payables	-	<b>69.927</b>	-	-

**7. Other current liabilities**

	31 Mar 2023	31 Mar 2022
Rental deposits from tenants	3,158.070	2,456.070
Unpaid dividends	5,353.712	5,720.894
Other payables		
Statutory remittances	490.892	327.211
Dues to employees	372.806	372.806
Expenses payable	443.537	402.677
Payable to erstwhile members of Stock Exchange	5,568.685	5,583.685
Other payables	479.460	-
	<b>15,867.162</b>	<b>14,863.343</b>

**8. Short term provision**

	31 Mar 2023	31 Mar 2022
(a) Provision - Others:		
(i) Provision for income tax	189.382	111.976
(ii) Provision for other liabilities	1,089.176	1,089.176
	<b>1,278.558</b>	<b>1,201.152</b>



**BgSE Properties And Securities Limited**  
**Notes on consolidated accounts for the year ended 31 March 2023**  
**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 2022	Balance as at 31 Mar 2023	Balance as at 1 April 2022	Depreciation charge for the year	On disposals	Balance as at 1 April 2022	Balance as at 31 Mar 2023
Property, plant and equipment							
Land	62,415.250	62,415.250	-	-	-	62,415.250	62,415.250
Building	61,905.097	61,905.097	49,768.023	853.386	-	12,137.074	11,283.688
Plant & Equipment	3,146.041	3,146.041	872.883	411.524	-	2,273.157	1,861.633
Electrical Fittings	1,196.104	946.012	1,012.185	44.029	(250.092)	183.919	139.890
Furniture & Fixtures	15,193.723	814.604	14,828.826	91.291	(14,379.119)	364.897	273.607
Office Equipments	1,628.514	243.483	1,578.674	18.877	(1,385.031)	49.840	30.963
Computer & Peripherals	281.853	281.853	152.359	79.361	-	129.493	50.133
Two Wheelers	101.201	101.201	41.198	15.533	-	60.003	44.470
<b>Total</b>	<b>1,45,867.782</b>	<b>1,29,853.540</b>	<b>68,254.148</b>	<b>1,514.000</b>	<b>(16,014.242)</b>	<b>77,613.634</b>	<b>76,099.634</b>
Previous year	1,45,680.941	1,45,867.782	66,569.821	1,684.327	-	79,111.120	77,613.634



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 Mar 2023	31 Mar 2022
<b>10. Non-current investments</b>		
<b>Non Trade Investments</b>		
(a) Quoted equity shares - at Cost	A 43,054.494	34,524.783
(b) Unquoted equity / preference shares - at Cost Inter-Connected Enterprises Limited	50.306	578.518
"(50,306 equity shares of face value Re 1 each; PY: 10,56,424 equity shares of face value Re 1 each)"		
Preference shares of BgSE Financials Ltd (49,00,000 8% Redeemable non cumulative preference shares of face value Rs10/- each)	49,000.000	49,000.000
	<b>B 49,050.306</b>	<b>49,578.518</b>
<b>Total Investments (A+B)</b>	92,104.800	84,103.301
Less: Provision for diminution in value of investments	-	-
<b>Total</b>	<b>92,104.800</b>	<b>84,103.301</b>
Aggregate amount of quoted investments	43,054.494	34,524.783
Aggregate market value of listed and quoted investments	1,10,999.104	75,867.690
Aggregate amount of unquoted investments	49,050.306	49,578.518
<b>11. Long-term loans and advances</b>	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
(Unsecured, considered good)		
(a) MAT credit entitlement	38,451.100	40,090.441
(b) Balances with government authorities		
(i) Income tax refund receivable	3,236.198	4,675.823
<b>Total</b>	<b>41,687.298</b>	<b>44,766.264</b>
<b>12. Other non-current assets</b>	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
(a) Security deposits		
Unsecured, considered good	2,370.132	2,370.132
(b) Others		
Fixed Deposits of more than 12 months maturity*	38,402.436	39,263.071
	<b>38,402.436</b>	<b>39,263.071</b>
<b>Total</b>	<b>40,772.568</b>	<b>41,633.203</b>
*Deposit to the extent of Rs 1,17,48,379/- (previous year Rs.91,28,931/-) have been earmarked towards liabilities.		
<b>13. Trade receivables</b>	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
Unsecured, considered good	1,606.361	515.477
Unsecured, considered doubtful	-	-
	1,606.361	515.477
Less: Provision for doubtful trade receivables	-	-
	<b>1,606.361</b>	<b>515.477</b>



...contd...

**Ageing schedule of trade receivables as on 31 Mar 2023**

(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*	-	-	1,606.361	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	1,606.361	-

**Ageing schedule of trade receivables as on 31 Mar 2022**

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	-	-	515.477	-
6 months - 1yr	-	-	-	-
1-2 yrs	-	-	-	-
2-3yrs	-	-	-	-
more than 3 yrs	-	-	-	-
Total trade receivables that are due	-	-	515.477	-

Note: \* includes electricity charges receivable from:

BGSE Financials Limited	805.532	219.775
[refer note21(f)]	<b>805.532</b>	<b>219.775</b>

**14. Cash and bank balances**

**(a) Cash & cash equivalents**

Cash on hand

Balances with banks

(i) In current accounts

(ii) In deposit accounts

**(b) Other Bank balances**

(i) Fixed deposits \*

(ii) Current accounts earmarked for Unclaimed Dividend

**Total**

	31 Mar 2023	31 Mar 2022
Cash on hand	0.806	0.542
Balances with banks		
(i) In current accounts	2,102.125	625.626
(ii) In deposit accounts	-	570.846
	<b>2,102.931</b>	<b>1,197.014</b>
Other Bank balances		
(i) Fixed deposits *	32,484.950	31,300.000
(ii) Current accounts earmarked for Unclaimed Dividend	5,353.812	5,709.165
	37,838.762	37,009.165
<b>Total</b>	<b>39,941.694</b>	<b>38,206.179</b>



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

	31 Mar 2023	31 Mar 2022
<b>15. Short-term loans and advances</b>		
Unsecured, considered good		
<b>(a) Loans and advances to employees</b>	-	25.000
<b>(b) Prepaid expenses</b>	109.618	59.138
<b>(c) Balances with government authorities</b>		
(i) GST Input Credit	26.445	86.602
<b>(d) Advance paid to Vendors</b>	0.278	-
<b>Total</b>	<b>136.341</b>	<b>170.740</b>
<b>16. Other current assets</b>		
<b>(a) Accruals</b>		
(i) Interest accrued on deposits	1,640.944	1,655.205
<b>(b) Others</b>		
(i) Gratuity Plan Assets [Refer Note 21(d)]	534.216	580.036
(ii) Unbilled revenue	9.000	-
	<b>2,184.160</b>	<b>2,235.241</b>
<b>17. Revenue from operations</b>		
Lease rentals	16,640.486	16,699.772
Other operating revenues	2,653.395	2,527.545
	<b>19,293.881</b>	<b>19,227.317</b>
<b>18. Other income</b>		
<b>(a) Interest income</b>		
Interest on bank deposits and advances	3,290.510	3,859.493
Interest on income tax refund	282.600	148.529
Interest on BESCO deposit	94.492	103.385
<b>(b) Dividend income:</b>		
from non-current investments	5,299.261	4,343.665
<b>(c) Net gain on sale of:</b>		
non current investments	5,203.468	0.725
<b>(d) Other non-operating income</b>		
Liabilities / provisions no longer required written back	-	1,033.443
<b>Total</b>	<b>14,170.331</b>	<b>9,489.240</b>
<b>19. Employee benefits expense</b>		
Salaries and wages *	3,732.400	3,625.445
Ex-gratia paid to Ex-Executive Director	-	900.000
Contribution to provident and other funds	528.221	568.402
Gratuity expense (net) [Refer Note 21(d)]	48.320	12.376
Staff welfare expenses	435.163	410.627
	<b>4,744.104</b>	<b>5,516.850</b>
	2,576.101	2,530.718

\* includes remuneration to Directors



...contd...

(Amount in Rs. Thousands, unless otherwise stated)

**20. Other expenses**

Advertisement	157.931	78.549
Bank Charges	6.346	19.988
Power and fuel charges (net)	956.433	633.304
Water charges	42.692	45.275
Sundry business expenses	545.767	1,035.061
Repairs and maintenance		
- Buildings	4,607.955	4,328.268
- Others	506.361	343.713
Insurance	107.993	122.250
Rates and taxes	2,003.499	2,343.833
Communication expenses	54.405	52.625
Travelling and conveyance	324.487	156.083
Printing and stationery	86.866	40.435
Sitting fees to directors	210.000	280.000
Legal and professional	1,251.918	842.000
Payments to auditors	111.800	111.800
Bad trade written off	-	38.321
Meeting and Seminar Expenses	93.052	89.777
Demat and RTA charges	104.889	59.027
Round off	0.095	0.014
<b>Total</b>	<b>11,172.488</b>	<b>10,620.324</b>

(Amount in Rs. Thousands, unless otherwise stated)

31 March 2023                      31 March 2022

**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 2022	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	11,751.687	11,751.687
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]	0.32	0.32

  

Particulars	For the year ended 31 Mar 2022	
	Basic EPS	Diluted EPS
Net profit/ (loss) attributable to equity shareholders [A]	8,864.853	8,864.853
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]	0.24	0.24



...contd...

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

(Amount in Rs. Thousands, unless otherwise stated)  
31 Mar 2023 31 Mar 2022

**(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. 8,48,13,648 (PY: Rs.5,89,22,729/-)
- (ii) For the Assessment year 2017-18 the Income tax department has passed an order u/s 143(3) by disallowing certain expenditure claimed by the Company resulting in reduction of MAT Credit amounting to Rs.30,79,717/-. The Company is contesting the order and the Management, including its tax advisors, believes that its position will likely be upheld in the appellate process. No tax expense has been accrued in the financial statements for the reduction in MAT credit. The Management believes that the ultimate out come of this proceeding will not have a material adverse effect on the Company's financial position and results of operations.
- (iii) For the AY 2020-21, the company's return of income has been processed u/s 143(1). In the intimation certain additions have been made resulting in a reduction of refund to the tune of Rs. 3,15,279/-. In respect of the additions made and additional tax computed the company has not recognised any expense and the company has filed an appeal before CIT(A). Management, including its tax advisors, believes that its position will likely be upheld in the appellate process. The Management believes that the ultimate out come of this proceeding will not have a material adverse effect on the Company's financial position and results of operations."

**(ii) Commitments Nil Nil**

**(c) Disclosure on Micro, Small and Medium Enterprises**

The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2009 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at 31 Mar 2023 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	Year ended 31 Mar 2023	Year ended 31 Mar 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The amount of interest paid by the Company along with the amounts of the payment made to the supplier beyond the appointed day during the year;	Nil	Nil
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	Nil	Nil
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	Nil	Nil



...contd...

**(d) 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.

	<b>31 Mar 2023</b>	<b>31 Mar 2022</b>
<b>(a) Present value of defined benefit obligation</b>		
Balance at the beginning of the year	280.310	213.459
Current service cost	64.901	58.167
Interest cost	20.014	15.284
Actuarial loss/(gain)	21.154	(6.600)
Benefits paid	-	-
Balance at the end of the year	<b>386.379</b>	<b>280.310</b>
<b>(b) Fair value of plan asset</b>		
Balance at the beginning of the year	860.345	805.871
Expected return on plan assets	61.592	57.700
Contributions by employer	4.579	-
Actuarial loss/(gain)	(5.922)	(3.226)
Benefits paid	-	-
Balance at the end of the year	<b>920.594</b>	<b>860.345</b>
<b>(c) Assets and liabilities recognised in the balance sheet</b>		
Present value of defined benefit obligation	386.379	280.310
Less: Fair value of plan asset	(920.594)	(860.345)
Net Liability/(Asset)	<b>(534.215)</b>	<b>(580.035)</b>
<b>(d) Expenses recognised in statement of profit &amp; loss</b>		
Current service cost	64.901	58.167
Interest cost	20.014	15.284
Expected return on plan assets	(61.592)	(57.700)
Actuarial loss (net)	27.076	(3.374)
Expenses recognised in the statement of profit & loss	<b>50.399</b>	<b>12.377</b>
<b>(e) Principal assumptions</b>		
Discount rate per annum	7.33%	7.14%
Expected salary increase per annum	6.00%	6.00%
Attrition rate	3.00%	3.00%
Expected return on assets	7.14%	7.16%
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 2023	31 Mar 2022	31 Mar 2021	31 Mar 2020
Defined benefit obligation	386.379	280.310	213.459	151.048
Plan assets	920.594	860.345	805.871	502.013
(Deficit)	534.215	580.035	592.412	351.055
Experience loss/(gain) adjustments in:				
plan liabilities	27.854	(7.074)	3.425	(171.286)
plan assets	5.922	3.226	4.255	53.683

**(e) Proposed Dividend**

Amount of dividend proposed to be distributed to equity share holders

@ 0.20/- paise per equity share

**31 Mar 2023**

**31 Mar 2022**

73,38,370

73,38,370

**(f) Related party transactions**

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

(i) Key managerial persons (KMP)

Vinod Gowthamchand Jain

(ii) Relatives of KMP

Motilal Jain Gowtham Chand

(iii) 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**

**Transaction**

**31 Mar 2023**

**31 Mar 2022**

Managerial remuneration paid to Vinod G Jain

2,576.101

2,530.718

Sitting fee paid to Motilal Jain Gowtham Chand

40.000

40.000

RTA, Deputation and service charges paid to BgSE Financials Limited

122.401

134.725

Rental income & Maintenance charges received from

BgSE Financials Limited

3,570.648

4,015.707

**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

2.449

2.575

**Lease deposit received from**

BgSE Financials Limited

1,500.000

1,500.000

**Debit Balances**

**Trade Receivable**

BgSE Financials Limited

805.532

219.775



...contd...

- (g) 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 .
- (h) 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.
- (i) **Other disclosures:**
- There are no transactions with struck off companies under section 248 or 560.
  - No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
  - There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237.
  - The Company has complied with the no. of layers prescribed u/s 2(87) read with the applicable Rules.
  - There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
  - The company is not covered under section 135.
  - The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (j) 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 2022

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		23,94,05,822		80,81,072
BGSE FINANCE LIMITED	88.34%	3,16,08,964	91.16%	7,83,781
	100.00%	27,10,14,786	100.00%	88,64,853

31 Mar 2023

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		24,26,42,145		1,05,74,693
BGSE FINANCE LIMITED	88.10%	3,27,85,958	89.98%	11,76,994
	100.00%	27,54,28,103	100.00%	1,17,51,687

Net assets means total assets minus liabilities. The balances have been considered after eliminating all inter company balances and transactions.



...contd...

- (k) 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  
Place: Bangalore  
Date : 22nd August 2023

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

Sd/-	Sd/-
<b>Vinod G Jain</b>	<b>Raghavan Venkata Raman</b>
DIN : 00248275	DIN : 09110989
Whole time Director	Director
Bangalore	Bangalore
Date 22nd August 2023	Date 22nd August 2023



### Consolidated Cash Flow Statement

(Amount in Rs. Thousands, unless otherwise stated)

	March 31, 2023	March 31, 2022
<b>Cash flows from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	16,033.619	10,895.056
<u>Adjustments to reconcile profit before tax to cash generated by operating activities</u>		
Depreciation and amortisation	1,514.000	1,684.327
Interest income	(3,385.002)	(3,962.878)
Dividend income	(5,299.261)	(4,343.665)
Net (gain) / loss on sale of investments	(5,203.468)	-
Operating cash flows before working capital changes	<b>3,659.889</b>	<b>4,272.840</b>
Changes in working capital:		
<u>Adjustments for (increase) / decrease in operating assets:</u>		
Trade receivables	(1,090.885)	910.438
Short-term loans and advances	34.399	(39.317)
Other current assets	36.820	12.561
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(31.978)	55.072
Other current liabilities	1,003.819	(1,396.354)
	<b>(47.825)</b>	<b>(457.600)</b>
Cash flow from extraordinary items	-	-
Cash generated from operations	<b>3,612.064</b>	<b>3,815.241</b>
<b>Net income tax (paid) / refunds</b>	(1,299.308)	(3,242.796)
<b>Net cash provided by operating activities</b>	<b>2,312.756</b>	<b>572.444</b>
<b>Cash flows from investing activities</b>		
Capital expenditure on fixed assets, including capital advances	-	(186.841)
Withdrawals / (Investments in)		
-Bank balances not considered as Cash and cash equivalents	(829.597)	9,957.967
-Fixed deposits (net of interest accruals)	874.896	(25,312.622)
(Purchase) of long-term investments		
- Others	(2,798.031)	(553.365)
Interest received	3,385.002	3,962.878
Dividend received	5,299.262	4,343.665
<b>Net cash (used in) investing activities</b>	<b>5,931.532</b>	<b>(7,788.318)</b>
<b>Cash flows from financing activities</b>		
Dividends paid	<b>(7,338.370)</b>	<b>(9,172.963)</b>
<b>Net cash provided by/ (used in) by financing activities</b>	<b>(7,338.370)</b>	<b>(9,172.963)</b>
Net increase in cash and cash equivalents	<b>905.918</b>	<b>(16,388.836)</b>
Cash and cash equivalents at the beginning of the year (note: 14)	1,197.013	17,585.850
<b>Cash and cash equivalents at the end of the year (note: 14)</b>	<b>2,102.931</b>	<b>1,197.014</b>
	-	-

This is the cash flow statement referred to in our report attached

**for Deepak Niraj & Associates**  
**Chartered Accountants**

Sd/-

**Deepak Chopra**

**Partner**

**Membership No. 227144**

FRN: 014707S

UDIN:23227144BGTNEU6358

Place: Bangalore

Date : 22nd August 2023

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

Sd/-

**Vinod G Jain**

DIN : 00248275

Whole time Director

Bangalore

Date 22nd August 2023

Sd/-

**Raghavan Venkata Raman**

DIN : 09110989

Director

Bangalore

Date 22nd August 2023







