



NEHA MEHRA & ASSOCIATES

Company Secretaries
Flat No.-525, 10th 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 23rd Annual 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 23rd AGM of Kandarp Digi Smart BPO Limited held on September 27th, 2024 at 01.00 Pm 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, 10th 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 September 03, 2024 for the purpose of scrutinizing the e-voting held between Tuesday, September 24, 2024 (9:00 am) and ends on Thursday, September 26, 2024 (5:00 pm) and the Poll taken on resolutions at the 23rd AGM of Kandarp Digi Smart BPO Limited held on September 27th, 2024 at 01.00 Pm at GF-22, Hans Bhawan, 1, Bahadur Shah Zafar Marg, ITO New Delhi 110002 India as per the Notice of 23rd Annual 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 23rd Annual 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 AGM.

I hereby report as under:

1. The Company had dispatched Notice of the 23rd Annual General Meeting, the Annual Report 2023-24, Attendance Slip & Proxy Form to 294 Shareholders as per the records of the Company as on August 30, 2024 through Email and Courier.
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.

Neha Mehra
M.No. 26134
Cop No. 12856
Company Secretary



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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 276 shareholders to cast votes electronically and also at the 23rd AGM 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. September 20, 2024
4. The Company extended the facility of electronic voting to the shareholders of the Company from Tuesday, September 24, 2024 (9:00 am) and ends on Thursday, September 26, 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 23rd AGM of the Company held on September 27, 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 27th September, 2024 at 01.15 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 Ordinary Resolution – Item No. 1

To consider and adopt the Financial Statements for the year ended March 31, 2024 including Consolidated Financial Statement) and adoption of directors report and Auditors Report thereon.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
1	2	3	4	5	6	7	8	9
			Ballot	Votes	Ballot	Votes	Ballot	Votes
Electronic	6	630000	0	0	0	630000	0	0
Physical	2	5647000	0	0	5647000	0	0	0
Total	8	6277000	0	0	5647000	630000	0	0

Total Valid Shares (3-5) = 6277000
Votes in Favour (% of Total Valid Shares) = 100%
Votes in Against (% of Total Valid Shares) = 0.00%
Abstain: = 0.00

Neha Mahra
M. No. 26134
Cop No. 12856
Company Secretary



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b. As an Ordinary Resolution – Item No. 2

To Appoint Ashutosh Pandey & Associates, Chartered Accountants, (FRN: 021376N) as Statutory Auditor of 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	6	630000	0	0	0	630000	0	0
Physical	2	5647000	0	0	5647000	0	0	0
Total	8	6277000	0	0	5647000	630000	0	0

Total Valid Shares (3-5) = 6277000
Votes in Favour (% of Total Valid Shares) = 100%
Votes in Against (% of Total Valid Shares) = 0.00%
Abstain: = 0.00

c. As an Ordinary Resolution – Item No. 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 himself for re-appointment.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
1	2	3	4	5	6	7	8	9
			Ballot	Votes	Ballot	Votes	Ballot	Votes
Electronic	6	630000	0	0	0	630000	0	0
Physical	2	5647000	0	0	5647000	0	0	0
Total	8	6277000	0	0	5647000	630000	0	0

Total Valid Shares (3-5) = 6277000
Votes in Favour (% of Total Valid Shares) = 100%
Votes in Against (% of Total Valid Shares) = 0.00%
Abstain:

d. As an Special Resolution – Item No. 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.

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
1	2	3	4	5	6	7	8	9
			Ballot	Votes	Ballot	Votes	Ballot	Votes
Electronic	6	630000	0	0	0	630000	0	0



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Physical	2	5647000	0	0	5647000	0	0	0
Total	8	6277000	0	0	5647000	630000	0	0

Total Valid Shares (3-5)

= 6277000

Votes in Favour (% of Total Valid Shares)

= 100%

Votes in Against (% of Total Valid Shares)

= 0.00%

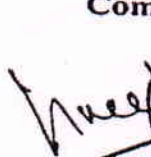
Abstain:

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



ACS 26134
COP: 12856

Date: 27.09.2024

Place: Delhi

UDIN: A026134F001347619



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: 27.09.2024

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

REF: - (ISIN- INE0MOT01016) NSE Symbol -KANDARP

Sub: Voting Results of 23rd Annual General Meeting (AGM) held on 27th September, 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 AGM of the Company have been duly passed with requisite majority by the Members through Remote e-voting and Poll conducted at the venue of 23rd AGM of the Company held on Friday, September 27th 2024.

Further, we are enclosing herewith report of the Scrutinizers dated September 27, 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


Anisha Kumari
Company Secretary
A67823

Encl: as above

Format for Voting Results

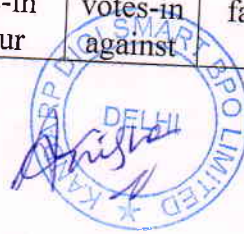
Date of AGM	27 th September, 2024
Total no. of Shareholders as on Record date	276
No. of Shareholders present in the meeting either in person or through proxy	6
Promoters and Promoter Group	5
Public	1
No. of Shareholders attended the meeting through Video Conferencing	0
Promoters and Promoter Group	0
Public	0

Resolution No			1					
Resolution required: ordinary/Special			Ordinary- 01. To receive, consider and adopt the Audited Financial Statements (including audited consolidated financial Statements) for the financial year ended March 31, 2024 and the Report of the Directors and Auditors thereon.					
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	630000	7.02%	630000	0	7.02%	0
	Poll		5643000	62.88%	5643000	0	62.88%	0
	Postal Ballot(if applicable)		0	0	0	0	0.00%	
	Total		6273000	69.90%	6273000	0	69.90%	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	2700000	0	0	0	0	0	0
	Poll		4000	0.04%	4000	0	0.04%	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4000	0.04%	4000	0	0.04%	0
Total		8973000	6277000	69.94%	6277000	0	69.94%	0



Resolution No			2					
Resolution required: ordinary/Special			Ordinary- 02.To Appoint Ashutosh Pandey & Associates, Chartered Accountants, (FRN: 021376N) as Statutory Auditor of 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	630000	7.02%	630000	0	7.02%	0
	Poll		5643000	62.88%	5643000	0	62.88%	0
	Postal Ballot(if applicable)		0	0	0	0	0.00%	
	Total		6273000	69.90%	6273000	0	69.90%	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	2700000	0	0	0	0	0	0
	Poll		4000	0.04%	4000	0	0.04%	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4000	0.04%	4000	0	0.04%	0
Total		8973000	6277000	69.94%	6277000	0	69.94%	0

Resolution No			3					
Resolution required: ordinary/Special			Ordinary- 03. 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.					
Whether promoter/ promoter group are interested in the agenda/ resolution			No					
Category	Mode of Voting	No. of shares	No. of votes polled	%votes polled on	No. of votes-in favour	No. of votes-in against	%votes in favour on votes	% of votes against



		held		outstan ding shares			polled	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	630000	7.02%	630000	0	7.02%	0
	Poll		5643000	62.88%	5643000	0	62.88%	0
	Postal Ballot(if applicable)		0	0	0	0	0.00%	0
	Total		6273000	69.90%	6273000	0	69.90%	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	2700000	0	0	0	0	0	0
	Poll		4000	0.04%	4000	0	0.04%	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total		4000	0.04%	4000	0	0.04%	0
Total		8973000	6277000	69.94%	6277000	0	69.94%	0

Resolution No			4					
Resolution required: ordinary/Special			Special- 04. 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.					
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 outstan ding 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	630000	7.02%	630000	0	7.02%	0
	Poll		5643000	62.88%	5643000	0	62.88%	0
	Postal Ballot(if		0	0	0	0	0.00%	



	applicable)							
	Total		6273000	69.90%	6273000	0	69.90%	0
Public Institution	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal		0	0	0	0	0	0
	Ballot(if applicable)							
	Total		0	0	0	0	0	0
Public non-Institution	E-Voting	27000 00	0	0	0	0	0	0
	Poll		4000	0.04%	4000	0	0	0
	Postal		0	0	0	0	0.04%	0
	Ballot(if applicable)						0	0
	Total		4000	0.04%	4000	0	0.04%	0
Total		89730 00	6277000	69.94%	6277000	0	69.94%	0

