



KANDARP DIGI SMART BPO LIMITED

(Formerly Kandarp Management Services Pvt. Ltd.)

Head Office : Plot No. - 69 & 70, Block-C, Sector-2, Noida - 201301 (U.P.)
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MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF KANDARP DIGI SMART BPO LIMITED (FORMERLY KNOWN AS KANDARP MANAGEMENT SERVICES PRIVATE LIMITED) HELD ON FRIDAY, 27TH SEPTEMBER, 2024 WHICH COMMENCED AT 01:00 PM AND CONCLUDED AT 1:30 P.M. AT GF-22, HANS BHAWAN, 1, BAHADUR SHAH ZAFAR MARG, ITO NEW DELHI 110002 INDIA.

PERSON PRESENT:-

Mrs. Meenakshi Pathak	-	Whole Time Director
Mrs. Anita Jha	-	Independent Director
Mr. Sandeep Kumar Jha	-	Shareholder
Mr. Sanjay Kumar Pathak	-	Shareholder
Mr. Anil Kumar Jha	-	Shareholder
M/s Reliable Data Services Limited	-	(through authorized
representative) Mr. Parbind Kumar Jha		
And others		

OFFICER IN ASSISTANCE

Ms. Anisha Kumari	-	Company Secretary
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Records and books kept at the meeting for inspection:-

1. Minutes Books of AGM
2. Records of the shareholders as on cutoff date
3. Register of Directors shareholding
4. Register of proxy forms received
5. Register of Directors
6. Attendance Register of Members
7. Register of proxy holders
8. Annual Report for last two years
9. Register of share holders
10. Copies of poll papers
11. Sealed poll box
12. Memorandum & Articles of association of the Company

Total no. of Members as on the cutoff date 20th September 2024 is 276 Out of that 6 members were present in person as per Attendance Register.



INTRODUCTORY PROCEEDINGS

CHAIRPERSON

At 01.00 Pm Mrs. Meenakshi Pathak, the Chairperson of the Company took the Chair. She extended warm welcome to all the Members Directors, scrutinizer and all others present at the 23rd Annual General Meeting of the Company.

QUORUM FOR THE MEETING

Ms. Anisha Kumari, Company Secretary, welcomed Directors, Scrutinizer and all Members of the Company to the 23rd Annual General Meeting.

The Company Secretary introduced the Directors and informed the Members that Mr. Parbind Kumar Jha CFO of the Company is available, and He will be replying to the queries of the members relating to the Accounts of the Company. The Chairperson thereafter delivered his speech to the members at the Annual General Meeting.

The Chairperson further informed that the Notice of convening the 23rd Annual General Meeting along with Financial statements containing the Audited Balance Sheet as at 31st March 2024 and the statement of Profit and Loss and Cash Flow for the year ended 31st March 2024 along with notes, the Auditors and Secretarial Auditors report have already been dispatched to the members by electronic mode as per the records made available by the NSDL and to other members of the Company physically.

With the permission of the Members present at the meeting, the notice of the 23rd Annual General Meeting and Annual Report for the year 2023-24 was taken as read.

The Chairperson further informed the members that the members who do not have the copy the Annual Report of the Company can collect the same from the desk where it is made available.

The Chairperson announced that the quorum was present and called the meeting in order.

ANNOUNCEMENTS

The Chairperson declared that the Statutory Registers are available for inspection and would remain open and accessible during the continuance of the meeting to all persons having a right to attend the meeting. She announced that pursuant to the provisions of Section 171 of the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their Shareholding is kept open for inspection and is accessible to all persons having right to attend the meeting.

AUDITORS REPORT

The Chairperson informed that since the Auditors Report did not contain any qualification, observation or comments on financial transactions or matters having adverse effect on the functioning of the Company, there was no need to read the said Report at the Annual General Meeting in terms of Section 145 of the Companies Act, 2013.



The Chairperson briefed the Members about E-voting facility provided by the Company.

The Chairperson briefed the Members about the e-Voting facility provided by the Company and stated that some of the Members might have exercised their voting rights through electronically and those who had not done so, for them the Ballot Papers will be arranged and he ordered Poll for all the items of the Notice of the 23rd Annual General Meeting for the members who had not availed the facility of e-Voting.

The Chairperson further informed the Members that Mrs. Neha Mehra, Practicing Company Secretary has been appointed Scrutinizer for e-Voting and poll and is present at the Meeting.

The Chairperson stated that the results of both the voting will be announced within 48 hours to the Stock Exchanges and will be hosted on the website of the Company.

Thereupon, at the request of the Chairperson, Company Secretary, Mrs. Neha Mehra explained the Poll Procedure and also stated the items on the agenda of the Notice convening 23rd Annual General Meeting.

Thereupon the Company Secretary, Ms. Anisha Kumari explained the Poll Procedure to the Members present.

The Company Secretary, Ms. Anisha Kumari requested the Members to cast their Vote by Poll and deposit the Ballot Papers in the Ballot Box.

The Chairperson then invited the Members to express their views or seek information. Some Members raised few queries which were replied by the Chairperson to the satisfaction of the Members.

The Chairperson thereupon stated that since question and answer was over and everybody had exercised his/her voting right, he once again conveyed his thanks to all the members present and declared the meeting closed and it will be deemed to be concluded with the declaration of the results.

Ms. Anisha Kumari, Company Secretary proposed a vote of thanks to the Chair.

The Company received the Scrutinizers Report regarding e-Voting and Poll of the 23rd Annual General Meeting on 27th September 2024.

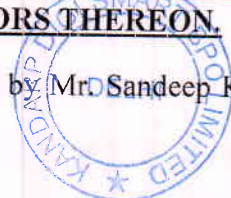
Presented herein below are the item wise combined results of the e-Voting and the Poll at the AGM.

ITEM NO. 1

ORDINARY RESOLUTION

TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 AND THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON.

The resolution was proposed by Mrs. Meenakshi Pathak and Seconded by Mr. Sandeep Kumar Jha.



“**RESOLVED THAT** the Audited Balance Sheet as at 31st March, 2024 and Statement of Profit and Loss for the year ended on that date together with Notes, Schedules and Cash Flow Statement, Directors’ Report (including Report on Management Discussion) and the Report of the Auditors thereon placed before this meeting be and are hereby received, approved and adopted.”

TOTAL PAID UP SHARES	8973000 Equity Shares	
	No. of Votes	%ages on Votes polled
Total Votes Polled (e-Voting and Poll)		
No. of Votes polled (e-Voting and Poll) in Favour and %age thereof	6277000	100 %
No. of Votes polled Against and %age thereof	0	0.0 %

Accordingly, the Chairperson declared that the Resolution is **PASSED** as an **ORDINARY RESOLUTION**.

ITEM NO. 2:

ORDINARY RESOLUTION

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.

The resolution was proposed by Mr. Sandeep Kumar Jha and Seconded by Mr. Sanjay Kumar Pathak.

“**RESOLVED THAT** Mr. Pankaj Rai (DIN: 05250574), a whole time director retiring by rotation at this meeting and being eligible for re-appointment be and is hereby re-appointed as a whole time Director of the Company whose term of office shall be liable to determination by retirement by rotation.”

TOTAL PAID UP SHARES	8973000 Equity Shares	
	No. of Votes	%ages on Votes polled
Total Votes Polled (e-Voting and Poll)		
No. of Votes polled (e-Voting and Poll) in Favour and %age thereof	6277000	100 %
No. of Votes polled Against and %age thereof	0	0.0 %

Accordingly, the Chairperson declared that the Resolution is **PASSED** as an **ORDINARY RESOLUTION**.



ITEM NO. 3:

ORDINARY RESOLUTION

TO APPOINT ASHUTOSH PANDEY & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 021376N) AS STATUTORY AUDITOR OF COMPANY.

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, held on 27.09.2024 **ASHUTOSH PANDEY & ASSOCIATES, CHARTERED ACCOUNTANTS, (FRN: 021376N)** be and are hereby appointed as Statutory Auditors of the Company for five years to hold office from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution”.

Accordingly, the Chairperson declared that the Resolution is **PASSED** as an **ORDINARY RESOLUTION**.

TOTAL PAID UP SHARES	8973000 Equity Shares	
	No. of Votes	%ages on Votes polled
Total Votes Polled (e-Voting and Poll)		
No. of Votes polled (e-Voting and Poll) in Favour and %age thereof	6277000	100 %
No. of Votes polled Against and %age thereof	0	0.0 %

ITEM NO. 4:

SPECIAL RESOLUTION

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.



The Board of Directors of the Company has discussed to raise fresh capital of upto Rs.60 crores over a period of 5 Years by way of preferential allotment in the future. The Board discussed various methods for raising funds, including public offer, rights issues, with the intention to increase the paid up share capital over the next further 5 year by any way of right issue, preferential as the case maybe in future.

Accordingly, the Chairperson declared that the Resolution is PASSED as an SPECIAL RESOLUTION.

TOTAL PAID UP SHARES	8973000 Equity Shares	
	No. of Votes	%ages on Votes polled
Total Votes Polled (e-Voting and Poll)		
No. of Votes polled (e-Voting and Poll) in Favour and %age thereof	6277000	100 %
No. of Votes polled Against and %age thereof	0	0.0 %

The Chairperson further authorized the company secretary and compliance officer to communicate the aforesaid results of the 23rd Annual General Meeting to the NSE, NSDL and CDSL and host on website of the Company.


Meenakshi Pathak
Chairperson



Place: New Delhi

Date: 27.09.2024

The aforesaid minutes were recorded in the Minute Book of the Members General Meeting with the Authority of the Chairperson


Meenakshi Pathak
Chairperson



Place: New Delhi

Date: 27.09.2024