

## NEHA MEHRA & ASSOCIATES

Company Secretaries

Flat No.-525, 10<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 24th 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 24th AGM of Kandarp Digi Smart BPO Limited held on September 27th, 2025 at 01.00 Pm at GF-22, Hans Bhawan, 1, Bahadur Shah Zafar Marg, ITO New Delhi 110002 India.

Dear Sir,

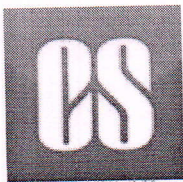
I, Neha Mehra, Practicing Company Secretary having office at Flat no.525, 10th Floor, Atulya Apartment New Delhi-110078 was appointed as a Scrutinizer by the Board of Directors of Kandarp Digi Smart BPO Limited (the Company) at the Board Meeting held on August 30, 2025 for the purpose of scrutinizing the e-voting held between Wednesday, September 24, 2025 (9:00 am) and ends on Friday, September 26, 2025 (5:00 pm) and the Poll taken on resolutions at the 24th AGM of Kandarp Digi Smart BPO Limited held on September 27th, 2025 at 01.00 Pm at GF-22, Hans Bhawan, 1, Bahadur Shah Zafar Marg, ITO New Delhi 110002 India as per the Notice of 24th 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 24th 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 24th Annual General Meeting, the Annual Report 2024-25, Attendance Slip & Proxy Form to 276 Shareholders as per the records of the Company as on August 29, 2025 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.





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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 292 shareholders to cast votes electronically and also at the 24<sup>th</sup> 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 19, 2025
4. The Company extended the facility of electronic voting to the shareholders of the Company from Wednesday, September 24, 2025 (9:00 am) and ends on Friday, September 26, 2025 (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 24<sup>th</sup> AGM of the Company held on September 27, 2025, 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 27<sup>th</sup> September, 2025 at 04:00 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, 2025 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	7	5293000	0	0	0	5293000	0	0
Physical	1	4000	0	0	4000	0	0	0
Total	8	5297000	0	0	4000	5293000	0	0

Total Valid Shares (3-5)	= 5297000
Votes in Favour (% of Total Valid Shares)	= 100%
Votes in Against (% of Total Valid Shares)	= 0.00%
Abstain:	= 0.00





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

To Appoint Karmv and Company, Chartered Accountants, (FRN: 023022N) 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	7	5293000	0	0	0	5293000	0	0
Physical	1	4000	0	0	4000	0	0	0
Total	8	5297000	0	0	4000	5293000	0	0

Total Valid Shares (3-5) = 5297000

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 Mrs. Meenakshi Pathak (DIN: 02009605), 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	7	5293000	0	0	0	5293000	0	0
Physical	1	4000	0	0	4000	0	0	0
Total	8	5297000	0	0	4000	5293000	0	0

Total Valid Shares (3-5) = 5297000

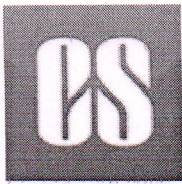
Votes in Favour (% of Total Valid Shares) = 100%

Votes in Against (% of Total Valid Shares) = 0.00%

Abstain:

## d. As an Ordinary Resolution – Item No. 4

To appoint M/s. Neha Mehra & Associates Firm of Company Secretaries in Practice for a term of 5 years as Secretarial Auditor.



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Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
1	2	3	4	5	6	7	8	9
			Ballot	Votes	Ballot	Votes	Ballot	Votes
Electronic	7	5293000	0	0	0	5293000	0	0
Physical	1	4000	0	0	4000	0	0	0
Total	8	5297000	0	0	4000	5293000	0	0

Total Valid Shares (3-5) = 5297000

Votes in Favour (% of Total Valid Shares) = 100%

Votes in Against (% of Total Valid Shares) = 0.00%

Abstain:

### e. As an Special Resolution – Item No. 5

To Issue 33, 48,000 Convertible Warrants on Preferential Basis to Promoter/ Promoter Group and to Identified Non-Promoter Persons:

Mode	Ballots Received	Total Shares	Invalid		Favour		Against	
1	2	3	4	5	6	7	8	9
			Ballot	Votes	Ballot	Votes	Ballot	Votes
Electronic	7	5293000	0	0	0	5293000	0	0
Physical	1	4000	0	0	4000	0	0	0
Total	8	5297000	0	0	4000	5293000	0	0

Total Valid Shares (3-5) = 5297000

Votes in Favour (% of Total Valid Shares) = 100%

Votes in Against (% of Total Valid Shares) = 0.00%

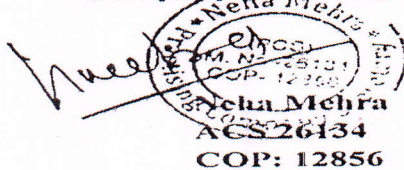
Abstain:

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. Dimple Jain, Company Secretary for safe keeping.

Thanking you,

Yours faithfully

**For Neha Mehra & Associates**  
**Company Secretary**

  
Neha Mehra  
ACS 26134  
COP: 12856

Date: 27.09.2025

Place: Delhi

UDIN: A026134G001369289