

# KANDARP

## DIGI SMART BPO LIMITED

**“ONE STOP SOLUTIONS”**

**REGISTERED OFFICE: GF-22 HANS BHAWAN, BAHADUR SHAH ZAFAR**  
**MARG NEW DELHI CENTRAL DELHI-110002, INDIA**

# **23<sup>RD</sup> ANNUAL REPORT 2023-24**

### COMPANY'S CORE INFORMATION



**Name of Company:** Kandarp Digi Smart BPO Limited

**CIN:** U74899DL2001PLC109565

**R/O:** GF-22, Hans Bhawan, Bahadur Shah Zafar Marg, New Delhi Central Delhi-110002, India.

**Corporate Office:** C-69, Sector-2, Noida UP 201301, India

**Email Id:** [info@kdsbpo.com](mailto:info@kdsbpo.com)

**Website:** [www.kdsbpo.com](http://www.kdsbpo.com)

### SIGNATORIES INFORMATION

1. Mr. Sunil Kumar Rai (Chairman-Cum-Managing Director)
2. Mrs. Meenakshi Pathak (Whole Time Director)
3. Mr. Pankaj Rai (Non-Executive Director)

### INDEPENDENT DIRECTORS

1. Mr. Pramod Kumar Tiwari
2. Mrs. Anita Jha

### COMPANY SECRETARY/CHIEF FINANCIAL OFFICER

1. Ms. Niharika Gupta ,Compliance Officer cum Company Secretary(Cessation w.e.f 01.03.2024)
2. Mrs. Anisha Kumari ,Compliance Officer cum Company Secretary (Appointed w.e.f 30.05.2024)
3. Mr. Parbind Jha (Chief Financial Officer)

**REGISTRAR TO ISSUE**



**Name of RTA:** Skyline Financial Services Private Limited

**R/O:** D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020

**Email Id:** [ipo@skylinerta.com](mailto:ipo@skylinerta.com); or [admin@skylinerta.com](mailto:admin@skylinerta.com)

**Investor Grievance Email:** [grievances@skylinerta.com](mailto:grievances@skylinerta.com)

**Website:** [www.skylinerta.com](http://www.skylinerta.com)

**BANKERS TO THE COMPANY**



**Name of Bank:** HDFC Bank Limited

**R/O:** Ansal Fortune, K Block sector 18, Noida – 201301

**Email Id:** [support@hdfcbank.com](mailto:support@hdfcbank.com)

**Website:** [www.hdfcbank.com](http://www.hdfcbank.com)

Contact Person: Satyendra Singh

**AUDITOR'S OF THE COMPANY**

**Name of Auditor's:** M/S. B Manna & Co.(Chartered Accountants)

**R/O:** 63/5, Brick Field Report, Ramchandrapur, Kolkata-700104, India

**Email Id:** [cabmanna@gmail.com](mailto:cabmanna@gmail.com)

**Firm Registration No.:**0325326E

<b>BANKERS TO THE ISSUE AND REFUND BANKER/SPONSOR BANK</b>
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**Name of Bank:** ICICI Bank Limited

**Address:** Capital Market Division, 5th Floor, HT Pareskh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020, Maharashtra, India

**Telephone No.** – 022-68052185

**Fax Number** – 022-22611138

**Email** – [sagar.welekar@icicibank.com](mailto:sagar.welekar@icicibank.com)

**Website** – [www.icicibank.com](http://www.icicibank.com)

**Contact Person** – Mr. Sagar Welekar

**SEBI Registration Number** – INBI000000004

<b>SECRETARIAL AUDITOR</b>
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**Name of Auditor's:** M/S. Neha Mehra & Associates (Company Secretaries)

**R/O:** Flat No. 321, 6<sup>th</sup> Floor Atulaya Apartment, Sector 18A, Dwarka 110078, India

**Phone No. :** 08870620503 **Membership No.** 26134

**COP:** 12856

**Email Id:** [nehamehraassociates@gmail.com](mailto:nehamehraassociates@gmail.com)

## CHAIRMAN'S MESSAGE

Dear Shareholders,

It gives me great pleasure to welcome you to the 23<sup>rd</sup> Annual General Meeting for the financial year ended 31<sup>st</sup> March 2024 of our company i.e., KANDARP DIGI SMART BPO LIMITED (Formerly known as Kandarp Management Services Private Limited).

Your presence here is a testimony to your interest and support to the company. As you all know, Kandarp was started in the year 2001 with a meagre capital, but a very ambitious vision- to build a business and spread it all over India.

We are pleased to inform you that company has been able to successfully face the challenges appropriately and register respectable growth.

At this point in time, I have the pleasure and privilege to share with you the highlights of the year's performance and Outlook for the next Year as mentioned below:

At this point in time, I like to share with you the highlights of the year's performance and Outlook for the next Year as mentioned below:

- Our total revenue for the year 2023-24 was Rs. 1651.30 lacs as compared to Rs. 1611.28 lacs in the previous year i.e 2022-23 which represents the increase of 2.48% in the Standalone Financials.
- Our Profit before tax was Rs. 156.21 lacs as compared to Rs. 125.64 lacs in the previous year altogether the profit after tax was Rs. 101.24 lacs as compared to Rs. 102.16 lacs in the previous year.

Finally I am thankful to all our Stakeholders, our Bankers, our Investors, our Vendors and most importantly our customers for their trust and faith. I must acknowledge huge contribution from entire Group Companies i.e. not only from the flagship company but also from the group companies, who push their boundaries, rise above challenges and leave no stone unturned to achieve consumer satisfaction.

With Warm Regards,

Sunil Kumar Rai  
Chairman

# STATUTORY SECTION



### **NOTICE OF CALLING 23<sup>RD</sup> AGM**

Notice is hereby given that the 23rd Annual General Meeting of the Members of M/s Kandarp Digi smart BPO Limited will be held on 27th September, 2024 on Friday at 01.00 Pm at its Registered Office at GF-22 Hans Bhawan, Bahadur Saha Zafar Marg New Delhi Central Delhi 110002 India to transact the following Business:-

#### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024 and the Report of the Directors and Auditors thereon.
2. To take Appointment of Auditor M/s Ashutosh Pandey & Associates, Chartered Accountants, (FRN: 021376N) as Statutory Auditor of company.
3. To appoint Director in place of Mr. Pankaj Rai (DIN: 05250574), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

#### **SPECIAL BUSINESS:-**

4. To take approval of shareholder to raise fresh capital upto 60 crores over a period of 5 Years by way of preferential allotment in the future and as deemed necessary from time to time.

Place: Delhi  
Date: 05.09.2024

Anisha Kumari  
Company Secretary  
M. No. ACS 67823

**Notes:-**

- 1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. Members/ Proxies should bring their attendance slip duly filled in order to attend the meeting. A person can act as proxy on behalf of members' not exceeding fifty (50) and holding in the aggregate not more than ten (10) percent of the total share capital of the Company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
  - 2. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanship of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulation 2015 are provided in the Corporate Governance Report forming part of the Annual Report.**
  - 3. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.**
  - 4. The Register of Members and Share Transfer Book of the Company shall remain closed from Friday, 21<sup>st</sup> September 2024 to Saturday, 27<sup>th</sup> September 2024 (both days inclusive).**
  - 5. Members are requested to bring their copies of the Annual Report with them, since separate copies will not be distributed at the venue of the Annual General Meeting.**
- The shareholders are hereby informed that all the correspondence in connection with the shares is addressed to the Registrar & Share Transfer Agent M/s Skyline Financial Services Private Limited, D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020.*
- 6. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.**
  - 7. Members are requested to send their queries, if any, at least seven days in advance of the meeting.**
  - 8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Share Transfer Agent.**
  - 9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.**
  - 10. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.**

*The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.*

- 11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the Concerned Depository Participant and holdings should be verified.*
- 12. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.*
- 13. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.*
- 14. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website at [www.kdsbpo.com](http://www.kdsbpo.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (11.00 A.M. to 5.00 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@kdsbpo.com](mailto:cs@kdsbpo.com).*
- 15. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).***

*The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.*

*The Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (link of website of company).*

***The e-voting period commences at 9:00 a.m. on Tuesday, 24<sup>th</sup> September, 2024 and will end at 5:00 p.m. on Thursday, 26<sup>th</sup> September, 2024. During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.***

*The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 20th September, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or (company/ RTA email id) .*

*The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.*

#### **16. E-Voting: The Instructions For Members For Remote E-Voting Are As Under:-**

*The remote e-voting period begins on 24th September, 2024 at 09:00 A.M. and ends on 26th September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 20.09.2024(Friday) may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 20.09.2024 (Friday).*

#### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*





##### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in Demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="border: 1px solid black; padding: 10px; margin: 10px 0;"> <p style="text-align: center; color: #0070C0;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

5. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nehamhiraassociates@gmail.com](mailto:nehamhiraassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@kdsbpo.com](mailto:cs@kdsbpo.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [cs@kdsbpo.com](mailto:cs@kdsbpo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

**For and on the behalf of the Board  
Kandarp Digi Smart BPO Limited**

**Place: Delhi  
Date: 05.09.2024**

**Anisha Kumari  
Company Secretary  
M. NO. 67823**

**Details of Directors seeking re-appointment at the forthcoming Annual General Meeting:-**

<b>Name of Director</b>	<b>Mr. Pankaj Rai</b>
<b>Date of Birth</b>	03/11/1974
<b>Expertise in specific functional areas</b>	Experience over 31 Years approx
<b>Date of original appointment</b>	14/08/2012
<b>Disclosure of relationships between directors inter-se</b>	No relation
<b>Qualification</b>	Graduate
<b>List of outside Directorship held in Public Company</b>	NIL
<b>Chairman/Member of the Committee of the Board of Directors of the Company.</b>	No
<b>Chairman/Member of the Committee of the Board of Directors of other Companies</b>	Nil

## **BOARD'S REPORT**

Dear Members,

### **Kandarp Digi Smart BPO Limited**

The financial Summary:-

(Rs. In Lacs)

Particulars	2023-24	2022-23
Sales & Other Income	1651.30	1611.28
Profit before Finance Cost, Depreciation & Tax	284.61	215.29
Finance Cost	48.59	27.41
Depreciation & Amortization Expenses	79.81	62.24
Profit before extraordinary items and Tax	156.21	125.64
Extra-Ordinary Items	0	0
Profit/(loss) before tax	156.21	125.64
Current Tax	40.61	32.67
Deferred Tax	14.35	-9.18
MAT Credit Entitlement	-	-
Profit after Tax	101.24	102.16

### **FINANCIAL PERFORMANCE**

Company's sales and other income for FY 2023-24 is Rs. 1654.34 (Lacs) as compared to Rs. 1613.51 (lacs)/- of previous FY i.e., 2022-23 showing increase of 2.53%. The Company earned profit after tax Rs. 101.24 (lacs) as compared to Rs. 102.16 (lacs) in previous year.

### **TRANSFER OF RESERVES**

Company has transferred 895.78 lakhs amount to General Reserve.

### **LISTING INFORMATION**

The Company Shares are listed as follows:

Name of Stock Exchanges	Stock Code/Symbol
National Stock Exchange of India Limited (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051	<b>KANDARP</b>

**SHARE CAPITAL**

The authorized share capital of the company as on 31st March, 2024 is Rs. 10.00 crores.

The paid up share capital of the Company as on 31st March, 2024 is Rs. 89,730,000/-.

Name of Shareholders	No. of Shares Issued
Mrs. Meenakshi Pathak	5,00,400 eq. shares
Reliable Data Services Limited	5,643,000 eq. shares
Mr. Sunil Kumar Rai	1,26,000 eq. shares

**DIRECTORS RESPONSIBILITY STATEMENT**

As required by section 134 (3) (c) of Companies Act 2013. Your Directors state that:

- in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- the Directors have 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 the Company as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors have prepared the annual accounts on a 'going concern' basis;
- the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**DEPOSITS**

During the financial year 2023-24, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

**DETAILS OF SIGNIFICANT AND MATERIALS ORDER PASSED BY THE REGULATORS, COURTS, TRIBUNAL**

No significant and material order has been passed by the regulator, courts, tribunals impacting the going concern status and Companies operations in future.

## **CORPORATE SOCIAL RESPONSIBILITY**

Provisions of Corporate Social Responsibility pursuant to the provisions of the section 135 of the Companies Act 2013 is not applicable on our company.

## **RISK MANAGEMENT**

Risk management is the process of identification, assessment, and prioritization, of risk followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive risk assessments and minimization procedure which is reviewed by the audit committee and approved by Board.

## **INTERNAL FINANCIAL CONTROL**

According to Section 134(5) (e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company 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 Kandarp financial information.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All transactions entered with related parties during the financial year 2023-24, were on an arm's length basis and were in ordinary course of Business and the provisions of section 188 of the Companies Act, 2013 are not attracted. The disclosure in form AOC-2 is given Annexure III. Further, there are no materially significant related party transactions during the year made by the Company with promoter, Directors, Key Managerial personnel or other designated persons which may have potential conflict with the interest of the Company at large.

All related party transactions are placed before the audit committee for approval. Prior omnibus approval of the audit committee is obtained for the transaction which is of a foreseen and repetitive nature. Transaction entered into pursuant to omnibus approval so granted along with statements giving details of all related party transaction are placed before the audit Committee.

In line with the requirements of the Companies Act, 2013 and SEBI Listing Regulation 2015, the Company has formulated a Policy on Related Party Transactions which is also available on Company's website at [www.kdsbpo.com](http://www.kdsbpo.com).

S. No.	Related Parties	Nature of Relation
1	Pankaj Rai	Director
2	Anil Khullar Resignation 16/03/2021	Director
3	Sunil Kumar Rai Appointment 25/02/2021	Managing Director
4	Mrs Anita Jha Join 30/09/2021	Independent Director
5	Authentic Healthcare Services Pvt Ltd	Subsidiary of Holding Company
6	Ascent Keyboardlabs Technologies Pvt Ltd	Subsidiary of Holding Company
7	Reliable Data Services Ltd.	Holding Company
8	Authentic Developers Pvt Ltd.	Subsidiary of Holding Company
9	Sharp Eagle Investigation Pvt. Ltd.	Subsidiary of Holding Company
10	Vibrant Educare Pvt. Ltd.	Subsidiary of Holding Company
11	Reliable Agri Services Private Ltd.	Subsidiary of Holding Company
12	Factoring Management Services India Pvt. Ltd.	Subsidiary of Holding Company
13	RDS Allied Services Private Limited	Subsidiary of Holding Company

## **DIRECTORS**

**Mr. Pankaj Rai, Non-Executive Director** (DIN: 05250574) retires from the Board by rotation and being eligible, offer himself for reappointment.

The above is subject to approval of the Shareholders in the ensuing Annual General Meeting.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Remuneration Policy of the Company is designed to attract, motivate and retain manpower in a competitive and international market. The policy reflects the Company's objectives for good corporate governance as well as sustained long-term value creation for shareholders. The Remuneration Policy applies to the Company's senior management, including its Key Managerial Person and Board of Directors. The Nomination and Remuneration Policy for the members of Board and Executive Management is available on the Company's website, [www.kdsbpo.com](http://www.kdsbpo.com)

## **ANNUAL EVALUATION OF BOARD'S PERFORMANCE**

In accordance with the provisions of Schedule IV of the Companies Act 2013, a separate meeting of the Independent Directors was held properly without the attendance of Non-Independent Directors and Members of the Management. The Committee has reviewed the performance and effectiveness of the Board in this meeting as a whole for the Financial Year 2023-24.

## **KEY MANAGERIAL PERSONNEL**

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:-

**Mr. Sunil Kumar Rai:** - Managing Director (DIN: 01989744)

**Mrs. Meenakshi Pathak:** - Whole Time Director (DIN: 02009605)

**Mr. Pankaj Rai:** Non-Executive Director (DIN: 05250574)

**Mr. Parbind Jha:** - Chief Financial Officer

**Ms. Niharika Gupta:** - Company Secretary (Cessation w.e.f.01.03.2024)

**Ms. Anisha Kumari** was appointed as whole time company secretary and compliance officer w.e.f.30.05.2024

### **NUMBER OF BOARD MEETINGS OF BOARD OF DIRECTORS.**

The Board of Directors duly met Four times during the financial year 2023-24 for which proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for the purpose.

### **DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules.

### **DISCLOSURE BY INDEPENDENT DIRECTORS**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The company has a policy and it provides for protection against sexual harassment of woman at work place and for prevention and redressal of such complaints.

The Company has zero tolerance on Sexual Harassment at workplace. During the year under review, no complaints were received against the sexual harassment at workplace.

### **AUDITORS**

To Appoint Ashutosh Pandey & Associates, Chartered Accountant, (FRN:021376N.), as Statutory Auditors of the Company for Five years and in this regard pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s Ashutosh Pandey & Associates, Chartered Accountant, (FRN:021376N)** be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this 23rd Annual General Meeting of the Company till the conclusion 28th Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.



**FURTHER RESOLVED THAT** all Director of the company be and are hereby authorised to sign the necessary documents and to do all such acts, matters, deeds and things and to take all necessary steps for giving effect to the above mentioned resolution as deemed fit;

### **SECRETARIAL AUDITOR**

The Board has appointed Mrs. Neha Mehra, Practicing Company Secretary to conduct the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report is annexed herewith to this Report.

### **COST AUDIT**

Provision given under section 148 of Companies Act, 2013 and rule 14 of company (audit and auditor) rules, 2014, not applicable for our company.

### **VIGIL MECHANISM**

The Company has framed a vigil mechanism/whistle blower policy to deal with unethical behavior actual or suspected fraud or violation of the Companies Code of Conducts or ethics policy, if any. The Vigil Mechanism/whistle blower policy has been uploaded on the website of the Company.

### **PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

The Details of loans, guarantees or investments covered under the provision of under Section 186 of the Companies Act, 2013 are given in the Note to the Financial Statement.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The provision of Conservation of energy, Technology absorption and Foreign Exchange earnings and outgo as stipulated under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not applicable on our company.

### **OTHER DISCLOSURES**

During the year, there were no transaction requiring disclosure or reporting in respect of matters relating to:

- (a) pendency of any proceeding under the Insolvency and Bankruptcy Code, 2016; and
- (b) instance of one-time settlement with any bank or financial institution

### **ACKNOWLEDGEMENT**

The Directors of the Company wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Directors sincerely convey their appreciation to customers, shareholders, vendors, bankers, business associates, regulatory and government authorities for their continued support.



## **APPRECIATION AND ACKNOWLEDGMENTS**

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain as industry leaders.

The board places on record its appreciation for the support and co-operation your company has been receiving from its suppliers, retailers, dealers and other associated with the company. Our company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be the Company's endeavour to build and nurture strong links on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

The Directors also take the opportunity to thank all shareholders, clients, vendors, Banks, Government and Regulatory authorities and stock exchanges, for their continued support.

**For and on behalf of the Board of Directors  
Kandarp Digi Smart BPO Limited**

**Sunil Kumar Rai  
Chairman-cum-Managing Director**

**Place:-Delhi**

**Dated:-05.09.2024**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Kandarp Digi Smart BPO Limited  
CIN: U74899DL2001PLC109565  
GF-22 Hans Bhawan  
Bahadur Shah Zafar Marg,  
New Delhi Central Delhi 110002 India

**Secretarial compliance report of KANDARP DIGI SMART BPO LIMITED for the year ended 31st March 2024.**

After Examination

- a. all the documents and records made available to us and explanation provided by KANDARP DIGI SMART BPO LIMITED (“the listed entity”),
- b. the filings/ submissions made by the listed entity to the stock exchanges,
- c. website of the listed entity,
- d. any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of :
  - a. the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  - b. the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- d. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i. other regulations as applicable) and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- a. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance (Regulations! guidelines including clause)	Requirement circulars! specific	Deviations	Observations! Remarks of the Practicing Company Secretary
	NIL		NIL	NIL

- b. The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- c. The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations! Remarks of the Practicing Company Secretary, if any.

1.				
2.			NIL	

d. The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No .	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year end (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

(Note:

1. Provide the list of all the observations in the report for the previous year along with the actions taken by the listed entity on those observations.
2. Add the list of all observations in the reports pertaining to the periods prior to the previous year in case the entity has not taken sufficient steps to address the concerns raised! Observations.

E.g. In the report for the year ended 31st March, 2024, the PCS shall provide a list of:

- ☐ all the observations in the report for the year ended 31<sup>st</sup> March, 2024 along with the actions taken by the listed entity on those observations.
- ☐ the observations in the reports pertaining to the year ended 31<sup>st</sup> March, 2024 and earlier, in case the entity has not taken sufficient steps to address the concerns raised/ observations in those reports.)

**For Neha Mehra & Associates  
Company Secretary**

**Date: 05.09.2024  
Place: Delhi**

**Neha Mehra  
(Proprietor)  
ACS: 26134  
COP: 12856**

**Date:05.09.2024**

**To,  
The Members,  
Kandarp Digi Smart BPO Limited  
CIN: U74899DL2001PLC109565  
GF-22, Hans Bhawan, Bahadur Shah Zafar Marg,  
New Delhi 110002 India**

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliances of laws, rules, regulations and happening of events etc.
5. The compliances of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy of effectiveness with which the management has conducted the affairs of the company.

**For Neha Mehra & Associates  
Company Secretary**

**Neha Mehra  
(Proprietor)  
ACS: 26134  
COP: 12856**

**Date:05.09.2024  
Place: Delhi**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KANDARP DIGI SMART BPO LIMITED**

### **Independent Auditors' Report To the Members of Kandarp Digi Smart BPO Limited Report on the Audit of the Standalone Financial Statements**

Report on Standalone Annual Financial Results and half yearly Results of Kandarp Digi Smart BPO Limited Pursuant to the Regulation 33 of the SEBI **(Listing Obligations and Disclosure Requirements) Regulations, 2015** (as amended)

#### **Opinion**

1. We have audited the accompanying standalone annual financial results ('the Statement') of Kandarp Digi Smart BPO Limited ('the Company') for the year ended 31 March 2024, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations'), including relevant circulars issued by the Securities and Exchange Board of India ('SEBI') from time to time.
2. In our opinion and to the best of our information and according to the explanations given to us, the Statement: is presented in accordance with the requirements of Regulation 33 of the Listing Regulations and give a true and fair view in conformity with the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with relevant rules issued thereunder, and other accounting principles generally accepted in India, of the standalone Net profit after tax and other comprehensive income and other financial information of the Company for the year ended 31 March 2024.

#### **Basis for Opinion**

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Statement* 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 ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

#### **Management's and Those Charged with Governance Responsibilities for the Statement**

4. These Standalone Financial results have been prepared on the basis of the standalone annual financial statements. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations including SEBI Circular. 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 Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the standalone financial results by the Director of the Company, as aforesaid.

5. In preparing the Statement, 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.
6. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Statement**

7. Our objectives are to obtain reasonable assurance about whether the Statement as a whole is 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 Standards on Auditing, specified under section 143 (10) of the Act, 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 standalone financial results.
8. As part of an audit in accordance with the Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the Statement, 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 Act, we are also responsible for expressing our opinion on whether the Company has in place an adequate internal financial controls system over financial reporting 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 the management.
  - Conclude on the appropriateness of the 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 Statement 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 Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- 9. 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.
- 10. 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.

### **Other Matter**

- 11. The Statement includes the financial results for the half year ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the half year of the current financial year, which were subject to limited review by us as required under the Listing Regulations.
- 12. The standalone financial results dealt with by this report has been prepared for the express purpose of filing with National Stock Exchange of India. These results are based on and should be read with the audited standalone financial statements of the company for the year ended March 31,2024 on which we issued an unmodified audit opinion vide our report dated May 30,2024

**FOR B MANNA & COMPANY**  
**(Chartered Accountants)**  
**FRN:0325326E**

**Biswanath Manna**  
**(Partner)**  
**M.No. 061940**  
**UDIN : 24061940BKEPHC7135**

**Place: New Delhi**  
**Date: 30/05/2024**



### **“Annexure-A”: To the Independent Auditor’s Report**

Report as required by the Companies (Auditor’s Report) Order, 2020 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 (Refer to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date) With reference to the Annexure A referred to in the Independent Auditors’ Report to the members of the Company on the Standalone Financial Statements for the year ended March 31, 2024, we report the following:

(i) (a) (A) The Company has proper records related to full particulars including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has proper records related to full particulars of Intangible assets.

(i) (b) According to the information explanation given to us. In our opinion Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification during the year.

(c) According to the information explanation given to us and on the basis of our examination of the records of the company. Details of immovable properties, which are not held in the name of the company, are NIL: Description of property Gross carrying value Title deeds held in the name of Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director Period held Reason for not being held in the name of the company Building under Property.

(d) According to the information explanation given to us and on the basis of our examination of the records of the company. The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.

(e) According to the information explanation given to us and on the basis of our examination of the records of the company .No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i) (e) of paragraph 3 of the order are not applicable to the company.

(ii) (a) The Company is a service Company, primarily rendering back office service. Accordingly it does not hold any physical inventories. Thus paragraph (ii) (a) of the Order is not applicable to the company.

(b) According to the information explanation given to us and on the basis of our examination of the records of the company. The company has been sanctioned working capital limits in excess of five crore rupees. In aggregate, from banks on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the company with such banks are in agreement with the books of account of the company.

(iii) According to the information explanation given to us and on the basis of our examination of the records of the company, the company has not made any investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, the provisions of clause 3(iii) of the said Order are not applicable to the company.

(iv) According to the information explanation given to us and on the basis of our examination of the records of the company, the company has not made any loans, investments, guarantees and security on which provisions of section 185 and 186 of the Companies Act 2013 are applicable. Therefore, the provisions of clause 3(iv) of the said Order are not applicable to the company.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of Clause (v) of paragraph 3 of the order are not applicable to the Company.

(vi) As explained to us, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act for any of the products of the Company. Therefore, the provisions of Clause (vi) of paragraph 3 of the order are not applicable to the Company.

(vii) (a) The Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales Tax, Wealth tax, Service tax, Duty of Customs, duty of Excise, Value Added Tax, GST, Cess and other statutory dues with the appropriate authorities to the extent applicable to it. There are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, value added tax, duty of customs, duty of excise or cess which have remained outstanding as at March 31, 2024 for a period of more than 6 months from the date they became payable.

(b) According to the information and explanations given to us, there are not any statutory dues referred in sub-clause (a) which have not been deposited on account of any dispute. Therefore, the provisions of Clause (vii)(b) of paragraph 3 of the order are not applicable to the Company.

(viii) In our opinion and according to the information and explanations given to us, there is no any transaction not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

(ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan or other borrowings or any interest due thereon to any lender.

(b) In our opinion and according to the information and explanations given to us, the company has not been a declared willful defaulter by any bank or financial institution or other lender.

(c) In our opinion and according to the information and explanations given to us, the loans were applied for the purpose for which the loans were obtained.

(d) In our opinion and according to the information and explanations given to us, there are no funds raised on short term basis which have been utilized for long term purposes.

(e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) In our opinion and according to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. (x)

(x) (a) The Company has not raised any moneys by way of initial public or further public offer (including debt instruments). Accordingly. Clause 3 (x) (a) of the order are not applicable to the Company.

(b) In our opinion and according to the information and explanations given to us, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly clause 3 (x) (b) of the order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us. We have not noticed any case of fraud by the company or any fraud on the Company by its officers or employees during the year. The management has also not reported any case of fraud during the year.

(b) According to the information explanation given to us and on the basis of our examination of the records of the company. During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As auditor, we did not receive any whistle- blower complaint during the year.

(xii) According to the information explanation given to us, the company is not a Nidhi Company. Therefore, the provisions of Clause (xii) of paragraph 3 of the order are not applicable to the Company.

(xiii) As per the information and explanations received to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable, and the details have been disclosed in the financial statements, etc., as required by the applicable accounting standards. Identification of related parties were made and provided by the management of the company.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit report of the company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him for the year under review. Therefore, the provisions of Clause (xv) of paragraph 3 of the order are not applicable to the Company.

(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 during the year.

(c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) As per the information and explanations received, the group does not have any Core Investment Company (CIC) as part of the group.

(xvii) The company has not incurred cash loss in current financial year as well in immediately preceding financial year.

(xviii) There has been no resignation of the previous statutory auditors during the year.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention , which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Standalone balance sheet as and when they fall due within a period of one year from the Standalone 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) In our opinion and according to the information and explanations given to us, there is not liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility. Therefore, the provisions of Clause (xx) of paragraph 3 of the order are not applicable to the Company.

**FOR B MANNA& COMPANY**  
**(Chartered Accountants)**  
**FRN:0325326E**

**Biswanath Manna**  
**( Partner )**  
**M.No. 061940**  
**UDIN : 24061940BKEPHC7135**

**Place: New Delhi**  
**Date: 30/05/2024**

**KANDARP DIGI SMART BPO LTD.**  
**(Formerly Known as Kanadarp Management Services Private Limited)**  
**BALANCE SHEET AS AT 31ST MARCH, 2024**

CIN U74899DL2001PLC109565

	Particulars	Note	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Shareholders' Funds</b>			
	(a) Share capital	1(a)	897.30	897.30
	(b) Reserves & surplus	1(b)	895.78	790.74
<b>(2)</b>	<b>Non-current Liabilities</b>			
	(a) Long-term borrowings	2(a)	65.43	23.72
	(b) Deferred tax liabilities	4(b)	5.09	
<b>(3)</b>	<b>Current Liabilities</b>			
	(a) Short-term borrowings	3(a)	417.13	240.04
	(b) Trade payables	3(b)	89.70	491.49
	(c) Other current liabilities	3(c)	94.54	73.76
	(d) Short-term provisions	3(d)	95.46	90.23
	<b>TOTAL</b>		<b>2,560.42</b>	<b>2,607.27</b>
<b>II.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-Current Assets</b>			
	Property Plant & Equipments and Intangible assets			
	(a) Property Plant & Equipments	4	57.28	87.71
	(b) Intangible assets	4	304.60	353.97
	(b) Capital Work in Progress	4(a)	761.62	754.62
	(b) Deferred tax assets (Net)	4(b)		9.26
<b>(2)</b>	<b>Current assets</b>			
	(a) Trade receivables	5(a)	1,022.59	1,010.83
	(b) Cash and cash equivalents	5(b)	96.32	23.67
	(c) Short term loans and advances	5(c)	194.70	240.08
	(d) Other current assets	5(d)	123.32	127.12
	<b>TOTAL</b>		<b>2,560.42</b>	<b>2,607.27</b>

**Note-12 Notes on Accounts & Note-13 Significant Accounting Policies forming part of accounts**

As per our audit report of even  
date attached herewith

**FOR B MANNA & CO.**

Chartered Accountants

FRN:0325326E

For & On Behalf of Board of Directors

**KANDARP DIGI SMART BPO LTD.**

**Biswanath Manna**

**(Proprietor)**

**M No.061940**

**UDIN:24061940BKEPHC7135**

**Pankaj Rai**

**Director**

**DIN:05250574**

**Sunil Kumar Rai**

**Managing Director**

**DIN: 01989744**

**Place: New Delhi**

**Date: 30/05/2024**

**Parbind Jha**

**CFO**

**Anisha Kumari**

**Company Secretary**

**M.No.67823**

**KANDARP DIGI SMART BPO LTD.**

(Formerly Known as Kandarp Management Services Private Limited)

**PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024**
**CIN U74899DL2001PLC109565**

Particulars		Note	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
I.	<b>Revenue from Operations</b>	6	1651.30	1,611.28
II.	Other Income	7	3.04	2.22
III.	Total Income		1654.34	1,613.51
IV.	<b>Less: Direct Expenses</b>			
	Employee benefits Expenses	8	123.64	135.91
	Finance costs	9	48.59	27.41
	Other expenses	10	1246.10	1,262.30
	Non Cash Expenses - Depreciation	11	79.81	62.24
	<b>Total Direct Expenses</b>		<b>1498.14</b>	<b>1,487.86</b>
V.	<b>Profit /(loss) before exceptional items and tax (III-IV)</b>		<b>156.21</b>	<b>125.64</b>
VI.	Exceptional Items			
VII.	Profit/(Loss) before tax(V-VI)		156.21	125.64
VIII	Tax Expense:			
	(1) Current tax		40.61	32.67
	(2) Deferred tax		14.35	(9.18)
IX	Profit/(loss)for the period from continuing operations(VII-VIII)		101.24	102.16
X	Profit/(loss) from discontinuing operations		0	-
XI.	Tax expense of discontinuing operations		0	-
XII.	Profit/(loss) from discontinuing operations (after tax) (X-XI)		0	-
XIII.	Profit/(Loss) for the period (IX+XII)		101.24	102.16
XIV.	Earning per equity share:			
	(1) Basic		1.13	1.14
	(2) Diluted		1.13	1.33

**Note-12 Other Notes on Accounts & Note-13 Significant Accounting Policies forming part of accounts**

As per our audit report of even date  
attached herewith

**FOR B MANNA & CO.**

Chartered Accountants

FRN:0325326E

For & On Behalf of Board of Directors  
**KANDARP DIGI SMART BPO LTD.**

**Biswanath Manna**

**(Proprietor)**

**M No.061940**

**UDIN:24061940BKEPHC7135**

**Place: New Delhi**

**Date: 30/05/2024**

**Pankaj Rai**

**Director**

**DIN:05250574**

**Sunil Kumar Rai**

**Managing Director**

**DIN: 01989744**

**Parbind Jha**

**CFO**

**Anisha Kumari**

**Company Secretary**

**M.No.67823**



Rs. In Lakhs				
KANDARP DIGI SMART BPO LTD.				
(Formerly Known as Kanadarp Management Services Private Limited)				
CASH FLOW STATEMENT				
FOR THE YEAR ENDING 31ST MARCH, 2024				
	FY 2023-24		FY 2022-23	
Particulars	Amounts		Amounts	
	(Rs. In Lakhs)			
Profit before taxation and Extra ordinary items	156.21		125.64	
<i>Adjustments for:</i>				
Depreciation	79.81		62.24	
Interest income	(3.04)		(2.22)	
Interest Paid	48.59		27.41	
<i>Changes in Working Capital:</i>				
(Increase) / Decrease in Trade Receivables	(11.76)		(198.33)	
(Increase) / Decrease in Other Current Assets	3.80		(112.36)	
(Increase) / Decrease in Other non Current Assets			-	
Increase / (Decrease) in Trade Payables	(401.79)		(273.98)	
Increase / (Decrease) in Short term Provisions	5.23		26.37	
Increase / (Decrease) in Other Current Liabilities	20.78		13.43	
Cash generated from operations			(331.79)	
Income taxes paid/ Adjustment	(36.81)		(33.91)	
<i>Net cash from operating activities</i>		(138.97)	-	(365.70)
	-		-	
<b>Cash flows from investing activities</b>				
Sale / (Purchase) of Tangible Assets	0.00		(7.29)	
Capital work in progress	(7.00)		-	
Sale / (Purchase) of Intangible Assets	(0.00)		(353.97)	
(Increase) / Decrease in Short term Loan and Advances	45.39		(113.44)	
Curent Investment			-	
Interest income	3.04		2.22	
<i>Net cash used in investing activities</i>		41.42		(472.49)

<b>Cash flows from financing activities</b>				
Bonus Equity Share Issued				
Increase / (Decrease) in short-term borrowings	177.09		40.32	
Increase / (Decrease ) in long-term borrowings	41.71		29.86	
Interest Paid	(48.59)		(27.41)	
Equity Share Issued			270.00	
Security Premium			540.00	
<b>Net cash used in financing activities</b>		<b>170.20</b>		<b>852.77</b>
<b>Net increase in cash and cash equivalents</b>		<b>(72.65)</b>		<b>14.57</b>
<b>Cash and cash equivalents at beginning of period</b>		<b>23.67</b>		<b>9.10</b>
<b>Cash and cash equivalents at end of period</b>		<b>96.32</b>		<b>23.67</b>

As per our audit report of even date attached  
herewith  
**FOR B MANNA & CO.**  
Chartered Accountants  
FRN:0325326E

For & On Behalf of Board of  
Directors

**Biswanath Manna**  
(Proprietor)

**Pankaj Rai**  
Director

**Sunil Kumar Rai**  
Managing Director

M No.061940  
**UDIN:24061940BKEPHC7135**

**DIN:05250574**

**DIN: 01989744**

Place: New Delhi  
Date: 30/05/2024

**Parbind Jha**  
CFO

**Anisha Kumari**  
Company Secretary  
M.No.67823

**KANDARP DIGI SMART BPO LIMITED**

<b>NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF BALANCE SHEET AS AT 31ST MARCH, 2023</b>	<b>As at 31st March, 2024 Rs. In Lakhs</b>	<b>As at 31st March, 2023 Rs. In Lakhs</b>
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**Note:1 (a) Share Capital**

<b>A) Authorised Share Capital</b>		
10,00,000 Equity Shares of Rs 10 each	1000.00	1000.00
<b>B) Issued, subscribed &amp; fully paid up:</b>	-	-
89,73,000 Equity Shares of Rs 10 each	897.30	627.30
	<b>Nos</b>	<b>Nos</b>
Aggregate number of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	Nil	Nil
Aggregate number of shares allotted as fully paid up by way of bonus shares.	Nil	Nil
Aggregate number of shares bought back.	Nil	Nil

**C) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period.**

	<b>No. of Shares</b>	<b>Values in Rs</b>	<b>No. of Shares</b>	<b>Values in Rs</b>
Equity Shares at the beginning of the year	8,973,000	897.30	6,273,000	627.30
Bonus Equity Share allotted during the year				
Equity Shares issue during the year			2,700,000	270.00
Equity Shares at the end of the year	<b>8,973,000</b>	<b>897.30</b>	<b>8,973,000</b>	<b>897.30</b>

<b>D) Shares Holding Pattern in respect of each class of shares:</b>	<b>As on 31/03/2024</b>		<b>As on 31/03/2023</b>	
<b>Each Equity Shareholders holding more than 5% shares</b>	<b>No. of Shares Held</b>	<b>% of total shares</b>	<b>No. of Shares Held</b>	<b>% of total shares</b>
Meenakshi Pathak	500,400	5.58%	500,400	7.98%
Reliable data services Limited	5,643,000	62.89%	5,643,000	89.96%
Sunil Kumar Rai	126,000	1.40%	126,000	2.01%
<b>Total</b>	<b>6,269,400</b>	<b>69.87%</b>	<b>6,269,400</b>	<b>99.95%</b>

Shares held by Holding Companies	No. of Shares Held	% of total Shares	No. of Shares Held	% of total Shares
Reliable Data Services Ltd.	5,643,000	62.89	627,000	10.00

E) Disclosure of Share Holding Promoters	As on 31/03/2024			As on 31/03/2023		
Share Holding Promoters	No. of Shares Held	% of total shares	Change in Equity	No. of Shares Held	% of total shares	Change in Equity
Meenakshi Pathak	500,400	5.58%	2.40	500,400	7.98%	0
Reliable data services Limited	5,643,000	62.89%	27.07	5,643,000	89.96%	0
Sunil Kumar Rai	126,000	1.4%	0.61	126,000	2.01%	0
<b>Total</b>	<b>6,269,400</b>	<b>69.87%</b>	<b>30.08</b>	<b>6,269,400</b>	<b>99.95%</b>	<b>-</b>

**Note: 1(b) RESERVES & SURPLUS**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
<b>Security Premium A/c</b>	540.00	540.00
<b>Less: Bonus Share issued during the year</b>	-	-
<b>Surplus/Deficit(-) I.e. Balance in Profit &amp; Loss Account</b>		
Opening Balance in profit & loss account	250.74	149.83
Add: Profit/(Loss) for the period	101.24	102.16
Short & Excess	3.79	(1.24)
Less: Bonus share issued during the year	-	-
<b>Total</b>	<b>355.78</b>	<b>250.74</b>
<b>Total</b>	<b>895.78</b>	<b>790.74</b>

**Note: 2(a) Long Term Borrowings**

<b>Term –Unsecured Loan</b>	-	
Loan from Fed Bank Financial Services Ltd	30.62	17.11
Loan From Fulletron	0.00	6.61
Loan From Growth Source Financial	6.91	
Loan From Tata Capital Financial Services Limited	27.90	
<b>Total</b>	<b>65.43</b>	<b>23.72</b>

**Note: 3(a) Short Term Borrowings**

<b>Secured Loans:</b>	<b>As at 31st March, 2024 Rs. In Lakhs</b>	<b>As at 31st March, 2023 Rs. In Lakhs</b>
HDFC BANK O/DA/C	360.34	221.00
(Lien on fixed deposits with bank)	0.00	0.00
Bank of India	15.08	
Current Maturity of Long Term Borrowings	41.70	19.04
<b>Total</b>	<b>417.13</b>	<b>240.04</b>

**Note: 3(b) Trade Payable**

Ageing for trade payables outstanding as at March 31, 2024 is as follows

<b>Outstanding for following period from due date of payment</b>					
<b>Particulars</b>					
	<b>less than 1year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>more than 3 years</b>	<b>Total</b>
Trade Payables					
MSME					
Other	89.70				89.70
Disputed due- MSME					
Disputed due- Others					89.70

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small & Medium Enterprises Development Act 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid\payable to these parties during the year is NIL.

Ageing for trade payables outstanding as at March 31, 2023 is as follows

<b>Outstanding for following period from due date of payment</b>					
<b>Particulars</b>					
	<b>less than 1year</b>	<b>1-2 years</b>	<b>2-3 years</b>	<b>more than 3 years</b>	<b>Total</b>
Trade Payables					
MSME					
Others	243.93	46.00	22.2	179.36	491.49
Disputed due- MSME					
Disputed due- Others				179.36	491.49

The Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small & Medium Enterprises Development Act 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid\payable to these parties during the year is NIL.

**Note: 3(c) Other Current Liabilities**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
TDS Payable	31.69	38.86
GST Payable	62.85	34.90
Staff Society Fund	-	-
<b>Total</b>	<b>94.54</b>	<b>73.76</b>

**Note: 3(d) Short Term Provisions**

Provisions for employee benefits	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
a) Salary and Wages Payable	6.98	7.94
Bonus Payable	1.67	2.09
Provision for Provident Fund	-	0.13
Provision for Gratuity	12.96	14.74
Provision for ESI Fund	0.21	0.12
Provision for Doubtful debts	32.46	-
<b>Other (Specify Nature)</b>	<b>-</b>	<b>-</b>
b) Provision For Income Tax 2021-22	-	32.39
Provision For Income Tax 2022-23	-	32.67
Provision For Income Tax 2023-24	40.61	-
Audit Fees Payable	0.56	0.15
<b>Total:</b>	<b>95.46</b>	<b>90.23</b>

**Note: 4(b) Deferred Tax Assets (NET)**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
Net Deferred Tax Assets at the beginning of the year	9.26	0.08
Deferred Tax Assets for the year	(14.35)	9.18
Net Deferred Tax Assets	<b>(5.09)</b>	<b>9.26</b>

		Outstanding for following periods from due date of payment					
Particulars		Rs. In Lakhs					
		Less than 6 Month	6 month -1year	1-2 years	2-3 years	more than 3 years	Total
<b>Trade receivables-Billed</b>							
Un disputed trade receivables-considered good		571.51	150.56	75.05	38.15	-	835.27
Un disputed trade receivables-considered doubtful		0.00	0.00	0.00	0.00		
Disputed trade receivables-considered good		0	0	0	0		
Disputed trade receivables-considered doubtful (Refer Note No.12 (VII))		0	0	0	0	81.16	81.16
Trade receivables-Un-billed		94.40	0	0	0		94.40
<b>Total</b>							<b>1,010.83</b>

**Note: 5(b) Cash And Cash Equivalents**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
a) Balances with Banks	33.44	0.03
b) Cash in hand	4.49	16.14
c) FD in Bank	58.39	7.50
<b>Total</b>	<b>96.32</b>	<b>23.67</b>

**Note:5(c) Short Term Loans and Advances**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
<b>Loans and advances to employees</b>	-	-
Staff Advance	120.95	119.34
Staff Imprest	1.31	1.16
Trade Advance	10.89	7.00
<b>Balance With Government Authorities</b>		
Tds Receivable (F.Y.22-23)	0	71.15
Tds Receivable (F.Y.21-22)	-	41.43
Tds Receivable (F.Y.23-24)	61.54	-
<b>Total</b>	<b>194.70</b>	<b>240.08</b>

**Note: 5(d) Other Current Assets:**

	As at 31st March, 2024 Rs. In Lakhs	As at 31st March, 2023 Rs. In Lakhs
IPO Expenses	104.83	104.83
Security Deposits	10.80	15.14
Future Generali Life Insurance Ltd/gratuity Fund	7.69	7.15
<b>Total</b>	<b>123.32</b>	<b>127.12</b>



<b>NOTES TO ACCOUNTS FORMING AN INTEGRAL PART OF PROFIT &amp; LOSS STATEMENT FOR THE YEAR ENDED</b>	<b>Current Reporting (FY 2023-24) In Lakhs</b>	<b>Previous Reporting (FY 2022-23) In Lakhs</b>
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**Note: 6 Revenue From Operations**

Revenue from Operations	1651.30	1,611.28
<b>Total</b>	<b>1651.30</b>	<b>1,611.28</b>

**Note: 7 Other Income**

Interest Income	3.04	2.22
<b>Total</b>	<b>3.04</b>	<b>2.22</b>

**Note: 8 Employee Benefits Expenses**

(a) Salaries	114.04	116.57
(b) Provident and other funds(ii) Superannuation scheme	2.59	3.17
(c) Staff welfare expenses	6.70	14.34
(d) Provision for Gratuity	(2.32)	(0.27)
(e) Bonus	2.62	2.09
(f) Directors Remuneration	-	-
<b>Total</b>	<b>123.64</b>	<b>135.91</b>

**Note: 9 Finance Cost**

Interest Paid To Banks	48.59	27.41
<b>Total</b>	<b>48.59</b>	<b>27.41</b>

**Notes: 10 Other Expenses**

Advertising & Sales Promotion		0.05
Auditors Remuneration.	0.46	0.15
Bank Charges	0.68	0.38
Communication Expenses	7.45	8.82
Legal & Professional Expenses	0.58	0.91
Printing & Stationery	2.21	3.38
Facility Charges	-	19.91
Repair & Maintenance	-	1.35

Office maintenance & others	13.99	
Roc Fee	0.07	0.16
Travelling & Conveyance Expenses	15.66	14.04
Rates & Taxes	-	14.04
Computer Expenses	1.97	3.99
Courier Expenses	2.03	0.50
Insurance Premium	0.30	0.23
Accounting Charges	4.40	4.10
Outsources Expense	954.62	958.56
Retainer ship Expense	209.28	215.56
Rent	15.39	7.33
Provision for Doubtful Debts	5.41	5.41
Pick up and Verification Charges	11.60	17.47
<b>Total</b>	<b>1246.10</b>	<b>1262.30</b>

**Note: 11 Depreciation & Amortization**

Depreciation	79.81	62.44
<b>Total</b>	<b>79.81</b>	<b>62.44</b>

**Note: 12 Notes On Accounts**

		<b>As at 31st March, 2024 Rs. In Lakhs</b>	<b>As at 31st March, 2023 Rs. In Lakhs</b>
<b>I)</b>	<b>(i) Contingent Liabilities</b>		
	(a) Claims against the company not acknowledged as debt	<b>Nil</b>	<b>Nil</b>
	(b) Guarantees		
	(c) Other money for which the company is contingently liable	Nil	Nil
	<b>(ii) Commitments</b>		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
	(b) Uncalled liability on shares and other investments partly paid	Nil	Nil
	(c) Other commitments (specify nature)	Nil	Nil
<b>II)</b>	<b>PROPOSED DIVIDENDS</b>	<b>Per Share</b>	<b>Per Share</b>
	Dividends proposed to be distributed to equity shareholders	Nil	Nil
	Dividends proposed to be distributed to preference shareholders	Nil	Nil
	Arrears of fixed cumulative dividends on preference shares	Nil	Nil

<b>III)</b>	<b>AUDITORS REMUNERATION</b>		
	a. Audit Fee	0.40	0.10
	b. For taxation matters	0.05	0.05
	<b>Total</b>	<b>0.45</b>	<b>0.15</b>
<b>IV)</b>	<b>DIRECTORS REMUNERATION</b>	-	-
<b>V)</b>	<b>Disclosure pursuant to Note no. 5(viii) of Part II of Schedule III to the Companies Act, 2013</b>		
	a) CIF Value of Imports		
	i) Raw materials	Nil	Nil
	ii) Components & Spare Parts	Nil	Nil
	iii) Capital Goods	Nil	Nil
	b) Expenditure in foreign Currency on account of royalty, know-how, professional and consultation fees, interest, and other matters	Nil	Nil
	c) Consumption of imported materials and spare parts and components	Nil	Nil
	d) Amount remited during the year in foreign currency on account of dividends	Nil	Nil
	e) Earnings in Foreign Exchanges		
	I. Export of Goods calculated on FOB Basis	Nil	Nil
	II. Royalty etc	Nil	Nil
	III. Interest & Dividend	Nil	Nil
	IV. Other Income	Nil	Nil

<b>VI)</b>	<b>Details of Related Parties</b>	
	<b>Name of Related Parties</b>	<b>Nature of Relation</b>
	Pankaj Rai	Director
	Anil Khullar Resignation 16/03/2021	Director
	Sunil Kumar Rai Appointment 25/02/2021	Managing Director
	Mrs Anita Jha Join 30/09/2021	Independent Director
	Authentic Healthcare Services Pvt Ltd	Subsidiary of Holding Company
	Ascent Keyboardlabs Technologies Pvt Ltd	Subsidiary of Holding Company
	Reliable Data Services Ltd.	Holding Company
	Authentic Developers Pvt Ltd.	Subsidiary of Holding Company
	Sharp Eagle Investigation Pvt. Ltd.	Subsidiary of Holding Company
	Vibrant Educare Pvt. Ltd.	Subsidiary of Holding Company
	Reliable Agri Services Private Ltd.	Subsidiary of Holding Company
	Factoring Management Services India Pvt. Ltd.	Subsidiary of Holding Company
	RDS Allied Services Private Limited	Subsidiary of Holding Company

**Quantum of transactions with related parties during the F.Y 2023-24**

Name of Related Parties	Nature of Transactions	Up to 31.03.2024	Up to 31.03.2023
Authentic Developers Pvt Ltd	Service Received	20.98	41.27
Reliable Data Services Ltd.	Out Source Service Received	450.49	778.09
Reliable Data Services Ltd.	Service Rendered	231.02	271.16
Authentic Healthcare Services Pvt Ltd.	Service Rendered	51.78	27.77
Sharp Eagle Investigation Pvt. Ltd.	Service Received	82.54	78.76
Sharp Eagle Investigation Pvt. Ltd.	Service Rendered	161.80	101.37
Vibrant Educare Pvt. Ltd.	Service Rendered	175.96	50.47
Vibrant Educare Pvt. Ltd.	Service Received		108.46
RDS Allied Service Private Limited	Service Received	81.20	
RDS Allied Service Private Limited	Service Rendered	82.72	
		<b>1338.49</b>	<b>1457.35</b>

**Particulars of amount payable/(receivable) to/from related parties as at 31 March 2024**

Name of Related Parties	Receivable/ Payable	Up to 31.03.2024	Up to 31.03.2023
Reliable Data Services Ltd.	Payable Service	8.85	121.83
Reliable Data Services Ltd.	Payable Loan		
Authentic Healthcare Services Pvt. Ltd.	Receivable Service	157.69	112.51
Sharp Eagle Investigation Pvt. Ltd.	Receivable Service	21.54	49.82
RDS Allied Service Private Limited	Receivable Service	10.51	10.47
Vibrant Educare Pvt. Ltd.	Receivable/ Payable Service	28.04	144.94
Authentic Developers Pvt. Ltd.	Payable Service		49.49
Sanjay K Pathak & Associates	Payable Service	11.68	11.68
Ascent keyboardlab private limited	Receivable Service	0.05	

**Disclosure on Loans/ Advance to Directors/ KMP/ Related parties:**

Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment.

	as at 31/03/2024		as at 31/03/2023
Type of borrower	Amount of loan or advance in the nature of loan Outstanding	Percentage to the total Loans and Advances in the nature of loans	Amount of loan or Advance in the nature of loan Outstanding
Promoters	Nil	-	Nil
Directors	Nil	-	Nil
KMP's	Nil	-	Nil
Other Related Parties	Nil		Nil
Total Loans & Advances in the nature of loans	Nil	-	Nil

**LONG TERM BORROWING**

The Company has taken a Un Secured Loan during the year amounting to 6.91 lakhs for the term loan from Growth Source Financial During the year 2023.

The principle is repayable in 24 monthly instalments starting from 05/11/2023. However, the payment of interest is made on monthly basis @20.12%.

The Company has taken a Un Secured Loan during the year amounting to 30.62 lakhs from Fed Bank Financial Services for the term loan LTD During the year 2023.

The principle is repayable in 37 monthly instalments starting from April 04/08/2022. However, the payment of interest is made on monthly basis @18%.

The Company has taken a Un Secured Loan during the year amounting to 27.90 lakhs from Tata Capital Financial Services Limited for the term loan LTD During the year 2023.

The principle is repayable in 36 monthly instalments starting from 03/10/2023. However, the payment of interest is made on monthly basis @17%.

**SHORT TERM BORROWING (SECURED)**

The Company has taken a Loan during the year amounting to INR 360.34 lakhs for the Cash Credit from HDFC Bank Ltd During the year 2023.

Secured by way of charge on all the Books Debts of the company. The starting from April 15, 2021. However, the payment of interest is made on monthly basis @9.5%.

**Cash & Cash Equivalents:**

Cash and cash equivalents include Cash in hand, balances in current account with bank which are readily available for use by the Company. It also includes Term Deposits with bank Rs 58.39 Lakhs (previous year Rs 7.50 Lakhs) upon which lien created by Bank for working capital loan in form of Overdraft, hence are not readily available for use of the Company.

### Extraordinary Items:

Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the enterprise and, therefore, are not expected to recur frequently or regularly. There are no extraordinary items reported in financial statements.

### Prior period Items

Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the financial statements of one or more prior periods.

	<b>As at 31st March, 2024 Rs. In Lakhs</b>	<b>As at 31st March, 2023 Rs. In Lakhs</b>
Prior period Income	Nil	Nil
Prior period Income	Nil	Nil
Net Prior period income/ expense	Nil	Nil
<b>Earning Per Share</b>		
Basic Earning per share	1.13	1.14
Diluted Earning per share	1.13	1.33

### VII) Disputes Pending Litigations

- i) The trade receivables include an amount of Rs.108.21 lacs due from M/s Reliance Web Store Limited outstanding for more than two year. An application for initiation of corporate insolvency process by operational creditors i.e., Kandarp Management Services Private Limited under section 9 of IBC Code,2016 against RCL has been moved in NCLT, Mumbai.
- ii) Rs 08.21 lacs due from M/s Reliance Communication Limited outstanding for more than one year. An application for indication of corporate insolvency process by operational creditors i.e., Kandarp Management Services Private Limited under section 9 of IBC Code,2016 against RCL has been moved in NCLT, Mumbai.

VIII) Gratuity Fund and Security deposit long term assets is shown in the other current assets in the financial statement.

Segment Reporting: The Company operates in single line of business in one geographical area. Therefore, segment reporting as per AS-17 has not disclosed.

### Other Accounting Policies

“The Company is a Small & Medium Sized Company as defined in the Companies (Accounting Standards) Rules, 2021 notified under the Companies Act, 2013. Accordingly, the company has complied with the Accounting Standards as applicable to Small & Medium Sized Company”

### IX) Previous year's figure:

Previous year's figures have been regrouped / recast wherever necessary to make them comparable with the current year figures.

**Note: 13 Significant Accounting Policies:**

<b>13.a.</b>	<b>Basis of Accounting:</b> The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), in order to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2021, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis and going concern basis. The accounting policies have been consistently applied by the company are consistent with those used in the previous year.
<b>13.b.</b>	<b>Accounting Policies:</b> Accounting policies are the specific accounting principles and the methods of applying those principles adopted by an enterprise in the preparation and presentation of financial statements.
<b>13.c.</b>	<b>Use of Estimates:</b> The preparation of the financial statements in conformity with the Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of income, expense and assets and liabilities (including contingent liabilities) at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about the assumptions and estimates could result in the outcomes resulting a material adjustment to the carrying amount of assets and liabilities in future periods
	The Management believes that the estimates and assumptions used in the presentation of financial statements are prudent and reasonable. Actual result could differ from these estimates.
<b>13.d.</b>	<b>Cash &amp; Cash Equivalents:</b> Cash and cash equivalents include Cash in hand, balances in current account with bank which are readily available for use by the Company. Cash Equivalents includes Term Deposits with bank which are not readily available for use of the Company.
	Cash Flow statement has been prepared by the Company under indirect method as per AS-3.
<b>13.e.</b>	<b>Property, Plant &amp; Equipment</b>
	Tangible Property, Plant & Equipment's acquired during the period under reporting are stated at cost. The cost comprises purchase price net of tax credit available under the relevant tax laws, including borrowing cost where capitalization criteria are met as per Accounting Standard and other cost directly attributable to bring the Property, Plant & Equipment's to its present working condition for intended use. Any trade discounts and rebates are deducted in arriving at purchase price. None of the assets are revalued/ impaired during the year.
	Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and impairment losses. When significant parts of PPE are required to be replaced in regular intervals, the Company recognises such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognised from the balance sheet and cost of the new item of PPE is recognised.
	The expenditure that are incurred after the item of PPE are ready for its intended use, such as repairs and maintenance, are normally charged against the revenue in the profit & loss statement in the period in which costs are incurred. However, in situations where such



	expenditure incurred can be measured reliably, and is probable that economic benefits associated with it will flow to the Company, it is included in the assets carrying value or as a separate asset, as appropriate.
	An Intangible asset is an identifiable non-monetary asset, without physical substance, held for use in the production or supply of goods or services, for rental to others or for administrative purposes.
	Intangibles are recognised when it probable that the future economic benefits that are attributable to the assets will flow to the enterprise over its estimated useful life; and the cost of the assets can be measured reliably.
	The cost and accumulated depreciation for PPE sold, discarded or otherwise disposed off are derecognised from balance sheet and the resulting loss or gains are included in the statement of profit and loss within other expenses / other income.
<b>13.f.</b>	Depreciation is provided based on Written Down value method over the useful life of respective fixed assets in accordance with Schedule-II (Section 123) of Companies Act, 2013. The Residual value of all fixed assets has been prescribed at 5% of their original cost.
<b>13.g.</b>	<b>Capital Work in Progress</b>
	Capital work in progress includes cost of property, plant and equipment under installation/under development as at the balance sheet date.
<b>13.h.</b>	<b>Borrowing Costs:</b>
	Borrowing costs relating to acquisition of qualifying assets are capitalized until the time of substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.
<b>13.i.</b>	<p><b>"Revenue Recognition:</b> Revenue from rendering of services is recognized on performance of the service agreement, on the basis of completed service contract method and to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured, and no significant uncertainty exists regarding the amount of consideration that will be derived.</p> <p>Revenue from interest are recognized on time proportion basis taking into account the amount outstanding and at the rate applicable.</p> <p>Revenue from Dividends are recognized only when the owner's right to receive is established.</p> <p>Other revenue such as gain on sale of assets or current investments are recognized when they are actually realized."</p>
<b>13.j.</b>	<b>Retirement Benefits:</b>
	The Company's employee benefits mainly includes, salary, wages, bonus and incentives. The employee benefits are recognised in the year in which the associated services are rendered by the employees of the Company. Short term employee benefits are recognised in the statement of profit & loss at undiscounted amounts during the period in which the services have been rendered. Details of long term employee benefits are provided below.
	<b>Defined Contribution Plan:</b> A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and have no legal or constructive obligation to pay further amounts. The Company's contributions to defined contribution plans are recognised as an expense in the statement of profit & loss as and when the services are rendered by employees. The Company has no further obligations under these plans beyond its periodic contributions.



	<p><b>Defined Benefit Plans:</b> A defined benefit plan is a post-employment benefit plan other than defined contribution plan. Under defined benefit plans the Company provides retirement obligation in the form of gratuity. Under the plan, a lum sum amount is made to eligible employees at retirement or termination of employment based on respective employee's salary and years of services with the Company. The Company records the liability based on actuarial valuation under the projected unit credit method.</p>
	<p><b>Other long term employee benefits:</b> Other long term employee benefits such as encashment of leave balances that were earned by employees over the past period of services are not provided to the employees.</p>
13.k.	<p><b>Taxation:</b> Tax expenses 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. Deferred Income Tax reflects the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing difference for the earlier year. Deferred tax is measured using the tax rate and the tax law enacted or substantively enacted at the reporting date. Deferred tax liabilities are recognized for all taxable timing difference. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.</p>
13.l.	<p><b>Provision, Contingent Liabilities and Contingent Assets:</b> A provision is recognized when the company has a present obligation as a result of past event and is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimates can be made. Provisions are determined based on best estimates 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. Contingent liabilities are not recognized in the financial statement. A contingent assets is neither recognized nor disclosed in the financial statements.</p>
13.m.	<p><b>Events occurring after Balance sheet date</b></p>
	<p>Events occurring after the balance sheet date are those significant events, both favorable and unfavorable, that occur between the balance sheet date and the date on which the financial statements are approved by the Board of Directors in the case of a company, and, by the corresponding approving authority in the case of any other entity. Type of events can be identified :</p>
	<p>(a) those which provide further evidence of conditions that existed at the balance sheet date; and</p>
	<p>(b) those which are indicative of conditions that arose subsequent to the balance sheet date.</p>
13.n.	<p><b>Earning per Share:</b> - Basic earning per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period diluted earning per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.</p>
13.o.	<p><b>Impairment of Property, Plant &amp; Equipment</b></p>
	<p>The carrying amount of assets are reviewed for impairment at each reporting date. An impairment loss is recognised for the amount by which the assets' carrying amount exceeds its recoverable amount. The recoverable amount is the higher of the assets net selling price and</p>

	value in use. To calculate value in use, estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market rates and risk specific to the asset. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belong. Net selling price is best estimate of the amount obtainable from sale of the asset in an arm's length transactions between knowledgeable, willing parties, less cost of disposal.
<b>13.p.</b>	Foreign Currency Transaction: The Company doesn't have any foreign Currency Transaction
<b>13.q.</b>	The Company has maintained its books of accounts using accounting software that includes an audit trail (edit log) feature. This feature has been operational throughout the financial year for all transactions recorded in the software. The audit trail has not been tampered with, and it has been preserved in accordance with statutory requirements for record retention.

**FOR B MANNA & CO.**  
**Chartered Accountants**  
**FRN:0325326E**

**For & On Behalf of Board of Directors**  
**KANDARP DIGI SMART BPO LTD.**

**Biswanath Manna**  
**(Proprietor)**  
**M No.061940**  
**UDIN:24061940BKEPHC7135**

**Pankaj Rai**  
**Director**  
**DIN: 05250574**

**Sunil Kumar Rai**  
**Managing Director**  
**DIN: 01989744**

**Place: New Delhi**  
**Date:30/05/2024**

**Parbind Jha**  
**CFO**

**Anisha Kumari**  
**Company Secretary**  
**M.No.67823**

**KANDARP DIGI SMART BPO LIMITED****CIN: U74899DL2001PLC109565****Registered Office:** GF-22 Hans Bhawan, Bahadur Saha Zafar Marg New Delhi Central Delhi Dl 110002 India.**Email:** skpandassociates2@gmail.com**PROXY FORM MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the member(s)</b>	
<b>Registered address</b>	
<b>E-mail ID</b>	
<b>Folio No/Client ID</b>	
<b>DP ID</b>	

I/We, being the member(s) of .....Shares of the Kandarp Digi Smart BPO Limited, hereby appoint:

1. Name:.....Address: .....

E-mail ID: .....

Signature: ....., or failing him.

2. Name:..... Address: .....

E-mail ID: .....

Signature: ....., or failing him.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23<sup>rd</sup> Annual General Meeting of the Company, to be held on the Friday, September 27<sup>th</sup>, 2024 at 01.00 Pm at Registered office of the company at GF-22 Hans Bhawan, Bahadur Saha Zafar Marg New Delhi Central Delhi Dl 110002 India and at any adjournment thereof in respect of such resolutions as are indicated in the box below.

<b>S.No</b>	<b>RESOLUTIONS</b>		
<b>Ordinary Business</b>		<b>For</b>	<b>Against</b>
1	To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2024 and the Report of the Directors and Auditors thereon.		
2	To appoint Director in place of Mr. Pankaj Rai (DIN:05250574), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment		
3	To appoint Auditor M/s of Ashutosh Pandey & Associates, Chartered Accountants, (FRN: 021376N) as Statutory Auditor of company.		
<b>Special Business</b>		<b>For</b>	<b>Against</b>
4	To take approval of shareholder to raise fresh capital upto 60 crores over a period of 5 Years by way of preferential allotment in the future and as deemed necessary from time to time.		

**Signature of Shareholder**

**Signature of Proxy holder(s)**

**KANDARP DIGI SMART BPO LIMITED****CIN: U74899DL2001PLC109565****Registered Office:** GF-22 Hans Bhawan, Bahadur Saha Zafar Marg New Delhi Central Delhi 110002 India**Email:** skpandassociates2@gmail.com**ATTENDANCE SLIP**

**23<sup>rd</sup> Annual General Meeting on Friday, September 27, 2024 at 1.00 Pm at Registered office of company at GF-22, Hans Bhawan, Bahadur Shah Zafar Marg, New Delhi Central Delhi D1 110002 India;**

<b>DP/ID NO</b>		<b>Folio No.</b>	
<b>Client Id</b>		<b>No. of shares held</b>	

Mr./Mrs./Miss,

I certify that I am registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the 23<sup>rd</sup> Annual General Meeting of the Company held on Friday, September 27, 2024 at 01.00 Pm at Registered office of company at GF-22, Hans Bhawan, Bahadur Shah Zafar Marg, New Delhi Central Delhi D1 110002 India.

<b>Proxy's Name in Block letters</b>	
<b>Member's/Proxy's Signature</b>	

**NOTES:-**

1. If it is intended to appoint a proxy, the Form should be completed and deposited at the registered office of the Company at least 48 hours before the Meeting.
2. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to Meeting and handover at the entrance after affixing their signature on them.
3. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of Annual Report.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he wishes.

## MAP

