



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



August 30, 2025

To,
The Manager,
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, BKC, Bandar (E)
Mumbai -MH-400051

Ref: ISIN INE0MOT01016/ NSE Symbol - KANDARP

Dear Sir/Madam,

**Subject: Outcome of the meeting of the Board of Directors of Company held today i.e.
August 30, 2025**

In Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"); this is to inform you that the Board of Directors at its Meeting held today i.e. August 30, 2025, inter alia considered and approved the following;

1. Raising of funds through issuance of up to 33,48,000 warrants convertible into 33,48,000 Equity Shares of Face Value of Rs. 10/- each at a price of Rs. 104.50/- per Warrant aggregating to Rs. 34,98,66,000/- to the "Promotor & Promoter Group and Non-Promoter/Public Category" on a preferential basis in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), subject to the approval of regulatory/ statutory authorities and the shareholders of the Company at the ensuing Annual General Meeting and such other permissions, sanctions and statutory approvals, as may be required.

The Relevant Date in terms of SEBI ICDR Regulations is Thursday, 28th August, 2025.

Details as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 with respect to the aforesaid Preferential Issue is enclosed as **Annexure 1.**

2. The Board has appointed Ms. Dimple Jain, Membership No. A66991 as a Compliance Officer and Whole Time Company Secretary w.e.f. 30.08.2025. The details as required under Regulation 30 of the Listing Regulations read SEBI



Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are enclosed as Annexure 2.

3. To take note of resignation of Compliance Officer and Whole Time Company Secretary Mrs. Anisha Kumari and Mr. Parbind Kumar Jha as Compliance Officer w.e.f. 30/08/2025. Annexure 3.
4. The Board has approved the re-appointment of M/s. KARMV & Co., Statutory Auditors (FRN: 023022N) as the Statutory Auditors of the Company for a term of 5 (five) consecutive financial years i.e. from financial year 2025-26 to financial year 2029-30, subject to approval by the Members at the forthcoming Twenty Fourth Annual General Meeting of the Company.

The requisite details of such appointment pursuant to the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given as Annexure 4.

5. Approval of appointment of M/s. Neha Mehra & Associates, Company Secretaries as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years i.e. from financial year 2025-26 to financial year 2029-30;

The Board has approved the appointment of M/s. Neha Mehra & Associates., Company Secretaries (CP No.: 12856), as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years i.e. from financial year 2025-26 to financial year 2029-30, subject to approval by the Members at the forthcoming Twenty Fourth Annual General Meeting of the Company. The requisite details of such appointment pursuant to the requirement of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, are given as Annexure 5.

6. Approval of Notice of Annual General Meeting (AGM) of Company scheduled on 27.09.2025 at 1:00 PM at the registered office of Company situated at GF-22 Hans Bhawan, Bahadur Saha Zafar Marg, Central Delhi, New Delhi, Delhi, India, 110002
7. Appointment of Ms. Neha Mehra as Practicing Company Secretaries, as Scrutinizer for conducting the E-Voting process.
8. The Company has fixed Friday, 29th August, 2025 as the "Cut-off Date" for the purpose of determining the members eligible to set out in the Notice of the AGM.



9. Remote e-voting will commence on Wednesday, 24th September, 2025 at 09:00 a.m. (IST) and shall end on Friday, 26th September, 2025 at 05:00 p.m. (IST). Cut-off date for e-voting entitlement will be Friday, 19th September, 2025.

The Board meeting commenced at 1:30 P.M. and concluded at 3:00 P.M.

The above is for your information and dissemination.

Thanking you,

Yours faithfully,

For Kandarp Digi Smart BPO Limited

Meenakshi Pathak
Whole Time Director
DIN: 02009605



Encl.: a/a

Annexure 1

Details in terms of SEBI Circular No. CIR/CFD/CMD/4/2015 dated 09.09.2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13.07.2023

S.N.	Particulars	Disclosures
1.	Type of securities proposed to be issued	Warrants convertible into equity shares carrying a right to subscribe 1 (one) equity share per warrant on making full payment within period of 18 months.
2.	Type of issuance	Preferential Issue of warrants convertible into equity shares in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made thereunder.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<p>The issue of warrants convertible into equity shares and accordingly proposes to issue and allot in aggregate upto 33,48,000 fully convertible warrants into equity shares on a preferential basis in compliance with applicable provisions of SEBI (ICDR) Regulations.</p> <p>The price of the warrants has been determined in accordance with the ICDR Regulations.</p> <p>The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s).</p>
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):		
4.	Name and Number of Investors	As per enclosed - Exhibit A



5a.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	<p>The details of securities prior to and after the proposed preferential allotment, are as under:</p> <p>Post Allotment of Securities-Outcome of the Subscription:</p> <table><tr><th>S.N.</th><th>Category of Shareholders</th><th>Pre- Preferential Issue</th><th>%</th><th>Post- Preferential Issue</th><th>%</th></tr><tr><td>1.</td><td>Promoter & Promoter Group</td><td>52,73,000</td><td>58.77</td><td>63,01,000</td><td>51.14</td></tr><tr><td>2.</td><td>Public</td><td>37,00,000</td><td>41.23</td><td>60,20,000</td><td>48.86</td></tr><tr><td colspan="2">TOTAL</td><td>89,73,000</td><td>100.00</td><td>1,23,21,000</td><td>100.00</td></tr></table> <p>Number of Investors: 21 (Refer Exhibit A)</p>	S.N.	Category of Shareholders	Pre- Preferential Issue	%	Post- Preferential Issue	%	1.	Promoter & Promoter Group	52,73,000	58.77	63,01,000	51.14	2.	Public	37,00,000	41.23	60,20,000	48.86	TOTAL		89,73,000	100.00	1,23,21,000	100.00
S.N.	Category of Shareholders	Pre- Preferential Issue	%	Post- Preferential Issue	%																					
1.	Promoter & Promoter Group	52,73,000	58.77	63,01,000	51.14																					
2.	Public	37,00,000	41.23	60,20,000	48.86																					
TOTAL		89,73,000	100.00	1,23,21,000	100.00																					
5b.	Issue price	Rs. 104.50/- (One Hundred Four Rupees and Fifty Paise only) per warrant to be converted into one equity share.																								
6.	In case of convertibles: intimation on conversion of securities or on lapse of the tenure.	<p>The tenure of the fully convertible warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants.</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrants holders on such warrants shall stand forfeited by the Company.</p>																								
7.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable.																								



Exhibit A

The names of the proposed allottees in case of issue of warrants convertible into equity shares to the Promoter & Promoter Group and Public Category, to be allotted on preferential basis:

Sr. No.	Name of the Proposed Allottees	Category of the Proposed Allottee	Maximum no. of Warrants (Convertible to Equity Shares) proposed to be allotted
1.	Reliable Data Services Limited	Promoter	10,00,000
2.	Meenakshi Pathak	Promoter	4,000
3.	Sunil Kumar Rai	Promoter	4,000
4.	Sanjay Kumar Pathak	Promoter Group	4,000
5.	Anil Kumar Jha	Promoter Group	8,000
6.	Sandeep Jha	Promoter Group	4,000
7.	Rakesh Jha	Promoter Group	4,000
8.	Srishti Jha	Non-Promoter	4,000
9.	Anshu Jha	Non-Promoter	4,000
10.	Meenu Rai	Non-Promoter	4,000
11.	Onvo Aquarrius Private Limited	Non-Promoter	5,42,000
12.	Manish Nitin Thakur	Non-Promoter	1,08,000
13.	Vishal Mahesh Waghela	Non-Promoter	2,80,000
14.	Rushabh Rajnikant Shah (HUF)	Non-Promoter	48,000
15.	Vishal Rajeshkumar Shah	Non-Promoter	48,000
16.	Samkit Ramesh Jain	Non-Promoter	24,000
17.	MR COUNTRY SIDE Private Limited	Non-Promoter	7,74,000
18.	Jakson Assets Private Limited	Non-Promoter	2,96,000
19.	Mahesh Mulchand Waghela	Non-Promoter	1,40,000
20.	Shreya Keyur Soni	Non-Promoter	24,000
21.	Shyamsunder Rathi	Non-Promoter	24,000
TOTAL			33,48,000



Annexure 2

Details under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023:

Sr. No.	Particulars	Details
1	Name of KMP and Designation	Mrs. Dimple Jain - Whole Time Company Secretary and Compliance officer
2	Reason for change	Appointment
3	Date of Appointment / cessation (as applicable) & term of appointment	Date of Appointment- 30 th August, 2025 Term of appointment: Full time
4	Brief profile (in case of appointment)	She is qualified Company Secretary from Institute of Company Secretaries of India and got Membership no. A66991. She has 2 years of experience of Secretarial work.
5	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable



ANISHA KUMARI
EMAIL: anishacs@rediffmail.com
PHONE NO.01204089166

Date: 30.08.2025

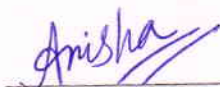
To
Chairman cum Managing Director
Kandarp Digi Smart BPO Limited
GF-22 Hans Bhawan, Bahadur Saha Zafar Marg,
Central Delhi, New Delhi, Delhi, India, 110002

Subject: Resignation from the Post of Company Secretary and Compliance Officer of
Kandarp Digi Smart BPO Limited.

Dear Sir,

This is to inform you that I, Anisha Kumari hereby tender my resignation from the post of Company Secretary & Compliance officer due to some pre occupation in other assignments. Here I am requesting you to please accept this letter as my formal Resignation from the post of Company Secretary & Compliance officer of Kandarp Digi Smart BPO Limited with effect from **30.08.2025**.

Further request you to file the necessary forms with the regulatory authorities to give effect to this resignation.



Thanks & Regards
Anisha Kumari
Membership No.A67823
Company Secretary & Compliance officer

PARBIND KUMAR JHA
EMAIL: Parbind.jha@kandarp.net
PHONE NO.01204089142

Date: 30.08.2025

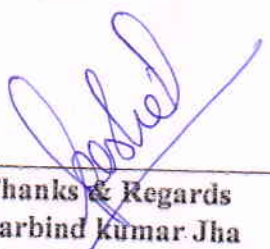
To
Chairman cum Managing Director
Kandarp Digi Smart BPO Limited
GF-22 Hans Bhawan, Bahadur Saha Zafar Marg,
Central Delhi, New Delhi, Delhi, India, 110002

Subject: Resignation from the Post of Compliance Officer of Kandarp Digi Smart BPO Limited.

Dear Sir,

This is to inform you that I, Parbind Kumar Jha hereby tender my resignation from the post of Compliance officer due to some pre occupation in other assignments. Here I am requesting you to please accept this letter as my formal Resignation from the post of Compliance officer of Kandarp Digi Smart BPO Limited with effect from 30.08.2025.

Further request you to file the necessary forms with the regulatory authorities to give effect to this resignation.


Thanks & Regards
Parbind kumar Jha
Compliance officer & CFO

Annexure 4

The details required under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 provided below:

To appoint M/s. Karmv and Company, Chartered Accountants, (FRN: 023022N), as the Statutory Auditor of the Company:

Sr. No.	Particulars	Details
1	Name of Auditor	M/s Karmv and Company, Chartered Accountants, (FRN: 023022N)
2	Reason for change	Appointment as the statutory auditors of the company.
3	Date of appointment	From starting of the financial year 2025-2026
4	Term of Appointment	From F.Y 2025-2026 to F.Y 2029-2030, Subject to approval of the members in the ensuing Annual General Meeting
5	Peer review No.	017475
6	Brief profile (in case of appointment)	M/s Karmv and Company, Chartered Accountants, (FRN: 023022N) experience in conducting audits for a diverse client. Their expertise spans limited and private limited companies, partnership firms, proprietorship concerns, banks, and educational institutions. The firm excels in stock audits, company law, income tax, GST, and service tax matters. Their commitment to integrity and quality positions them as trusted financial advisors in the industry.
7	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable



ANNEXURE 5

Disclosure under Regulation 30, read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November, 2024:

Appointment of M/s. Neha Mehra & Associates, Company Secretaries, Delhi as Auditors of the Company:

Sr. No.	Particulars	Details
1	Name of Auditor	M/s. Neha Mehra & Associates, Company Secretaries
2	Reason for change	Appointment as the secretarial auditors of the company.
3	Date of appointment	The Board in its meeting held on 14th August, 2025, recommended appointment of M/s. Neha Mehra & Associates, Company Secretaries, Delhi as Secretarial Auditors of the Company for a period of 5 (five) consecutive years commencing from financial year 2025-26 till financial year 2029-30, to conduct secretarial audit and issue of Annual Secretarial Compliance Report as required under Regulation 24A of the Listing Regulations, to the members of the Company.
4	Brief profile (in case of appointment)	M/s. Neha Mehra, Company Secretaries, Delhi, a Peer Reviewed Firm, is promoted by CS Neha Mehra, a Fellow Member of the Institute of Company Secretaries of India, having experience for more than 16 years in the fields of Auditing and handling compliances under various Corporate Laws.
5	Disclosure of relationships between directors (in case of appointment of a director)	Not applicable

