



## NEHA MEHRA & ASSOCIATES

Company Secretaries

Flat No.-330, 6<sup>th</sup> Floor, Atulya Apartment New Delhi-110078

E-Mail: nehamehraassociates@gmail.com

### **SCRUTINIZER'S REPORT FOR E-VOTING AND POLL OF KANDARP DIGI SMART BPO LIMITED**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,**

**The Extra Ordinary General Meeting**

**Of the Equity Shareholders of Kandarp Digi Smart BPO Limited**

Sub: Results of Voting conducted through electronic voting and poll conducted at the EGM of Kandarp Digi Smart BPO Limited held on June 19<sup>th</sup>, 2024 at 11.30 am at GF-22, Hans Bhawan, 1, Bahadur Shah Zafar Marg, ITO New Delhi 110002 India.

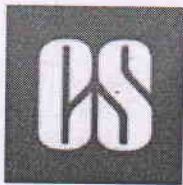
Dear Sir,

I, Neha Mehra, Practicing Company Secretary having office at Flat no.525, 10<sup>th</sup> th Floor, Atulya Apartment New Delhi-110078 was appointed as a Scrutinizer by the Board of Directors of Kandarp Digi Smart BPO Limited (the Company) at the Board Meeting held on 19<sup>th</sup> June 2024 for the purpose of scrutinizing the e-voting held between Sunday, June 16, 2024 (9:00 am) and ends on Tuesday, June 18, 2024 (5:00 pm) and the Poll taken on resolutions at the EGM of Kandarp Digi Smart BPO Limited held on 19<sup>th</sup> June 2024 at 11.30 am at GF-22, Hans Bhawan, 1, Bahadur Shah Zafar Marg, ITO New Delhi 110002 India as per the Notice of Extra Ordinary General Meeting of the Company.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at EGM.

I hereby report as under:

1. The Company had dispatched Notice of the Extra Ordinary General Meeting, to 376 Shareholders as per the records of the Company as on 27<sup>th</sup> May 2024 through Email and Courier.



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2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, Company not released an advertisement, as the company is on SME Platform.
3. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had provided the facility of electronic voting to 376 shareholders to cast votes electronically and also at the EGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. 14.06.2024.
4. The Company extended the facility of electronic voting to the shareholders of the Company from Sunday, June 16, 2024 (9:00 am) and ends on Tuesday, June 18, 2024 (5:00 pm) through the National Depository Services (India) Ltd. ("NDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.
5. At the EGM of the Company held on 19<sup>th</sup> June 2024, the Chairman of the Company called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. The Board of Directors of the Company had appointed me as Scrutinizer for the same.
6. The e-voting results were unblocked by me on 19<sup>th</sup> June 2024 at 01.30 P.M. in the presence of two witnesses.
7. Based on the reports generated from the e-voting system provided by NDSL and votes casted on Poll, I submit the consolidated results of e-voting and Poll as under:

### a. As an Special Resolution – Item No. 1

To Increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association.

| Mode       | Ballots Received | Total Shares | Invalid |       | Favour  |       | Against |       |
|------------|------------------|--------------|---------|-------|---------|-------|---------|-------|
| 1          | 2                | 3            | 4       | 5     | 6       | 7     | 8       | 9     |
|            |                  |              | Ballot  | Votes | Ballot  | Votes | Ballot  | Votes |
| Electronic | 0                | 0            | 0       | 0     | 0       | 0     | 0       | 0     |
| Physical   | 7                | 6273000      | 0       | 0     | 6273000 | 0     | 0       | 0     |
| Total      | 7                | 6273000      | 0       | 0     | 6273000 |       | 0       |       |



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Total Valid Shares (3-5) = 6273000  
Votes in Favour (% of Total Valid Shares) = 100%  
Votes in Against (% of Total Valid Shares) = 0.0%  
Abstain: = 0.00

### b. As an Special Resolution – Item No. 2

To Alteration in Articles of Association of the Company

| Mode       | Ballots Received | Total Shares | Invalid |       | Favour  |       | Against |       |
|------------|------------------|--------------|---------|-------|---------|-------|---------|-------|
| 1          | 2                | 3            | 4       | 5     | 6       | 7     | 8       | 9     |
|            |                  |              | Ballot  | Votes | Ballot  | Votes | Ballot  | Votes |
| Electronic | 0                | 0            | 0       | 0     | 0       | 0     | 0       | 0     |
| Physical   | 7                | 6273000      | 0       | 0     | 6273000 | 0     | 0       | 0     |
| Total      | 7                | 6273000      | 0       | 0     | 6273000 |       | 0       |       |

Total Valid Shares (3-5) = 6273000  
Votes in Favour (% of Total Valid Shares) = 100%  
Votes in Against (% of Total Valid Shares) = 0.0%  
Abstain: = 0.00

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll along with poll papers. I shall be arranging to hand over these records to Ms. Anisha Kumari, Company Secretary for safe keeping.

Thanking you,  
Yours faithfully

For Neha Mehra & Associates  
Company Secretary

Neha Mehra  
ACS26134  
COP: 12856

Neha Mehra  
Practicing Company Secretary  
A26134  
COP: 12856  
UDIN A026134F000598301

Date: 21.06.2024  
Place: Delhi



# 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.)  
Ph. : +0120-4089107, www.kdsbpo.com



To,

Date: 19.06.2024

The Manager,  
Listing Department  
The National Stock Exchange of India Limited  
Exchange Plaza, BKC, Bandra (E)  
Mumbai-400051

Ref: - KANDARP  
NSE Symbol (KANDARP)

**Sub: Voting Results of Extra Ordinary General Meeting (EGM) held on 19<sup>th</sup> June, 2024.**

Dear Sir(s),

Pursuant to the Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that all resolutions stated in the Notice of EGM of the Company have been duly passed with requisite majority by the Members through Remote e-voting and Poll conducted at the venue of EGM of the Company held on Wednesday, June 19<sup>th</sup> 2024.

Further, we are enclosing herewith report of the Scrutinizers dated 19<sup>th</sup> June 2024, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014.

The above is for your information and record please. Thanking you

Yours faithfully,

For Kandarp Digi Smart BPO Limited

  
Meenakshi Pathak  
Director  
DIN: 02009605

Encl: as above

**Format for Voting Results**

|                                                                                     |                             |
|-------------------------------------------------------------------------------------|-----------------------------|
| Date of EGM                                                                         | 19 <sup>th</sup> June, 2024 |
| Total no. of Shareholders as on Record date                                         | 376                         |
| <b>No. of Shareholders present in the meeting either in person or through proxy</b> | <b>7</b>                    |
| Promoters and Promoter Group                                                        | 7                           |
| Public                                                                              | 0                           |
| <b>No. of Shareholders attended the meeting through Video Conferencing</b>          | <b>0</b>                    |
| Promoters and Promoter Group                                                        | 0                           |
| Public                                                                              | 0                           |

|                                                                           |                              |                    |                                                                                                                     |                                     |                        |                         |                                  |                                    |
|---------------------------------------------------------------------------|------------------------------|--------------------|---------------------------------------------------------------------------------------------------------------------|-------------------------------------|------------------------|-------------------------|----------------------------------|------------------------------------|
| Resolution No                                                             |                              |                    | 1                                                                                                                   |                                     |                        |                         |                                  |                                    |
| Resolution required: ordinary/Special                                     |                              |                    | Special - 01. To increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association |                                     |                        |                         |                                  |                                    |
| Whether promoter/ promoter group are interested in the agenda/ resolution |                              |                    | No                                                                                                                  |                                     |                        |                         |                                  |                                    |
| Category                                                                  | Mode of Voting               | No. of shares held | No. of votes polled                                                                                                 | %votes polled on outstanding shares | No. of votes-in favour | No. of votes-in against | %votes in favour on votes polled | % of votes against on votes polled |
|                                                                           |                              | (1)                | (2)                                                                                                                 | (3)=[(2)/(1)]*100                   | (4)                    | (5)                     | (6)=[(4)/(2)]*100                | (7)=[(5)/(2)]*100                  |
| Promoters and Promoter Group                                              | E-Voting                     | 6273000            | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 6273000                                                                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0.00%                            |                                    |
|                                                                           | Total                        |                    | 6273000                                                                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |
| Public Institution                                                        | E-Voting                     |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Total                        |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
| Public non-Institution                                                    | E-Voting                     | 0                  | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Total                        |                    | 0                                                                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
| Total                                                                     |                              | 6273000            | 6273000                                                                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |



| Resolution No                                                             |                              |                    | 2                                                                   |                                     |                        |                         |                                  |                                    |
|---------------------------------------------------------------------------|------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|------------------------|-------------------------|----------------------------------|------------------------------------|
| Resolution required:<br>ordinary/Special                                  |                              |                    | Special - 02. Alteration in Articles of Association of the Company: |                                     |                        |                         |                                  |                                    |
| Whether promoter/ promoter group are interested in the agenda/ resolution |                              |                    | No                                                                  |                                     |                        |                         |                                  |                                    |
| Category                                                                  | Mode of Voting               | No. of shares held | No. of votes polled                                                 | %votes polled on outstanding shares | No. of votes-in favour | No. of votes-in against | %votes in favour on votes polled | % of votes against on votes polled |
|                                                                           |                              | (1)                | (2)                                                                 | (3)=[(2)/(1)]*100                   | (4)                    | (5)                     | (6)=[(4)/(2)]*100                | (7)=[(5)/(2)]*100                  |
| Promoters and Promoter Group                                              | E-Voting                     | 6273000            | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 6273000                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0.00%                            |                                    |
|                                                                           | Total                        |                    | 6273000                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |
| Public Institution                                                        | E-Voting                     |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Total                        |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
| Public non-Institution                                                    | E-Voting                     | 0                  | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Poll                         |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Postal Ballot(if applicable) |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
|                                                                           | Total                        |                    | 0                                                                   | 0                                   | 0                      | 0                       | 0                                | 0                                  |
| Total                                                                     |                              | 6273000            | 6273000                                                             | 100.00%                             | 6273000                | 0                       | 100.00%                          | 0                                  |

