To, **Date:- 01.09.2024**
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, NSE Building,
Bandra Kurla Complex,Bandra East,
Mumbai-400 051

Dear Sir / Madam,

Sub: Corrigendum to the Annual Report for the financial year 2023-24.

Ref: Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This Corrigendum is in relation to the Annual Report for FY 2023-24 submitted by the Company vide letter dated 30th August, 2024 and emailed to the shareholders along with the Notice convening 12th Annual General Meeting of the Company.

With reference to the same, we have noticed an inadvertent typographical error as detailed below:-

a) **Key Facts** (page No.4):- 27100 + Employees shall be read as 27100+ Headcount Managed.

Operating Matrix (page no. 19)

The heading of Healthy profit profile of core segment, with FY21 as a one-off on account of COVID-19, shall be Profit profile of core segment. A brief note in this regard was added in page no. 20 as detailed below:-
The decrease in profit percentage is attributed to the current market conditions and recent investments made by the company, including an increase in internal headcount. This strategic expansion of our team is expected to enhance our capabilities and drive exceptional results moving forward.

Further, the word "electronics trading" appearing in page no. 20, 2nd paragraph shall be deleted and the paragraph shall be read as the Non-Core segment, achieved a PBIT of ₹3.06 crore.

Management Discussion Analysis Report (page no. 21)

b) In this, under the head Company Overview, the sentence Spectrum Talent Management Limited, founded in 2008, shall be read as Spectrum Talent Management Limited, founded in 2012. Further, under the heading Ration Analysis, EBITDA graph (Exports of Electronics Goods) the word FY23 Revenue FY24 Revenue appearing shall be read as FY23 FY24. In same section, under the heading Human Resources Development the word appearing the Company with a large workforce of 4500 shall be read as the Company with a large workforce of 490 internal permanent employees.

In view of the aforesaid, we are submitting the updated Annual Report of the Company for FY 2023-24 after incorporating the aforesaid changes.

Thanking you,

Yours faithfully,

For Spectrum Talent Management Limited

NITESH ANAND Digitally signed by NITESH ANAND Date: 2024.09.01 22:17:13 +05'30'

(Nitesh Anand)
Company Secretary cum Compliance officer
Membership No. A28698

Encl. as Above

Spectrum Talent Management®

Managing Talent

Locally, Globally

ANNUAL REPORT
2023-24

Spectrum Talent Management Limted

Table Of Content

Managing Talent Locally, Globally	2
Company At A Glance	3
Key Facts	4
Key Milestones	5
Our Founder	7
Board Of Director	8
Founder Letter	9
Key Financial	11
Industries Served	13
Services Portfolio	14
Operating Matrix	19
Management Discussion & Analysis	21
Notice	31
Board's Report	52
Standalone	
Independent Auditor's Report	68
Standalone Balance Sheet	78
Standalone Statement Of Profit & Loss	79
Standalone Cash Flow Statement	80
Notes To The Standalone Accounts	81
Consolidated	
Independent Auditor's Report	102
Consolidated Balance Sheet	109
Consolidated Statement Of Profit & Loss	110
Consolidated Cash Flow Statement	111
Notes To The Consolidated Accounts	112

FORWARD-LOOKING STATEMENT

In this Annual Report, we might have disclosed forward-looking statements that set out anticipated results based on the management's plans and assumptions. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties, and inaccurate assumptions. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

This Annual Report can be downloaded from our website at

https://www.stmpl.co.in/investors/

Managing Talent

Locally, Globally

Spectrum Talent Management Limited embodies a culture of tenacity and creativity, with a focus on growth and empowerment. Our unwavering commitment to excellence drives progress for both ourselves and our clients, solidifying our industry prominence.Our tailored services, including staffing, recruitment, and apprenticeship, cater to diverse needs, enhancing opportunities for an ambitious workforce. We prioritize understanding and responsiveness, engaging stakeholders to provide comprehensive solutions and continuous improvement.We are dedicated to nurturing employee growth through training and a secure work environment, aligning with our mission to empower individuals and enrich the workforce. As we navigate the dynamic human resources landscape, innovation, growth, and client-centricity remain our foundation.Spectrum Talent Management Limited's legacy is one of enduring empowerment, progress, and exceptional service, managing talent locally and globally. Our commitment shapes industries and goes beyond expectations, delivering top-tier human resources solutions worldwide.

Company At A Glance

Spectrum Talent Management Limited (Spectrum) is a fast-growing talent management, deployment and HR services company, involved in the entire talent recruitment and deployment life cycle.

Offers complete range of services for talent management, including general staffing, IT staff augmentation, RPO, apprenticeship solutions, among others.

Spectrum was founded in 2008 by first-generation dynamic promoter duo, Vidur Gupta and Sidharth Agarwal, ably supported by a professional second-level management team.

As a bootstrapped founder-driven company, in last 15 years, Spectrum has grown into a global talent management company with workforce of 18,800+ people and 8,200+ people in Apprenticeship.

Vision

To be a global people business by bringing great people together.

Mission

Develop and implement best practices in human capital selection and management for our partners.

Key Facts

15+ Years Of Experience

3+ Global Countries Of Presence

14+ Offices

13+ Sectors Of Expertise

322+ Vendor Network

27,100+ Headcount Managed

18,875+ Workforce Deployed

8,279+ People Deployed For NAPS & NATS

490+ Core Team

Financial Snapshot - FY24

₹10,162.0 Mn Revenue

₹118.41 Mn EBITDA

₹116.02 Mn Net PAT

Key Milestones

2008
Business Founded by freshly-minted graduates, Vidur Gupta and Sidharth Agarwal

2012
Incorporated as Spectrum Talent Management Private Limited

2017
Started IT staffing vertical

2019
Crossed ₹200 crore in Revenue

Crossed a headcount of 10,000 Manpower on our payrolls

2020
Incorporated a wholly-owned subsidiary in the US, i.e.,STM Consulting Inc.

2021
Incorporated a subsidiary in the UK, i.e., STM Consulting Limited

2022
Crossed a headcount of 15,000 Manpower on our payrolls

2023
Company got listed on NSE Emerge platform

2024
Doubled the HC in last 2 Years and Reached ₹1,000 Cr mark Also received a recognition of "Great Place To Work"

Our Founder

Vidur Gupta
Managing Director

Vidur Gupta, is the Co- founder, Promoter and Managing Director of the Company. He holds a bachelor' s degree in Hospitality, after which he studied Entrepreneurship from the Amity University. He has completed his MBA in Entrepreneurship and is a specialist in Strategy & Business Development. He possesses extensive experience in management at all levels in India and abroad, and has expertise in talent management in the US, APAC and MEA. He handles Permanent Recruitment, Sales and Marketing and International Businessfor the company.

Sidharth Agarwal, is the Co- founder, Promoter, Whole- Time Director and CFO of the Company. He holds a bachelor' s degree in Business and an MBA from Amity Business School. During his past stints, he worked with Reliance Capital for a year, where he gained tremendous exposure in finance and strategy. His expertise in finance, forecasting skills, optimising and judiciously deploying resources are of great value to the Company. He has been instrumental in ramping up staffing operations of the company. He is responsible for handling contract staffing, finance, and overall operations for Spectrum.

Sidharth Agarwal
Whole-Time Director

Board Of Director

Rajesh Gupta
Non- Executive Director

Rajesh Gupta, is a Non- Executive Director of the Company. He is an Engineer with a degree from SVR Collegeof Engineering, Surat. After passing out from college in 1981, Mr. Gupta went on to establish multiple ventures that involved producing raw materials related to the textile industry. He brings over 40 years of work experience with different industries.

Rajeev Agarwal
Non-Executive Director

Rajeev Agarwal, is a Non-Executive Director of the Company. He completed bachelor's of Commerce (Honors) from Delhi University (DU), after which he established multiple automobile dealerships for cars and two wheelers in last 35 years. Mr. Agarwal brings a strong association with several retail businesses to the board.

Anup Kumar Jaiswal
Independent Director

Anup Kumar Jaiswal, is an Independent Director of the Company. He completed his MA from the University of Delhi in 1982, and also holds an LLB Degree from Garhwal University. He has held various positions as a Government authority; he was the Chairman of the Income Tax Settlement Commission, Principal Chief Commissioner of Income Tax – Gujarat, Principal Chief Commissioner of Income Tax - MP and Chhattisgarh, DDG Narcotic Control Bureau.

Anubha Agarwal
Independent Director

Anubha Agarwal, is an Independent Director of the Company. She is a fellow Company Secretary and a lawyer serving in the legal profession for more than 17 years. She has advised various multinational companies on corporate, commercial and policy issues and holds a gold medal in commerce. She has to her credit various legal articles on diverse topics. In her current role, she works as the Legal Counsel in India for United Airlines.

Suresh Kumar Mehra
Independent Director

Suresh Kumar Mehra, is an Independent Director of the Company. He has completed his post-graduation and is a diligent insurance professional with more than 36 years of work experience managing operations in The Oriental Insurance Company Limited and Health Insurance TPA of India. He has overseen departments such as budget,and human resource development.

Founder Letter

Mr. Vidur Gupta
Managing Director

"Foundational Growth: Paving the Way for the Next Level of Success"

Dear Shareholders,

In an era characterized by rapid and continuous change, the notion of maintaining the status quo has become a distant memory for businesses. Today, it is imperative not only to refine practices but also to navigate swift transformations, devising strategies that remain resilient against market volatility.

In the face of these challenges, the staffing industry emerges as a vital ally for modern businesses. It helps them navigate the complexities of implementing new policies and practices across various functions, from filling job roles to managing finances and governance. Moreover, the staffing industry plays a key role in enhancing skills, preparing individuals to confront future challenges effectively.

The Indian Staffing Federation (ISF) is seeing a strong uptrend compared to last year with key sectors like e-commerce, retail, logistics, manufacturing, hospitality, and aviation have driven this expansion, boosting economic activity and employment. By December 2023, ISF members had employed 1.62 million formal flexi workers, demonstrating growth and the sector's substantial impact on employment, while IT staffing experienced a slight decline.

We play a crucial role as intermediaries, connecting employers with skilled candidates across various roles. Our commitment includes ensuring a steady supply of talented professionals, effectively bridging current workforce gaps. By strategically leveraging the staffing industry, we directly contribute to enterprise transformation, promoting adaptability and fostering a forward-thinking workforce that aligns with evolving global dynamics.

Company stands at the forefront of the Indian staffing industry, leveraging the strong uptrend reported by the Indian Staffing Federation (ISF). Spectrum plays a pivotal role in connecting employers with skilled candidates. By ensuring a steady supply of talented professionals, we not only address current workforce gaps but also contribute to the overall transformation of enterprises. Our commitment to promoting adaptability fosters a forward-thinking workforce, aligned with the evolving demands of the global market.

Doubled our workforce in the last two years and surpassed the ₹10 Billions revenue mark, while also earning recognition as a 'Great Place to Work'

Our success was driven by strong client demand and ongoing challenges in talent availability, highlighting our deep expertise in meeting the needs of both clients and skilled professionals.

In FY24, I am incredibly proud of our company's outstanding performance in a rapidly changing global environment. We achieved an impressive revenue of ₹10,016 million, up 32.9% majorly supported by key sectors such as Renewable Energy, Retail, and Manufacturing. Our EBITA of ₹ 94 million and a PAT of ₹ 100 million.

Throughout the year, our core segments of manpower supply and recruitment services experienced robust growth, expanding by 20%. This growth was driven significantly by contributions from the Renewable Energy, Retail, and Manufacturing sectors, demonstrating our agility and effectiveness in responding to evolving market needs. We successfully onboarded 70 new clients during the year (Provide full year figure), which underscores our expanding market presence and successful client acquisition strategy. Moreover, we strategically scaled our workforce, doubling our headcount from 13,000 to over 27,000 employees, reflecting our commitment to sustainable growth and meeting increasing demands across industries.

Driving Operational Excellence: Implementing NAPS, NATS, and Establishing a Dynamic RPO and IT Staffing Sales Team

Our operational achievements in FY24 underscore our commitment to excellence and innovation. Key highlights include the successful implementation of National Apprenticeship Promotion Scheme (NAPS) and National Apprenticeship Training Scheme (NATS), as well as the establishment of a highly effective Recruitment Process Outsourcing (RPO) and IT Staffing Sales Team. These initiatives have significantly bolstered our capabilities and streamlined our operational efficiencies.

Growing Our Team: Significant Headcount Expansion and Talent Development during FY24

We are proud to announce substantial growth in our team during FY24. Our managed headcount increased by 5,247 employees, with a notable 15.81% growth in the second half of the fiscal year adding 3,707 new members.

In our Apprentice vertical, we significantly increased trainees' headcount by 2,823, with the second half of FY24 showing a promising growth of 14.5%, adding 1,051 trainees. This underscores our dedication to empowering young talent and fostering their growth within our organization.

I am pleased to welcome Mr. Peush Saproo as our Sales Head for RPO & IT Staffing Business, leveraging his 21 years of experience. Furthermore, we have strengthened our RPO & IT Staffing sales team by adding 10 new members. These additions strategically position us to capitalize on untapped market opportunities and enhance our recruitment outsourcing services, ensuring streamlined processes and meeting diverse business needs effectively.

With a significant portion of the recruitment market still untapped and fragmented, we remain poised to leverage this growth opportunity. By delivering comprehensive recruitment outsourcing services, we aim to improve efficiency and meet the evolving demands of businesses across various sectors.

Our strategic focus on core HR businesses ensures sustainable growth and lasting stakeholder value

We project a compound annual growth rate (CAGR) of 30-35% over the next 3 to 5 years (2024-2029) This ambitious target is underpinned by our commitment to enhancing operational efficiencies and expanding our service offerings in high-growth sectors.

Our strategic investments have impacted operating margins in the short term, but these are expected to recover, aligning with our vision of sustainable growth. We anticipate our PAT margin to stabilize and improve over the next 1 to 1.5 years. Our trading business segment experienced a notable increase in turnover due to rapid capital utilization; however, this segment is set to be phased out as we intensify our focus on our core HR businesses.

As we transition away from non-core trading activities, we remain focused on core business segments to ensure lasting stakeholder value. Our strategic initiatives drive future growth, positioning us as industry leaders. Our success reflects the dedication of our team; I extend heartfelt gratitude to each member. I also thank stakeholders for their unwavering support. With a strong foundation and talented team, Spectrum is poised for greater success. The evolving work landscape emphasizes collaboration, flexibility, and inclusivity, unlocking workforce potential. In a talent-scarce world, understanding client and talent aspirations is key. We prioritize equal opportunities, labor market optimization, and innovation, backed by a diverse talent pool.

Thank you to our invaluable talents, esteemed clients, and dedicated employees. Together, we are shaping a promising future of work.

Vidur Gupta
MD

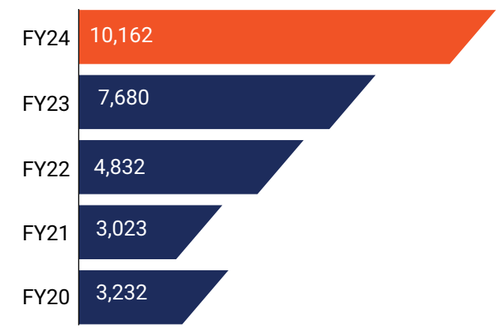
Key Financial

(₹Million)

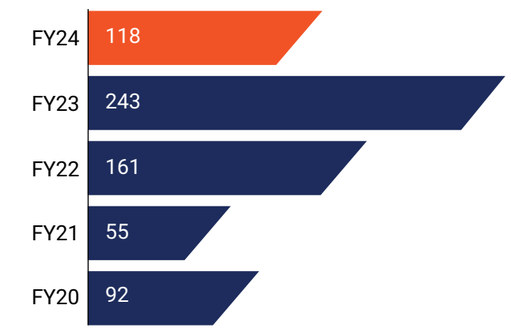
Particulars	FY20	FY21	FY22	FY23	FY24
Profit And Loss					
Revenues	3,232.37	3,023.76	4,832.21	7,680.37	10,162.01
Other Income	4.45	5.17	2.45	7.68	24.61
Expenditure	3,152.78	2,984.07	4,646.47	7,394.66	10,007.49
EBITDA	92.85	55.01	161.71	243.41	118.40
EBITDA Margin(%)	2.9%	1.8%	3.3%	3.2%	1.17%
Interest	1.17	1.39	1.19	6.59	3.50
Depreciation	7.65	8.74	8.79	15.03	14.55
PBT	84.04	44.87	151.73	221.79	100.36
PBT Margin (%)	2.6%	1.5%	3.1%	2.9%	1.0%
Tax	15.87	-2.06	-0.72	-56.34	-15.65
PAT	68.17	46.94	152.46	278.13	116.02
PAT Margin(%)	2.1%	1.5%	3.2%	3.6%	1.1%
Balance Sheet					
Fixed Assets	23.18	17.93	27.22	33.09	66.54
Investments	0	7.98	8.11	0.00	0.00
Non Current Assets	4.34	7.32	8.05	73.89	93.21
Current Assets	380.59	428.87	600.81	854.03	1842.49
Total Assets	**408.11**	**462.09**	**644.19**	**961.01**	**2,002.24**
Equity	47.5	95	85.5	179.07	230.93
Reserve & Surplus	102.23	101.62	193.49	378.99	1,235.01
Net Worth	149.73	196.62	278.99	558.06	1,465.94
Long Term Borrowings	6.07	3.08	3.43	1.13	4.44
Total Non Current Liabilitie	2.3	5.46	6.81	9.74	16.13
Short Term Borrowings	33.11	0.01	99.25	36.43	4.22
Total Current Liabilities	250.01	256.92	255.28	355.23	511.51
Total Liabilities	**408.11**	**462.09**	**644.19**	**961.01**	**2,002.24**
Cash Flow statement					
Cash from Operations	56.84	57.06	-73.08	91.51	-48.06
Cash from Investments	2.16	-52.43	24.21	-11.84	-48.37
Cash from financial Activities	-28.56	-37.49	25.64	-71.72	757.93
Ratio					
Debt to Equity(x)	0.26	0.02	0.37	0.07	0.01
Current Ratio	1.52	1.67	1.69	2.18	3.60
EPS (Rs) Basic	14.35	9.88	8.46	16.04	5.30
EPS (Rs) Diluted	14.35	9.88	8.46	16.04	5.30
BV (Rs)	8.36	10.98	15.58	24.17	63.48
Number of Shares	1,79,07,496	1,79,07,496	1,79,07,496	2,30,93,096	2,30,93,096
ROE	45.05	24.11	54.89	49.83	7.91
ROCE	54.21	23.62	54.33	59.30	7.94

Robust Financial Profile

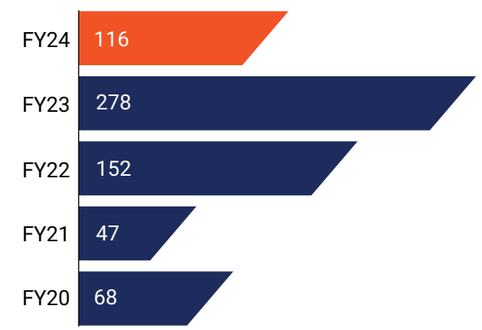
Revenues
(₹Million)



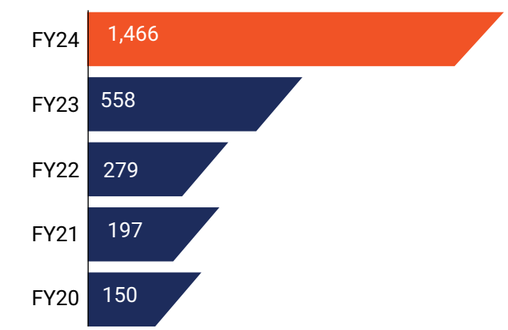
EBITDA
(₹Million)



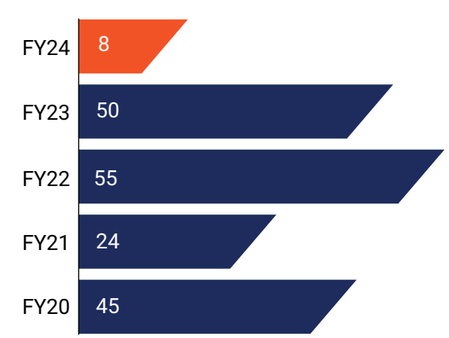
PAT
(₹Million)



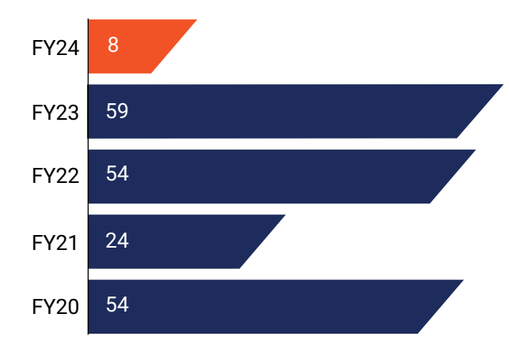
Net Worth
(₹Million)



ROE
(%)



ROCE
(%)



Industries Served

- Information Technology
- Logistics
- Telecom
- Retail
- E-Commerce
- BFSI
- Engineering
- FMCG
- Electrical and Electronics
- Manufacturing
- Automobile
- Pharma

Services Portfolio

General Staffing

Flexai Staffing

Industrial Staffing

IT Staffing

Apprenticeship Solution

Payroll Management

Compliance Management

Recurring Revenue Stream

Recruitment Process Outsourcing

Permanent Recruitment

Executive Search for Senior Level Management

Process Management including Sourcing, Interview, Offer

Project based Solutions

One-Time Fee-Based Revenue Stream

Global HR Services

Global Local Recruitment

US Staffing

Remote Workforce

Recurring Revenue Stream

Services Portfolio

General Staffing

Flexi Staffing

Manpower deployed as per client needs for specific time periods

Associates deployed at client sites on Spectrum payroll

All documentation, compliance, processes handled by Spectrum

Present across different industries: BFSI, Retail, Telecom, e-commerce, FMCG, FMCD, Logistics among others

IT Staffing

Strong experience in sourcing and deploying IT talent across the country

Expertise across vanilla and niche skills

Industrial Staffing

Helping clients identify the right talent for their industry-specific manufacturing set ups

Vast database of candidates, tie-ups with colleges and NGOs, aid in effective talent sourcing

Talent with different qualifications deployed: Engineers, Diploma Engineers, ITI Technicians, Production Staff, Managerial Staff among others

Compliance Management

Complete range of services including compliance audits, gap analysis, solution recommendations, registrations, renewals & records maintenance

Also taking care of closures, digital/manual register maintenance, liaising with authorities concerned, form submissions and remittances

Apprenticeship Solution

Offering apprenticeship solutions (NAPS & NATS) as per Apprenticeship Act. 2014 and Apprenticeship Rules, 2015

Payroll Management

Organised payroll management solutions to clients encompassing features such as payroll calculation, compliance as per local laws & regulations

Services Portfolio

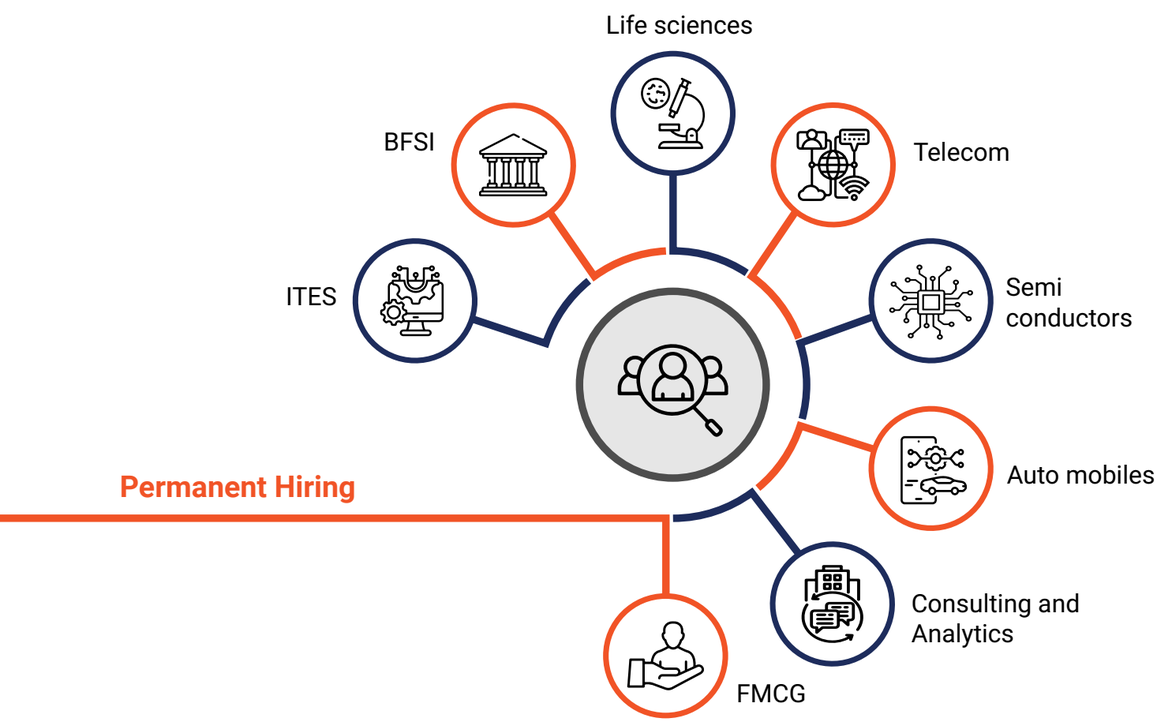
RPO

Recruitment Process Outsourcing

Complete solution for clients in India and abroad to hire talent, based on deep understanding of the client's business, specific requirements, constraints, and preferences. Recruitment solutions for specific project as well as permanent hirings across industries such as IT, ITES, Telecom, Semiconductors, Automobiles, Life sciences, FMCG, C&A and BFSI

IT Service

IT Captives



Permanent Hiring

Services Portfolio

Global HR Services

Global HR Services

This vertical is based on leveraging the cost arbitrage for delivering HR services globally, with India as the base

Global local recruitment

Offering local talent to global companies in multiple countries, allowing them to deal with only one vendor

US Staffing

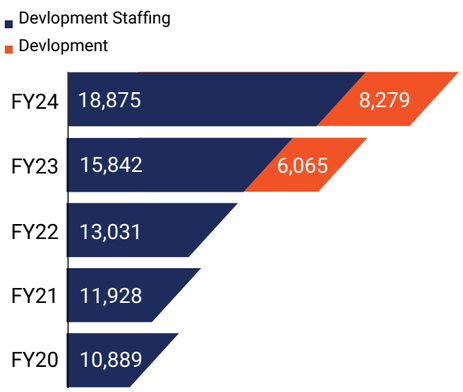
Deploying locally available talent in north america at customer siteson our payroll

Remote Work-force

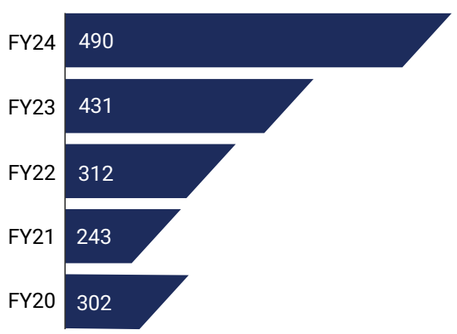
Leveraging indian talent to work remotely for customer project's in developed market's

Operating Matrix

Total Headcount

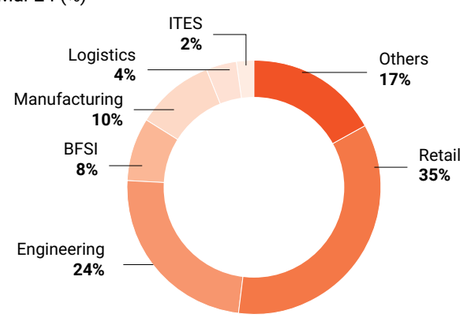


Total Core Headcount



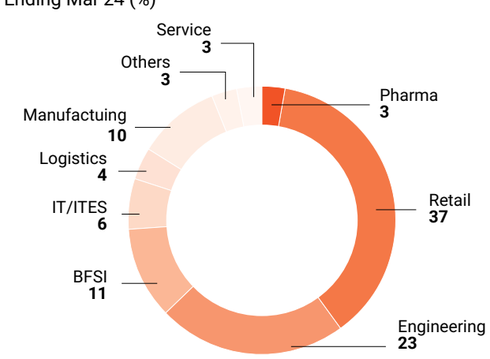
Diversified industry base, with retail, engineering, manufacturing and BFSI as core contributors

Staffing Headcount: Industry Bifurcation For period ending Mar'24 (%)



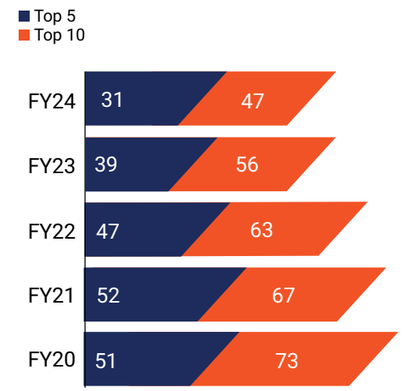
Divsersified Business Revenues With No Significant Depedence On Any One perticular industry

Core Business: Revenue Bifurcation By Industry For Period Ending Mar'24 (%)



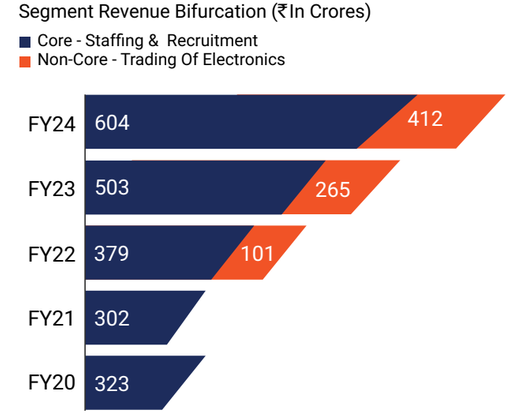
Divsersified Client Base With No Significant Depedence On Any Client

Top 5 & Top 10 Clients: Business Contribution (%)



Consistent revenue growth in core segment of Staffing & Recruitment

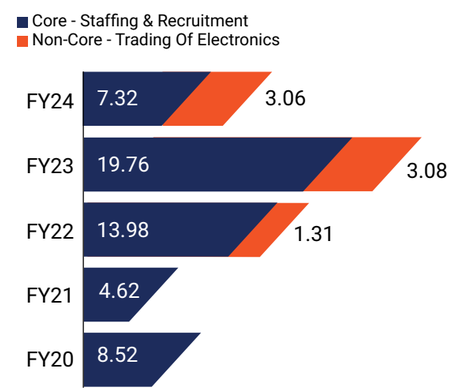
Segment Revenue Bifurcation (₹In Crores)



In FY24, both segments showed growth. The Core business experienced a substantial revenue increase to ₹604 crore, representing a year-over-year growth of 20.10%. Meanwhile, the Non-Core segment, focusing on the trading of electronics, exhibited remarkable growth, with revenue reaching ₹412 crore, marking a notable year-over-year growth of 55.60%. Although the Non-Core segment had a higher growth rate percentage-wise, the Core business remains the dominant contributor to overall revenue. Monitoring these trends will be crucial for making informed strategic decisions in the future.
In FY24, the Core business reported a PBIT of ₹7.32 crore, the Non-Core segment, achieved a PBIT of ₹3.06 crore.

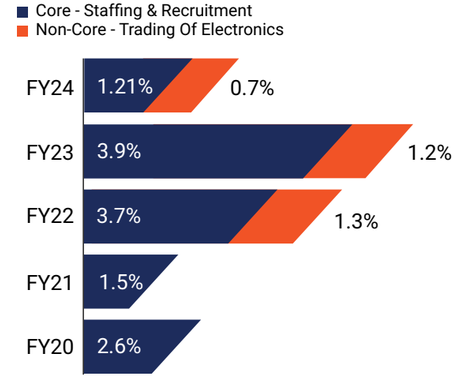
Staffing & Recruitment and profitability from non-core segment

Segment PBIT Contribution (₹In Crores)



Profit profile of core segment,

Segment PBIT Profile (%)



These results highlight the steady contributions from both business segments. While the Non-Core segment exhibited higher percentage growth, the Core business remained the primary driver of PBIT. Monitoring these trends will be pivotal for strategic decision-making in the upcoming periods.

Note: The decrease in profit percentage is attributed to the current market conditions and recent investments made by the company, including an increase in internal headcount. This strategic expansion of our team is expected to enhance our capabilities and drive exceptional results moving forward.

Management Discussion & Analysis

Global Economic Outlook 2024

Navigating Resilience and Growth with Strategic Innovation and Fiscal Prudence

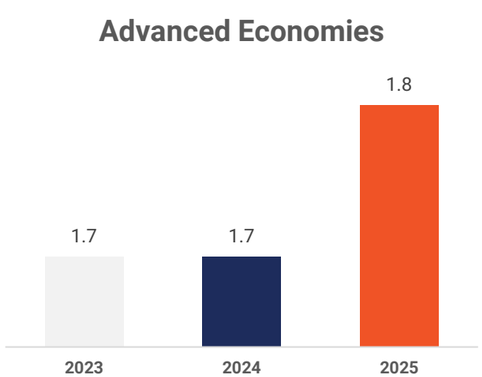
The global economy has shown remarkable resilience in 2024, with a projected growth rate of 3.0%, up from 2.9% in 2023. This improvement is driven by effective containment of financial sector risks and strategic fiscal consolidations. Inflation is expected to decline from 8.7% in 2022 to 6.8% in 2023 and further to 5.2% in 2024.

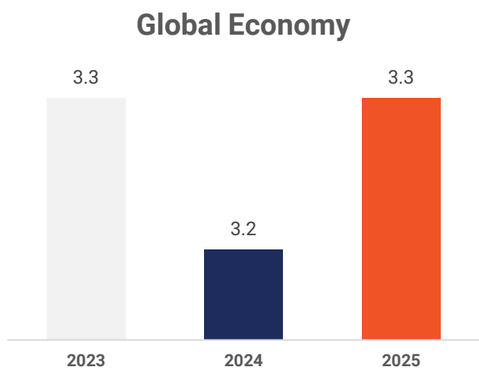
Trade diversification has led to a growth in global trade volumes, projected at 4.2% compared to 3.5% last year. This highlights the benefits of reducing geoeconomic fragmentation and enhancing productivity through technological innovation and structural reforms. Fiscal policies focused on innovation and climate resilience are crucial for sustainable growth. Efforts to reduce capital and labour misallocation through robust governance and education initiatives are expected to yield long-term benefits.

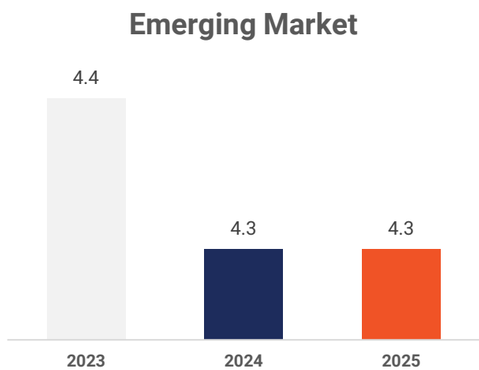
Multilateral cooperation remains vital in addressing climate change and ensuring energy security, essential for a sustainable green transition and long-term global economic health. The 2024 outlook is optimistic, with strategic fiscal adjustments, innovation, and cooperation paving the way for sustained growth and resilience.

Source: IMF - World Economic Outlook July-2024

Growth Projection (Real GDP Growth, Percent Change)





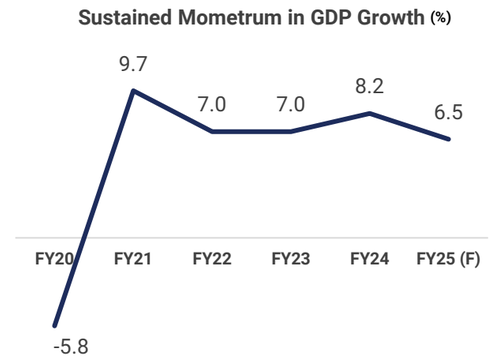


Indian Economic Overview

India's GDP growth expected to remain robust. Steady private consumption and emerging investment drive growth

India's economy is set to become the world's third-largest with a GDP of USD 5 trillion within the next three years. Driven by strong domestic demand, private consumption, and investment, India has sustained over 7% growth in recent years. Key reforms, investments in infrastructure, and improved ease of doing business have bolstered economic activity. The GST has unified domestic markets, reduced logistics costs, and expanded the tax base, enhancing public finances. The RBI's efforts to control inflation have provided a stable environment for long-term investments.

Alongside these developments, advancements in human capital, technological progress, and institutional efficiency are driving sustained growth. With these strengths, India aims to reach a USD 7 trillion economy by 2030, striving to elevate the quality of life and living standards for its citizens.



Source: Department of Economic Affairs - The Indian Economy A Review

Global staffing industry

The World Employment and Social Outlook report for May 2024 presents a generally positive economic growth trajectory and a stable labour market outlook. Despite the relatively benign cyclical outlook in predominantly high-income countries, global labour underutilization remains pervasive. The unemployment rate stands at 4.9% for 2024, equating to 183 million unemployed persons. It is crucial to consider broader measures of labour underutilization, such as the jobs gap and LU3 indicators, to understand the true extent of employment needs.

For 2024, the global unemployment rate is projected at 4.9%, with 183 million individuals unemployed.

The informal employment sector sees a substantial number of women with shorter job tenures compared to men, leading to higher job separation rates and lower returns to tenure. This trend indicates a need for improved care policies and services to support women's participation in the formal workforce

Global GDP growth is projected at 3.2% in 2024, but the link between economic growth and poverty reduction has weakened.

While GDP growth remains crucial for development, the report emphasizes the importance of measuring and monitoring social progress indicators beyond economic activity alone. Since 2015, there has been a slowdown in progress towards reducing poverty and informality. The link between these indicators and economic growth has diminished, underscoring the need for a comprehensive approach to achieve the 2030 agenda objectives. This includes promoting inclusive, equitable, and effective public policies that resonate with societal needs and uphold human dignity for all.

Sustainable development necessitates inclusive growth that benefits all, addressing disparities and promoting equitable policies.

Economic growth during the first months of 2024 has been broadly consistent with expectations, with a projected global GDP growth of 3.2% and decreasing global inflation. However, real wages remain slightly below 2019 levels globally, although some emerging economies have seen real wage increases. The report also highlights that restrictive macroeconomic policies could have delayed effects on the labour market, particularly in vulnerable countries facing multiple challenges such as conflict, food insecurity, and fiscal constraints.

Average Annual Growth Rates in Selected Indicators (Percentage change)

Particulars	2005-2015	2015-2019	2015-2022
GDP per capita (constant US$ in PPP terms)	2.2	2.2	1.8
Population living below the poverty line (US$2.15 per person in PPP terms)	-5.7	-3.3	-1.4
Informal employment	0.7	0.9	1
Formal employment	2	1.5	1

Source: ILO - World Employment and Social Outlook: Trends 2024

Indian Staffing Industry

The Indian Staffing Federation (ISF) reported a 3.6% growth in the staffing industry during the third quarter of FY24, indicating a steady demand for flexible workforce solutions across various sectors. This growth trend is part of a broader upward trajectory, with the industry experiencing a notable 16.4% YoY increase throughout 2023. Key sectors such as e-commerce, retail, logistics, manufacturing, hospitality, and aviation played crucial roles in driving this employment surge, highlighting the industry's vital contribution to economic activity and job creation.

By December 2023, the formal flexi workforce employed by ISF members had grown to 1.62 million individuals, underscoring the sector's significant impact on employment generation. General Flexi Staffing showed a commendable 3.8% QoQ growth in Q3 FY24, while IT staffing experienced a slight decline during the same period. President of ISF, Mr. Lohit Bhatia, praised the industry's double-digit growth rate

of 16.4% YoY, emphasizing its resilience and critical role in supporting India's workforce.

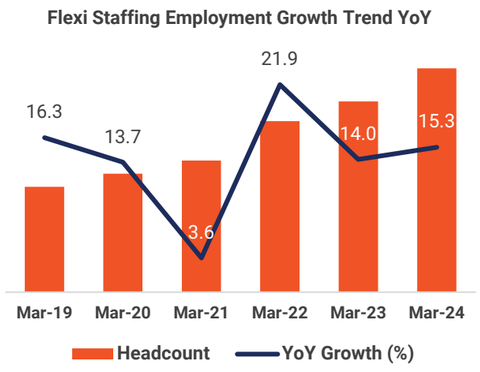
ISF remains committed to advocating for the recognition, fair treatment, and social security of temporary workers, addressing the needs of this substantial segment within India's labour market.

Source:https://www.ibef.org/news/flexi-staffing-industry-grows-3-6-in-december-quarter-of-fy24-report

Flexi Staffing Industry

Flexi Staffing industry added 2.20 lakh new formal jobs in 2023-24, showcasing robust growth.

- Growth and Employment Generation: The Flexi Staffing industry demonstrated a significant 15.3% YoY growth in new employment for 2023-24, adding approximately 2.20 lakh new formal jobs. The industry continues to support a substantial workforce, with ISF members employing 1.66 million flexi workers as of March 2024.
- Sectoral Contribution: Key sectors contributing to this growth include E-commerce, Logistics, Manufacturing, Healthcare, Retail, FMCG, and CD, among others. The sustained demand across these sectors has driven the industry's robust performance.
- Social Impact: Flexi staffing plays a crucial role in transitioning informal employment to formal employment, providing workers with social security, wage protection, and opportunities for upskilling and reskilling on the job. This pathway often leads to permanent employment for many job seekers.
- Women Workforce Participation: Flexi staffing companies have been successful in improving female workforce participation by offering more flexible work opportunities.



General Staffing

High demand in FMCG, E-commerce, Manufacturing, Healthcare, Retail, and more, fuelling growth.

- Steady Growth: The General Staffing segment, which caters to all sectors except IT and ITeS, experienced a 16.2% YoY growth in 2023-24, with a 2.4% QoQ increase in Q4 2023-24. This segment added 2.02 lakh new formal jobs over the year.
- Sectoral Drivers: Demand for general staffing was primarily driven by sectors such as FMCG, E-commerce, Manufacturing, Healthcare, Retail, Logistics, Banking, and Energy. The consistent demand across these industries has helped sustain growth.
- Positive Impact: The general staffing industry not only supports a diverse range of sectors but also contributes significantly to formal employment, providing job security and facilitating workforce mobilization

Source: IBEF - Flexi staffing industry
Source: ISF - Flexi Staffing Industry Annual Report 2024

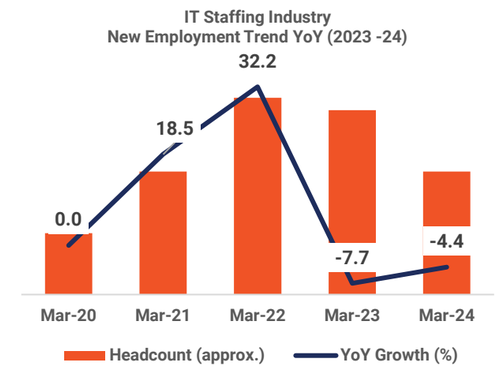
IT Staffing

The IT Staffing industry faced a 4.4% YoY decline and a 1.1% QoQ drop in Q4 2023-24, but is gradually recovering. Emerging opportunities in digital adoption, government projects, and global capability centres (GCCs) are expected to drive growth.

Despite a 4.4% contraction in IT staffing this fiscal year, the sector is experiencing a gradual recovery driven by various factors, including geopolitical developments and market adjustments. This recovery is influenced by scenarios such as the dynamics in the US markets, the Russia-Ukraine conflict, and fluctuations in global financial markets. Over the past two years, companies have been adjusting their capacities and focusing on enhancing productivity to meet market pressures.

The average salary in the flexible staffing sector is ₹22,000 per month, which is significantly higher than the minimum wage. This reflects the sector's crucial role in creating formal employment opportunities. Regions like Delhi/NCR, Karnataka, Maharashtra, Gujarat, and Telangana offer the highest salary averages, driven by the widespread adoption of contract staffing across various industries.

According to the Indian Staffing Federation (ISF), the market has shown substantial improvement across most sectors, underscoring the critical role of the IT staffing industry in driving employment and economic stability in India.



Source: Business Standard - Flexi Staffing Industry News

Employment trends in 2024

In 2024, the employment sector demonstrated remarkable resilience, navigating geopolitical and economic shifts with a steady recovery. Despite challenges in IT staffing, increased demand and productivity enhancements fuelled positive employment trends.

In 2024, the employment landscape exhibited significant resilience and adaptation in response to global geopolitical and economic fluctuations. Despite a 4.4% contraction in the IT staffing sector due to earlier right-sizing efforts and ongoing geopolitical tensions, there was a gradual recovery driven by increased demand and productivity enhancements. Key regions such as Delhi/NCR, Karnataka, Maharashtra, Gujarat, and Telangana witnessed higher salary averages, reflecting the industry's robust adoption of contract staffing.

Government initiatives, including comprehensive employment and skilling packages, played a crucial role in fostering job creation and economic stability. These initiatives, aimed at benefiting millions of youths and supporting women's workforce participation, underscore the ongoing commitment to enhancing employment opportunities and addressing market pressures. Overall, the year marked a phase of strategic recovery and growth, setting a positive trajectory for future employment trends.

Globally, the employment landscape in 2024 is projected to experience notable changes. Despite positive employment growth and low unemployment rates, several underlying challenges persist. The mean weekly hours worked per employed person have yet to fully recover to pre-pandemic levels, indicating potential adverse effects on overall labour supply.

Real wages have seen a decline in most G20 countries in 2023, unable to keep pace with inflation. However, China, the Russian Federation, and Mexico have enjoyed positive real wage growth, primarily due to high labour productivity. Looking ahead, the economic slowdown is expected to catch up with job creation, with employment growth forecasted to slow significantly. Globally, employment growth is anticipated to be positive but modest, with rates of only 0.8% in 2024 and 1.1% in 2025, less than half the growth rate of 2023. High-income countries may face even more pronounced challenges, with expected negative employment growth in 2024.

In the Asia and Pacific region, GDP growth and labour market trends reflect a recovery from COVID-19 restrictions, with labour force participation rates resuming a pre-pandemic downward trend. South Asia, buoyed by high investment growth in India, is expected to continue experiencing strong economic and employment growth.

Policy actions in response to these trends may be constrained by the macroeconomic environment, particularly due to rising borrowing costs and high levels of sovereign debt. Addressing labour market and skills imbalances will be crucial in tackling both short-term challenges and underlying structural issues.

Source: ILO - World Employment and Social Outlook: Trends 2024

Government Initiatives: Empower Talent and Foster Sustainable Growth

Prime Minister's US$ 23.88 Billion Package: A Major Boost for Employment and Skilling, Aligning with Company's Mission to

The Prime Minister's package worth US$ 23.88 billion (Rs. 2 lakh crore) is a significant boost to employment and skilling initiatives, positively impacting STML's strategic objectives and providing substantial opportunities for youth development. This government support aligns perfectly with STML's mission to empower talent and foster sustainable growth.

The Union Budget 2024-25, presented by the finance minister, places a strong emphasis on enhancing employment and skill development. A significant component of this budget is the Prime Minister's package, which allocates US$ 23.88 billion (₹ 2 lakh crore) to support 5 key schemes to provide employment, skilling, and other opportunities to 4.1 crore youth over the next five years.

Other initiatives include a new scheme to skill 20 lakh youth, an upgrade to 1,000 industrial training institutes, and an internship program offering opportunities to one crore youth with financial support. The Budget also promotes women's workforce participation by proposing working women hostels and crèches. It supports entrepreneurship through financial aid and tax benefits for start-ups and MSMEs. An 11% increase in capital expenditure to US$ 132.64 billion (₹ 11.11 lakh crore) will create jobs in various sectors, and increased funding for MGNREGA will support rural employment.

Source: Indian Union Budget - 2024-2025

Company Overview

Spectrum Talent Management Limited, founded in 2012 by Vidur Gupta and Sidharth Agarwal, is a leading provider of comprehensive HR solutions, including general staffing, IT staff augmentation, Recruitment Process Outsourcing, and apprenticeship programs through NAPS & NATS.

Over the past 15 years, we have grown into a global talent management company, with a workforce of over 18,875 individuals and 8,279 apprentices. Our operations extend across India and internationally to the United States and the United Kingdom, supported by a core team of 490 professionals and a vendor network of 322 partners.

As a bootstrapped, founder-driven company, Spectrum has focused on delivering high-quality services and building long-term relationships with clients and candidates. Our broad range of services and extensive reach enable us to meet the diverse needs of businesses worldwide, making us a trusted partner in the HR services industry.

Financial Highlights

In Mn

Particulars	FY23	FY24
Revenues	7,680.37	10,162.01
Other Income	7.68	24.61
EBITDA	243.41	118.4
EBITDA Margin	3.20%	1.17%
PAT	278.13	116.02
PAT Margin	3.60%	1.10%
Net Worth	558.06	1,465.94
Cash from Operations	91.51	-48.06
Cash from Investments	-11.84	-48.37
Cash from financial Activities	-71.72	757.93
Debt to Equity(x)	0.3	0.1
Current Ratio	3.58	2.9
BV (₹)	63.5	24.2

For the fiscal year 2024, we achieved significant financial growth with total revenue increasing by 32.5% YoY to ₹10,162.01 million, driven by strong performances in manpower supply, recruitment services, and electronic goods exports. Our EBITDA was ₹118.4 million with a margin of 1.17%, and our PAT was ₹116.02 million, resulting in a PAT margin of 1.10%.

Our net worth rose to ₹1,465.94 million from ₹558.06 million in FY23. Despite negative cash from operations (-₹48.06 million) and investments (-₹48.37 million), we generated ₹ 757.93 million from financial activities. The Debt-to-Equity ratio improved to 0.1 from 0.3, and our current ratio was 2.9, indicating solid financial health and liquidity.

In summary, our effective management and strategic investments have reinforced our market position and commitment to delivering stakeholder value.

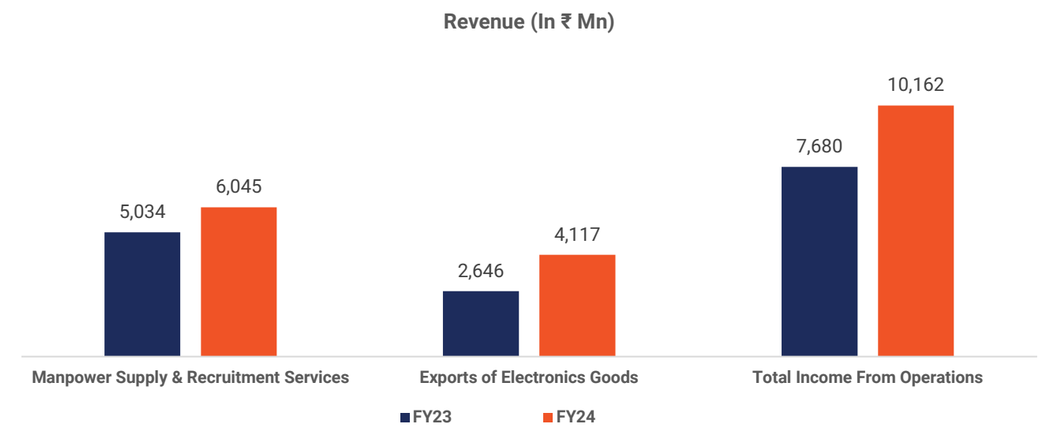
Ratio Analysis

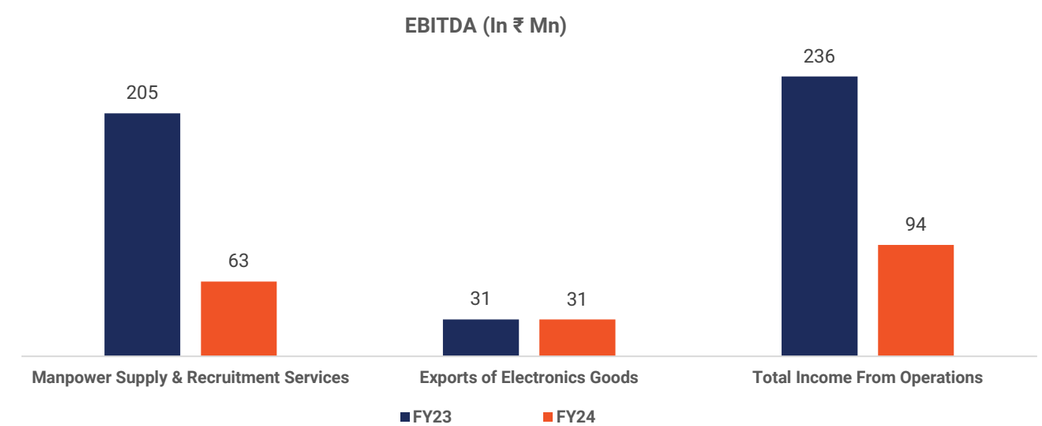
S No.	Particulars	Resulted ratio (March, 2024)	Variance
1	Current Ratio	3.58	117.52% (1)
2	Debt Equity Ratio	0.01	-98.41% (2)
3	Debt Service Coverage Ratio	14.33	-59.96% (3)
4	Return on Equity	11.46%	82.17% (4)
5	Inventory Turnover Ratio	119.74	56.87% (5)
6	Trade Receivable Turnover Ratio	14.65	-2,42%
7	Trade Payables Turnover Ratio	1457.32	95.93% (6)
8	Net Capital Turnover Ratio	7.66	-68.35% (7)
9	Net Profit Ratio	0.99%	-68.70% (8)
10	Return on Capital Employed	7.49%	-81.54% (4)
11	Return on Investment	NA	NA

**The company has raised money through initial public offering during the year, due to which the above-mentioned ratios have been significantly changed.

1. During the current year, current assets of company have increased due to IPO proceeds, which leads to increase in 'Current ratio'.
2. During the current year, shareholders equity has increased due to IPO proceeds and utilization of cash credit facility has decreased, thereby leading to decrease in 'Debt-equity ratio'.
3. During the current year, profit of the company has substantially decreased, thereby leading to decrease in 'Debt service coverage ratio'.
4. During the current year, shareholders equity has increased due to IPO proceeds and profit of the company has decreased, thereby leading to decrease in 'Return on equity' and ' Return on Capital employed'.
5. During the year revenue from operations on Trading of Electronic Goods has increased, thereby leading to increase in 'Inventory turnover ratio'.
6. During the year purchases has been increased due to rise in business of Electronic Goods, which leads to increase in Trade payable ratio.
7. During the current year, Average working capital have been increased significantly which leads to decrease in Net capital turnover ratio.
8. During the year profits of the company has decreased due to decrease in margins, which leads to decrease in net profit ratio.

Segment Wise Performance





For the fiscal year 2024, our financial performance was marked by substantial growth in segmental revenues. Manpower Supply & Recruitment Services generated ₹ 6,045 million, reflecting a 20% increase from the previous year. Exports of Electronics Goods saw an impressive 56% rise, reaching ₹ 4,117 million. Overall, the total income from operations grew by 32% YoY to₹10,162 million. Our EBITDA for the year was ₹94 million, with Manpower Supply & Recruitment Services contributing ₹63 million and Exports of Electronics Goods contributing ₹31 million. The EBITDA margin for both segments stood at 1%, showcasing stable operational efficiency despite increased costs.

We demonstrated our ability to capitalize on market opportunities and expand our footprint. Despite the decline in EBITDA to ₹94 million, our focus on operational efficiency and strategic investments has positioned us well for sustained future success. Our commitment to delivering value to our stakeholders remains steadfast as we continue to navigate the dynamic market landscape.

Market Conditions and Growth Drivers

The global labour market is experiencing strong growth, driven by increasing formalization of the economy and the under-penetrated and fragmented nature of recruitment outsourcing in India. Company leverages technology through its in-house developed tools, enhancing operational efficiency and supporting its aggressive expansion strategy. The company's young and dynamic management team, with an average age of 40 years, is well-positioned to capitalize on these market opportunities

However, the company's EBITDA decreased by 60.2% YoY, which was primarily due to the higher base effect of the previous year's exceptional performance. The EBITDA margin contracted to 0.9% from 3.1% in the previous year. Profit before tax and profit after tax also declined significantly by 54.7% and 58.3% respectively, reflecting the challenging economic conditions and increased operational costs

Operational Highlights

Spectrum's headcount grew by 24% YoY, with the total headcount reaching 27,154 by the end of FY24. This growth was driven by both staffing and apprenticeship programs. The company added 5,247 managed headcounts in FY24, with a notable contribution of 3,707 in the second half of the fiscal year. The headcount in the apprenticeship vertical also showed a promising growth, with an addition of 2,823 trainees.

Key Developments and Future Outlook

The Company has expanded its global footprint, closing positions in over 30 countries and adding 70 new clients in FY24. The company is poised to further leverage technology and its strong vendor network of over 322 partners to drive future growth. Additionally, the recent appointment of Mr. Peush Saproo as the Sales Head for RPO & IT Staffing Business is expected to bolster the company's market position and client acquisition efforts.

Industry Future

The HR and talent management industry is poised for substantial transformation and growth in the coming years. Several key trends are expected to shape the future of the industry:

1. Technological Integration: The adoption of advanced technologies such as artificial intelligence, machine learning, and automation will enhance recruitment processes, improve talent matching, and streamline administrative tasks.

2. Remote Work and Gig Economy: The rise of remote work and the gig economy will necessitate new models of workforce management, emphasizing flexibility, virtual collaboration tools, and innovative staffing solutions.

3. Diversity and Inclusion: Increasing emphasis on diversity, equity, and inclusion (DE&I) will drive demand for more inclusive hiring practices and training programs to foster diverse workplaces.

4. Upskilling and Reskilling: Continuous learning and development will become crucial as industries evolve. Companies will invest in upskilling and reskilling initiatives to keep their workforce relevant and competitive.

5. Data-Driven Decision Making: The use of data analytics and predictive insights will become integral to HR strategies, enabling organizations to make informed decisions about talent acquisition, retention, and development.

In conclusion, while Company faced financial challenges in FY24, the company's strategic initiatives, market positioning, and robust operational framework provide a strong foundation for sustainable growth in the coming years. The management remains committed to enhancing shareholder value through continuous innovation, market expansion, and operational excellence. As the industry evolves, Spectrum is well-positioned to leverage emerging trends and maintain its leadership in the global talent management sector.

Opportunities and Threats

Opportunities:

The staffing industry in India is poised for substantial growth, driven by the escalating demand for human capital management solutions across various sectors like IT, telecom, infrastructure, and FMCG. This trend offers a lucrative opportunity for companies like Spectrum Talent Management to expand their services, including innovative offerings like the Degree Apprenticeship programme, which can deliver enhanced value to their clients. The prevailing focus on employability enhancement and business-friendly processes in the country further provides a favourable environment for Spectrum Talent Management to leverage its specialized expertise. The current landscape, marked by the surge in remote work and digital transformation, has sparked a heightened need for digital hiring solutions, a realm where the company can flourish. Moreover, the emergence of the gig economy has led to an increased requirement for flexible and temporary workforce solutions, opening up significant avenues for the company to cater to this evolving demand. By capitalizing on these opportunities and aligning its services with the changing dynamics of the industry, Spectrum Talent Management is well-positioned to establish itself as a key player in the staffing arena while contributing meaningfully to India's burgeoning economic landscape.

Threats:

A slowdown in economic growth in India could adversely affect our business, results of operations, financial condition and cash flows. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Risk Management and Mitigation Strategies

1. Talent Risk:

Description: Securing and retaining skilled talent is crucial for fulfilling diverse client needs.

Mitigation: The company employs a combination of traditional and online recruitment methods to identify and attract top talent. It also offers training and upskilling programs to promote career advancement and retain valuable associates.

2. Technological Risk:

Description: Rapid technological advancements and the growing reliance on digital HR solutions might threaten the company's position.

Mitigation: The company invests continuously in research and development to stay ahead in the technology landscape. Collaboration with technology firms is explored to provide innovative, integrated solutions to clients.

3. Compliance and Legal Risk:

Description: The legal framework and stringent labour laws in India could pose challenges for the company's HR solutions business.

Mitigation: The company commits to complying with all relevant laws and regulations. It prioritizes transparency, accountability, and staying up-to-date with evolving regulations. Ethical conduct is maintained to minimize legal risks.

4. Competition Risk:

Description: The company faces fierce competition from both domestic and international human capital management firms.

Mitigation: Strategic partnerships with state governments and corporations provide the company with a competitive edge. Continuous improvement and innovation are key to outpacing competitors.

5. Credit Risk:

Description: Delayed customer payments can escalate working capital and interest costs.

Mitigation: The company diligently follows credit monitoring and billing protocols. It accounts for expected credit losses in financial reporting and maintains regular monitoring to ensure timely collections.

6. Macroeconomic Risk:

Description: Economic instability resulting from geopolitical issues impacts job creation, inflation, talent mobility, and customer demand.

Mitigation: The company adopts a flexible business approach to adapt to changing economic conditions. By fostering strong client and candidate relationships, it enhances resilience against economic uncertainties.

By effectively identifying these risks and implementing comprehensive mitigation strategies, the company demonstrates its commitment to responsible and sustainable business practices. Through talent development, technological innovation, adherence to legal standards, adaptive strategies, financial prudence, and strategic collaborations, the company aims to thrive amidst challenges and maintain its position as a leader in the HR solutions market.

Outlook

Internal Control Systems and Their Adequacy

The Company maintains a robust Internal Control System (ICS) in alignment with the Companies Act, 2013. This ICS is tailored to fit the company's business size, complexity, and scale. The Board of Directors has established internal financial controls through policies and procedures to ensure orderly operations, legal compliance, asset safeguarding, fraud prevention, accurate accounting, and timely financial reporting.

In line with Section 177 of the Act, the Audit Committee, with three independent directors among its seven members, meets quarterly to review internal audit reports. These reports help scrutinize key audit findings, assessing the effectiveness of financial controls, internal controls, risk management, and compliance processes. Regular follow-up reviews by the internal auditor ensure timely resolution implementation.

In line with Section 177 of the Companies Act and Regulation 17 of SEBI (LODR) Regulations, 2015, both Statutory Auditors and the Audit Committee affirm the adequacy of the company's internal financial controls for reporting, attesting to their consistent and effective operation throughout the year.

Human Resources Development

Everything we do, we do better together. The Company with a large workforce of 490 internal permanent employees, attracts, develops, engages and retains talent in a dynamic and competitive environment. The Company is continuously transforming and developing its talent, both through learning and hiring.

The Human Resources function operates as a strategic collaboration within the business, aligning itself closely with the Company's objectives. Our Company has meticulously established policies that conform to the prevailing laws, including those mandated by the Companies Act of 2013 and the SEBI LODR Regulations of 2015. These policies encompass a range of vital areas, such as the Code of Conduct and Business Ethics for employees, senior management, and directors; a comprehensive Succession Plan policy; measures to prevent and address instances of Sexual Harassment as stipulated by the Sexual Harassment of Women at Workplace Act of 2013; Whistle Blower and Vigil Mechanism guidelines; an Anti-Bribery Policy; and a Policy on Insider Trading as per the SEBI Prohibition of Insider Trading Regulations of 2015 and their subsequent revisions. All of these policies and codes have been made accessible on the Company's official website.

Our Company is deeply committed to ensuring that employees uphold the organizational culture and values while remaining dedicated to our business objectives. We have a structured framework for providing both technical and safety training to our workforce at regular intervals. Moreover, we have established a robust performance evaluation system that intricately links individual objectives with the broader organizational goals. This synergy between individual growth and organizational advancement serves as a cornerstone for our continuous progress.

Cautionary Statement

According to the applicable securities laws and regulations, any statements in this report that refer to the company's goals, estimates, forecasts, projections, or outlooks are forward-looking statements. Actual outcomes could differ from these predictions, expectations, and others, whether explicitly stated or implicit. The assumptions and upcoming events upon which the statements are predicated are outside of the Company's immediate control. The Company disclaims any obligation to publicly edit, change, or revise any of the statements in light of new information, events, or developments.

Corporate Information

SPECTRUM TALENT MANAGEMENT LIMITED (CIN: U51100DL2012PLC235573)

BOARD OF DIRECTORS

Managing Director
Shri Vidur Gupta

Whole Time Director
Shri Sidharth Agarwal

Non-Executive Directors
Non-Independent Directors
Shri Rajesh Gupta
Shri Rajeev Agarwal

Independent Directors
Shri Anup Kumar Jaiswal
Shri Suresh Kumar Mehra
Smt Anubha Agarwal

CHIEF FINANCIAL OFFICER
Shri Sidharth Agarwal

COMPANY SECRETARY & COMPLIANCE OFFICER
Shri Nitesh Anand

CHIEF EXECUTIVE OFFICER
Shri Atanu Banerjee

BOARD COMMITTEES

AUDIT COMMITTEE

Shri Suresh Kumar Mehra -	Chairman
Shri Sidharth Agarwal -	Member
Shri Anup Kumar Jaiswal -	Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Shri Rajesh Gupta -	Chairman
Shri Rajeev Agarwal -	Member
Shri Suresh Kumar Mehra -	Member

NOMINATION & REMUNERATION COMMITTEE

Shri Suresh Kumar Mehra -	Chairman
Shri Anup Kumar Jaiswal -	Member
Shri Rajeev Agarwal -	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Shri Sidharth Agarwal -	Chairman
Shri Vidur Gupta -	Member
Shri Anup Kumar Jaiswal -	Member

STATUTORY AUDITORS
B. Chhawchharia & Co.,
Chartered Accountants
DTJ 524-525, DLF Tower B,
Jasola District Center
New Delhi-110025, Delhi

LISTING OF SHARES WITH
National Stock Exchange of India Limited
(22nd June 2023 onwards)

BANKERS
ICICI Bank

REGISTERED OFFICE
B-46, Retreat Apartments, 20 I.P Extension,
Delhi-110092, India
Phone: 0120-4258857
Website: www.stmpl.co.in
Email: cs@stmpl.co.in

CORPORATE OFFICE
Block C, Plot No. C-142, Sector-63,
Noida-201301, Uttar Pradesh

REGISTRAR & SHARE TRANSFER AGENT
Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110 020
Tel: +91-11-40450193
Email: grievances@skylinerta.com
Website: www.skylinerta.com

Notice

NOTICE is hereby given that the Twelfth (12th) Annual General Meeting ("AGM") of the members of Spectrum Talent Management Limited will be held on Tuesday, 24th September, 2024 at 11.00 AM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"). The venue of the Meeting shall be deemed to be held the Registered Office of the Company at B-46, Retreat Apartments, 20 I.P Extension, Delhi-110092, to transact the following businesses:-

ORDINARY BUSINESS:-

1. **To receive, consider and adopt:-**

   a) the Audited Standalone Balance Sheet as at 31st March, 2024, statement of profit and loss for the Financial Year ended as on that date together with the Report of Auditors and Board of Directors thereon; and

   b) the Audited Consolidated Balance Sheet as at 31st March, 2024, the consolidated statement of profit and loss for the Financial Year ended as on that date together with the Report of Auditors thereon; and

2. **To appoint a Director in place of Shri Rajeev Agarwal (DIN: 00107401), who retires by rotation and being eligible, offers himself for re-appointment.**

3. **Re-appointment of the Statutory Auditors.To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to Sections 139, 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 recommendation of the Audit Committee, M/s. B. Chhawchharia & Co. Chartered Accountants, having Firm Registration No.305123E (a peer review firm) be and are hereby re-appointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting to be held in the year 2029, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

4. **Inter-head transfer of funds mentioned in the objects of prospectus dated June 16, 2023, issued and filed to raise fund through IPO, subject to the approval of the Shareholders at Annual General Meeting.**

   To consider and if thought fit, to pass the following resolution as a **Special Resolution:-**

   "**RESOLVED THAT** pursuant to the provisions of Sections 13 and 27 of the Companies Act 2013, read with the Companies (Incorporation) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactments thereof) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules, regulations, guidelines and other statutory provisions for the time being in force, if any, and such other approvals, permissions and sanctions, as may be necessary, the approval of members of the Company be and is hereby accorded for the Inter-head transfer of unutilised funds mentioned in the objects of prospectus dated June 16, 2023, issued and filed to raise fund through IPO to General Corporate purpose in the manner as mentioned in the explanatory statement annexed to this Notice;'. The variation will be as follows:

Sl. No.	Original Object of the Issue	Estimated amount as mentioned in the Prospectus (Rs. in crore)	Amount utilised (Rs. in crore)	Balance unutilized Amount (Rs. in crore)	Amount proposed to be altered with-in the objects (Rs. in crore)
1.	Funding Working Capital Require-ment	74.00	71.69	2.31	- 2.31
2.	Acquisitions of Businesses in similar or complementary space	1.50	NIL	1.50	- 1.50
3.	General Corporate Purpose	5.05	1.39	2.13	3.81
4.	Offer expense	10.68	10.68	NIL	NIL

Notice

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013 and Rules made thereunder, for the time being in force and/ or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to utilisation of proceed of IPO as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies, for the purpose of giving effect to this resolution."

5. **Approval of the 'Spectrum Employee Stock Option Scheme 2024'.**

   To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution: -

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the introduction and implementation of 'Spectrum Employee Stock Option Scheme 2024' ("ESOS 2024") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create and grant from time to time, in one or more tranches, not exceeding 2,04,000 (Two Lakh Four Thousand Only) in aggregate employee stock options ("Options") to or for the benefit of such person(s) working exclusively with the Company, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under ESOS 2024, exercisable into not more than 2,04,000 (Two Lakh Four Thousand Only) equity shares ("Shares") of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, to be sourced from secondary acquisition, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'Spectrum Employee Welfare Trust' ("Trust") being set-up by the Company where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOS 2024 which shall be administered through the Trust.

   RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of ESOS 2024 and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

   RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

   RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

   RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to ESOS 2024 and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOS 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESOS 2024 subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2024 and do all other things incidental and ancillary thereof."

6. **Approval of the 'Spectrum Employee Stock Incentive Scheme 2024'**

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a Special Resolution: -

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SEBI SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations"), the provisions of relevant regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the approval of the Shareholders of the Company be and is hereby accorded to the introduction and implementation of 'Spectrum Employee Stock Incentive Scheme 2024' ("ESIS 2024") authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, not exceeding 4,60,000 (Four Lakh Sixty Thousand only) in aggregate employee stock options ("Options") to or for the benefit of such person(s) working exclusively with the Company, including any director, whether whole-time or not (excluding the employees/directors who are promoters and persons belonging to the promoter group, independent directors and directors holding directly or indirectly more than 10% (ten percent) of the outstanding equity shares of the Company) subject to their eligibility as may be determined under ESIS 2024, exercisable into not more than 4,60,000 (Four Lakh Sixty Thousand only) equity shares ("Shares") of face value of Rs. 10/- (Rupees Ten only) each fully paid-up, to be sourced from secondary acquisition, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'Spectrum Employee Welfare Trust' ("Trust") being set-up by the Company where one Option upon exercise shall convert into one Share subject to payment/ recovery of requisite exercise price and applicable taxes, on such terms, condition and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESIS 2024 which shall be administered through the Trust.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the Option grantees upon exercise of Options in accordance with the terms of the grant and provisions of ESIS 2024 and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are required to be issued by the Company to the

option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased to the extent of such additional equity shares are required to be issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the ceiling in terms of number of Shares specified above shall automatically stand augmented or reduced, as the case may be, in the same proportion as the face value per Share shall bear to the revised face value of the Share of the Company after such sub-division or consolidation.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust.

RESOLVED FURTHER THAT for the purposes of disclosures to the stock exchange(s), the shareholding of the Trust shall be shown as 'non-promoter and non-public shareholding'.

RESOLVED FURTHER THAT the trustee(s) of the Trust shall ensure compliance of the provisions of the SEBI SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of account, records and documents in relation to ESIS 2024 and the Trust with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESIS 2024.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate ESIS 2024 subject to consent of the members by way of a special resolution to the extent required under the applicable laws including the SEBI SBEB Regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESIS 2024 and do all other things incidental and ancillary thereof."

7. **Approval of secondary acquisition of Shares through Trust route for the implementation of 'Spectrum Employee Stock Option Scheme 2024' and 'Spectrum Employee Stock Incentive Scheme 2024'**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and in accordance with the Memorandum and Articles of Association of the Company, Regulation 3(6) of Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the SEBI LODR Regulations to exercise its powers, including the powers, conferred by this resolution) to acquire not exceeding 6,64,000 (Six Lakh Sixty FourThousend) equity shares ("Shares") of face value of ₹10 (Rupees Ten only) each fully paid-up, being within the statutory ceiling as per the SEBI SBEB Regulations, by way of secondary acquisition, from time to time, in one or more tranches, through an irrevocable employee welfare trust of the Company namely the 'Spectrum Employee Welfare Trust' ("Trust"), for the purpose of implementation of 'Spectrum Employee Stock Option Scheme 2024' and 'Spectrum Employee Stock Incentive Scheme 2024' (collectively to be referred as "Schemes") in due compliance with the provisions of the SEBI SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Schemes strictly in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Schemes and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Notice

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, the ceiling aforesaid in terms of number of equity shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible employees as per provisions of the SEBI SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SEBI SBEB Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such deeds, documents, letters and such other papers as may be necessary and to give such directions and/ or instructions as may be necessary or expedient."

8. Provision of money by the Company for purchase of its own Shares by the Trust under the 'Spectrum Employee Stock Option Scheme 2024' and 'Spectrum Employee Stock Incentive Scheme 2024'

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 67(3)(b) and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and subject further to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Shareholders of the Company be and is hereby accorded authorizing the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee, including the Nomination and Remuneration Committee which the Board has constituted under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to exercise its powers, including the powers, conferred by this resolution) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust of the Company namely the 'Spectrum Employee Welfare Trust' ("Trust") by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid up share capital and free reserves of the Company as on March 31, 2024, with a view to enable the Trust to purchase equity shares of the Company of face value of Rs. 10 (Rupees Ten only) each fully paid-up, from secondary acquisition for the purposes of 'Spectrum Employee Stock Option Scheme 2024' and 'Spectrum Employee Stock Incentive Scheme 2024' (collectively to be referred as "Schemes").

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of the Schemes strictly in accordance with the provisions of SEBI SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of the Schemes and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient."

By order of the Board of Directors of
Spectrum Talent Management Limited

Sd/-
Nitesh Anand
Company Secretary
(Membership No.: A28698)

Place: Delhi
Date: 23.08.2024

Regd. Off.:
B-46, Retreat Apartments,
20 I.P Extension, Delhi-110092, India
L51100DL2012PLC235573
Email id.: cs@stmpl.co.in
Website: www.stmpl.co.

Notes

1. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 2/2022 dated 05th May, 2022, followed by Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, as amended from time to time, and Circular Nos. SEBI/ HO/ CFD/ CMD1/ CIR/P/2020/79,SEBI/HO/ CFD/ CMD2/ CIR/P/ 2021/11, SEBI/HO/ CFD/CMD2/ CIR/P/2022/62 and SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 issued by the Securities and Exchange Board of India (SEBI) on 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023, and October 7, 2023, respectively (hereinafter collectively referred to as the "Circulars"), physical attendance of the Members at AGM venue is not required and AGM can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC.

   The deemed venue for the AGM shall be the Registered Office of the Company. The Members desiring to attend the Meeting through VC/OAVM and/ or vote through electronic mode may refer to the detailed procedure given under Note No. 16.

   Since the AGM is being conducted through VC/OAVM, the Route Map, Proxy form and attendance slip are not annexed to this Notice.

2. Pursuant to the above circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM as the meeting is being conducted through VC/OAVM. However, Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-Voting.

3. Corporate Members are requested to send a duly certified copy of the Board resolution/ authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting. The said Resolution/Authorization be sent to the Scrutinizer at pcsvijaysinghal1@gmail.com and the Company at the email address cs@stmpl.co.in.

4. The attendance of the Members attending the AGM through VC/OAVM will be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

5. In compliance with the above circulars copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report 2023-24) and Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Company/ RTA or the Depository Participant(s). Notice of AGM and the Annual Report for the Financial Year 2023-24 are also available on the Company's website i.e. www.stmpl.co.in. and may also be accessed from the relevant section of the website of the National Stock Exchange of India Limited at www.nseindia.com & https://www.cdslindia.com/.

All documents referred to in the notice are also available electronically for inspection by writing to the Company at its email ID cs@stmpl.co.in till the date of the meeting. Members desiring any information in regard to the financial statements/accounts are requested to write to the Company at cs@stmpl.co.in, at an early date so as to enable the management to keep the information ready at the AGM. Detailed procedure to raise questions/seek clarifications with respect to accounts is given under Note No. 16.

6. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with respective rules made thereunder, the companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail addresses either with the Company/RTA or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including annual report, notices, circulars, etc. from the Company electronically. Members of the Company, who have registered their e-mail addresses, are also entitled to receive such communication in physical form upon request.

7. The Members can join the AGM through VC/OAVM mode, 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. In case of joint holders attending the Meeting, only first shareholder will be entitled to vote at AGM. Individual shareholders holding shares in the Company, singly or jointly, may nominate an individual to all the rights in the shares in the Company shall vest after his/her or their death.

Notes

9. In terms of SEBI Circular dated 09/12/2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders at least 2 days prior to the date of commencement of e-voting. Hence members are requested to update the mobile no./email ID with their respective depository participants.

10. The Register of Members and Share Transfer Books of the Company shall remain close during the Book Closure period i.e. from 18th day of September, 2024 to 24th September, 2024 (both days inclusive). The Company has fixed 17th, September, 2024 as the 'Cut-off Date'.

11. The Members holding shares in the same name or same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company or Skyline Financial Services Private Limited i.e. Registrar and Transfer Agent. Such requests for consolidation of share certificates shall be processed in dematerialized form.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

    For shares held in electronic form: to their Depository Participant only and not to the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the Members.

13. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI (LODR) Regulation, 2015 and has mandated that all requests for transfer of securities shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or its RTA, for assistance in this regard.

14. In compliance with the provisions of Regulation 44 of the SEBI (LODR) Regulation, 2015 and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 12th Annual General Meeting (AGM) held through Video Conferencing by Electronic means and business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The Members desiring to vote through electronic mode at the Meeting may refer to the detailed procedure and guidelines on e-voting during Annual General Meeting given hereunder.

15. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this AGM is annexed hereto under Note No. 17 and form part of this Notice.

16. **THE INTRUCTIONS OF MEMBERS/ SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

    Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

    Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

    (i) The voting period begins on 21th September, 2024 at 9.00 A.M. and ends on 23rd September, 2024 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

    (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

    (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

    Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

Notes

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository .	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Notes

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Notes

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:-

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Depart-ment (Applicable for both demat shareholders as well as physical share-holders) • Shareholders who have not updated their PAN with the Compa-ny/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Spectrum Talent Management Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

Notes

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@jmaindia.com. if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast three (3) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance Seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Notes

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders, please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 2109911

17. Particulars of Directors seeking re-appointment in this Annual General Meeting:-

Name of the Director	Rajeev Agarwal
Category / Designation	Non-executive Director
Director Identification Number (DIN)	00107401
Date of Birth	25/04/1958
Brief Resume	Shri Rajeev Agarwal, is a Non-Executive Director of the Company. He completed bachelor's of Commerce (Honors) from Delhi University (DU), after which he established multiple automobile dealerships for cars and two wheelers in last 35 years. Shri Rajeev Agarwal brings a strong association with several retail businesses to the board.
Father's/Husband Name	Shri Vinod Prakash Agarwal
Date of 1st Appointment	22/12/2022
Shareholding	NIL
Relationship with other Directors & KMP	NA
Experience	More Than 35 Years
Educational Qualification	Graduate
Number of meetings attended in last Financial Year	Out of seven (7) Board Meeting held during the FY 2023-24, Shri Rajeev Agarwal, has attended four (4) Board Meeting.
Last Remuneration Withdrawn*	NIL
Remuneration sought to be paid*	NIL
Other Directorship#	**Ganpati Motors Pvt. Ltd.**
Committee Membership@	1. Stakeholders Relationship Committee-Member 2. Nomination and Remuneration Committee-Members

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO.

Item 3.

The Members at the Seventh (7th) Annual General Meeting ('AGM') of the Company held on September 30, 2019, had approved the appointment of M/s. B. Chhawchharia & Co., Chartered Accountants, having Firm Registration No.305123E, as the Statutory Auditors of the Company to hold office from the conclusion of the 17th AGM till the conclusion of the Twelfth (12th) AGM of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the re-appointment of M/s. B. Chhawchharia & Co., Chartered Accountants, as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 12th AGM till the conclusion of 17th AGM of the Company to be held in the year 2029, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. B. Chhawchharia & Co., Chartered Accountants have consented to their appointment as the Statutory Auditors and have

Notes

confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

It is pertinent to mention that M/s. B. Chhawchharia & Co., Chartered Accountants was paid a fee of Rs. 10 lakh for the audit of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 plus applicable taxes and out-of-pocket expenses and the same fee i.e.10 lakh shall be proposed to be paid to M/s. B. Chhawchharia & Co.,. for the audit of standalone and consolidated financial statements of the Company plus applicable taxes and out-of-pocket expenses.

Besides the audit services, the Company would also obtain certifications from the Statutory Auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No.3 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.3 of the Notice for approval by the Members.

Item 4.

The Company filed its prospectus dated June 16, 2023 ("Prospectus") with the Registrar of Companies, New Delhi, in connection with its initial public offering ("Offer") of its equity shares of ₹10/- each ("Equity Shares") and the Equity Shares are presently listed on the National Stock Exchange of India Limited under SME category.

Pursuant to the Prospectus dated June 16, 2023, the offer comprised of 60,77,600 equity shares of face value of ₹10.00 each ("equity shares") of our company for cash at a price of ₹173 per equity share (including a share premium of ₹163 per equity share) ("offer price") aggregating ₹105.14 crore ("offer") the offer comprises a fresh issue of 51,85,600 equity shares aggregating ₹89.71 crore ("fresh issue") and an offer for sale of 8,92,000 equity shares ("offered shares") aggregating ₹15.43 crore, by Shri Sidharth Agarwal and Shri Vidur Gupta (selling shareholders), (the "offer for sale"). The face value of the equity shares is ₹10.00 each.

The utilization of the Net Proceeds of the Offer was proposed to be deployed in the following manner, as set forth under the schedule of deployment as disclosed in the Prospectus:-

S l . No.	Particulars	Amount (₹ Crore)
1.	Funding Working Capital Requirement	74.00
2.	Acquisitions of Businesses in similar or complementary space	1.50
3.	General corporate purpose	5.05
4.	Offer Expenses	10.68

Due to market conditions, unutilised amount under head 1. Funding Working Capital Requirement and under head 2 Acquisitions of Businesses in similar or complementary space be transferred to General corporate purpose.

Accordingly, in terms of the provisions of Sections 13 and 27 of the Act and to the extent SEBI regulations and any other applicable provisions and the rules made thereunder, the Board of Directors of the company at its Meeting held on 23rd August, 2024 has approved the inter head transfer of amount of IPO proceeds, allotted towards expenditure in General Corporate Purpose which is within the limit as prescribed under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, subject to the approval of the members by way of Special Resolution.

The relevant and material information required under the Rule 3 (3) of the Companies (Prospectus and Allotment of Securities) Rules and Rule 7(1) 2014 are as follows:

Notes

1.	The Original purpose/ objects of issue	-Funding Working Capital Requirement- ₹74 crore -Acquisitions of Businesses in similar or complementary space- ₹1.50 crore - General corporate purpose - ₹5.05 crore -Offer Expenses - ₹.9.16 crore *Note:- The offer related expenses have increased from INR 9.16 Crore to INR 10.68 Crore due to which General Corporate Purpose amount has been revised by the company to INR 3.5309 Crore from INR 5.0509 Crore.*
2.	Total money raised	₹105.14 crore (₹89.71 crore from fresh issue and₹15.43 from OFS)
3.	The money utilized for the objects of the company stated in the prospectus	₹83.77 core
4.	The extent of achievement of proposed objects (that is fifty percent, sixty percent etc.)	93.38 %
5.	The unutilized amount out of the money so raised through prospectus	As on June, 30, 2024, ₹5.94 crore.
6.	The particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued	The unutilised amount of ₹2.31 crore of Funding Working Capital Requirement and ₹1.50 crore of Acquisitions of Businesses in similar or complementary space aggregating to ₹3.81 crore be transferred to General corporate purpose (GCP).
7.	The reason and justification for seeking variation	To utlise the unutilised fund of the company in best possible manner by investment
8.	The proposed time limit within which the proposed varied objects would be achieved	31st March, 2026.(Additional 1 (one) year from the completion of period mentioned in original Schedule of implementation of project filed in Prospectus date 16th June, 2023.)
9.	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	As mentioned in the notice and explanatory statement which is available.
10.	The risk factors pertaining to the new objects	Market conditions, performance of economy at the country and global levels, Regulatory controls etc. that may come in future, unforeseen circumstances inspite of best efforts.
11.	The other relevant information which is necessary for the members to take an informed decision on the proposed resolution	None. All details are mentioned in the explanatory statement

Notes

Clause wise details as required under rule 3 (3)

(₹in crore)

Objects of the Issue and Purpose	Funding plan (means of finance)	Summary of Project appraisal report	The Schedule of implementation of the project			The interim use of funds
			Total Funds	Amount to be incurred /incurred till FY 2023-24	Estimated Balance deployment till FY 2024-25	
Funding Working Capital Re-quirement	Capital raising through issue of equity shares	N A	74.00	45.00	29.00	71.69
Acquisitions of Businesses in similar or complemen-tary areas	Capital raising through issue of equity shares	N A	1.50	1.50		NIL
General Cor-porate Pur-poses	Capital raising through issue of equity shares	N A	5.05	5.05		1.40
Offer Expens-es.	Capital raising through issue of equity shares	N A	9.16	9.16		10.68

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately which will lead to increase in profitability. Your Board recommends the resolution for the members' approval by way of Special Resolution.

Post proposed variation, the amount to be utilized for the objects for which the prospectus was issued will not be less than seventy five percent of the amount raised and, hence, the requirement of providing an exit to dissenting shareholders in accordance with the provisions of Companies Act, 2013 and the extant SEBI regulations, shall not apply.

None of the Directors or KMP's, or their relatives are interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.

Board recommends the Special Resolution set forth at Item No.4 of the Notice for approval by the Members.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS IS ANNEXED HERETO

Item 5 & 6.

Your Company believes that equity-based compensation plans are an effective tool to reward the talents working with the Company. Further, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of the rewards with the long-term value creation for the shareholders. Further, it helps in creating ownership culture, and to retain, motivate and attract talents in light of growing business.

The Company is currently witnessing growing market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's growing business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources in key roles as required in the Company.

Notes

Given the above background, the Company proposed to implement share-based employee benefit schemes namely **'Spectrum Employee Stock Option Scheme 2024' ("ESOS 2024") and 'Spectrum Employee Stock Incentive Scheme 2024' ("ESIS 2024")** (collectively to be referred as "Schemes") seeking to cover eligible employees of the Company.

Given the above background, the Company proposed to implement share-based employee benefit schemes namely 'Spectrum Employee Stock Option Scheme 2024' ("ESOS 2024") and 'Spectrum Employee Stock Incentive Scheme 2024' ("ESIS 2024") (collectively to be referred as "Schemes") seeking to cover eligible employees of the Company.

The Company shall grant Options under the Schemes, shall be based on combination of parameters determined by the Nomination and Remuneration Committee ("Committee") such as designation, tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc as it may deem relevant.

Under ESOS 2024, the Company intends to reward continued association of the Employees for their previous contributions in growth and profitability of the Company. The Options under ESOS 2024 shall be granted at maximum 25% discount to market price of Shares as on grant date which would essentially vest with passage of time and Committee may at its discretion prescribe certain performance conditions.

Under ESIS 2024, the Company will grant options to a select group of employees to reward their performance, including those at the assistant general manager level and above, who are responsible for critical business operations. The Options under ESIS 2024 shall be granted at face value of Shares which shall be compensated with vesting condition(s) linked to achievement of mandatory corporate performance conditions as elaborated at point 'd' below.

The Shares required for the implementation of the proposed Schemes (subject to overall ceiling specified at point 'b' below) shall be sourced from secondary acquisition, in one or more tranches at such point(s) in time as decided, through an irrevocable employee welfare trust of the Company namely 'Spectrum Employee Welfare Trust' ("Trust"). The Schemes shall be administered through this Trust. The contemplated secondary acquisition shall be well within the ceiling prescribed under the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

For purchase of Shares from secondary acquisition, the Trust shall seek loan from the Company. The loan sought in this regard shall be within the statutory limit, approval for which is sought separately.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company at their respective meetings held on 23rd August 2024 respectively, has approved the introduction of the Schemes, subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 and Rules made thereunder read with Regulation 6 of the SEBI SBEB Regulations, the Company seeks your approval as regards to implementation of the Schemes and grant of Options thereunder to the eligible employees of the Company and secondary acquisition of Shares through Trust for implementation of the Schemes, as per provisions of the Schemes read with provisions of SEBI SBEB Regulations.

The main features of the Schemes are as under:

a) **Brief description of the Schemes:**

The Schemes contemplates grant of Options to the eligible employees (including Directors) as specified at point 'c' below, from time to time as may be determined in due compliance of SEBI SBEB Regulations and provisions of the Schemes. After vesting of Options, the eligible employees earn a right (but not obligation) to exercise the vested Options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The employees may create wealth depending on prevailing market price of Shares as on the date of sale.

The Committee shall supervise the Schemes as required under SEBI SBEB Regulations. All questions of interpretation of the Schemes shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Schemes. Whereas the Trust shall administer the Schemes.

b) **Total number of Options to be granted:**

The total number of Options to be granted under ESOS 2024 and ESIS 2024 shall be sourced through secondary acquisition through irrevocable Trust shall not exceed 2,04,000 (Two Lakh Four Thousand Only) and 4,60,000 (Four Lakh Sixty Thousand only) respectively.

The SEBI SBEB Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the Committee shall adjust the number and/or exercise price of the Options granted in such a manner that the total value of the Options granted under the Schemes remains the same after any such corporate action. Accordingly, if any additional Options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the aforesaid ceiling

of Options/Shares shall be deemed to be increased to the extent of such additional Options issued.

c) **Identification of classes of employees entitled to participate in the Schemes**

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

(i) an employee as designated by the Company, who is exclusively working in India or outside India;
(ii) a Director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group;

but does not include:

a) an employee who is a Promoter or a person belonging to the Promoter Group;
b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding shares of the Company; and
c) a Director being an Independent Director.

The Committee while granting the Options to any eligible employee(s) shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

d) **Requirements of vesting and period of vesting**

Any Option granted under the Schemes shall vest not earlier than minimum vesting period of 1 (One) year and not later than the maximum vesting period of 4 (Four) years from the date of grant as may be determined by the Committee.

Under ESOS 2024, the Options would vest essentially on the basis of continued tenure. In addition to this, the Committee shall have the power to prescribe achievement of performance condition(s)/target(s) being corporate or individual or otherwise with a predefined threshold for Vesting as deemed appropriate for each employee, subject to satisfaction of which the Options would vest.

Under ESIS 2024, the Vesting of Options would be based on mandatory achievement of corporate performance parameters. The Committee would lay down the parameters for Vesting of Options which would include one or more of the Company performance parameters such as:

(a) Return on capital employed,
(b) Revenue from Operations,
(c) Earnings before interest, taxation, depreciation and amortization (EBITDA),
(d) Shareholders value creation, and
(e) Such other conditions as may be determined by the Committee.

Besides the Company performance parameters stated above, the Committee shall have the power to prescribe achievement of performance condition(s)/target(s) being individual, with a predefined threshold for Vesting as deemed appropriate for each Option Grantee, subject to satisfaction of which the Options would Vest.

In the event of death or permanent incapacity of an Employee, the minimum vesting period under the Schemes shall not be applicable and in such instances, all the unvested Options shall vest with effect from date of the death or permanent incapacity.

In case of retirement, all unvested Options under the Schemes as on the date of retirement would continue to vest in accordance with the original vesting schedule even after the retirement unless otherwise determined by the Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

e) **Maximum period within which the Option shall be vested:**

Any Option granted under the Schemes shall be subject to a maximum vesting period of 4 (Four) years from the date of grant of Options.

The Committee subject to minimum and maximum ceiling of vesting period shall have the power to prescribe the vesting schedule for a particular grant.

f) **The specified time period under the Schemes within which the employee shall exercise the vested Options in the event of a proposed termination of employment or resignation or retirement of employee:**

In case of termination of employment due to misconduct, all the vested options shall lapse and cannot be exercised.

In case of resignation/ termination (other than due to misconduct), all the vested Options as on the date of submission of notice of resignation/ termination shall be exercisable by the Option Grantee by last working date.

In the case of retirement, all vested Options can be exercised by the option grantee, within 12 (Twelve) months from the date of retirement.

In the case of termination of employment due to death or permanent incapacity of the option grantee, all vested Options can be exercised by the option grantee or its

nominees or legal heir, within 12 (Twelve) months from the date of Death of the Option Grantee or such Permanent Incapacity.

g) **Exercise price or pricing formula:**

Under ESOS 2024, the Exercise Price per Option shall be determined by the Committee which shall not be less than the Market Price of the Shares of the Company discounted by such a percentage not exceeding 25% to be determined by the Committee from time to time on the date of Grant.

Under ESIS 2024, the Exercise Price shall not be less than the face value of the Shares of the Company as on date of Grant.

The specific exercise price shall be intimated to the Option grantee in the grant letter at the time of grant.

h) **Exercise period and the process of Exercise under the Schemes:**

The exercise period for vested Options shall be a maximum of 6 (Six) years commencing from the relevant date of Grant of Options, or such other shorter period as may be prescribed by the Committee at time of Grant.

However, in case of separation of an Employee from the employment/service, there shall be a shorter exercise period being maximum upto 1 (One) year from the date of event of separation or date of vesting, as may be determined by the Committee depending on the nature of separation.

The vested Option shall be exercisable by the Option grantees by a written application to the Trust expressing his desire to exercise such Options in such manner and on such format as may be prescribed by the Committee or Trust from time to time. Exercise of Options shall be entertained only upon payment of requisite exercise price and satisfaction of applicable taxes by the Option grantees. The Options shall lapse if not exercised within the specified exercise period.

i) **Appraisal process for determining the eligibility of employees under the Schemes:**

The appraisal process for determining eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure with the Company, performance during the previous years, contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, expected role for the corporate growth, etc.

j) **Maximum number of Options to be issued per employee and in aggregate:**

The number of Options that may be granted per Employee and in aggregate (taking into account all grants) for such Employee under ESOS 2024 and ESIS 2024, shall not exceed 30,000 (Thirty Thousand Only) Options and 50,000 (Fifty Thousand Only) Options respectively.

k) **Maximum quantum of benefits to be provided per employee under the Schemes:**

The maximum quantum of benefits underlying the Options granted to an eligible employee shall be equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of Options, on the basis of difference between the Option Exercise Price and the Market Price of the Equity Shares on the exercise date.

l) **Route of Schemes implementation:**

The Schemes shall be implemented and administered by the Trust of the Company.

m) **Source of acquisition of shares under the Schemes:**

The Schemes contemplates acquisition of Shares from secondary acquisition through the Trust.

n) **Amount of loan to be provided for implementation of the Schemes by the Company to the Trust, its tenure, utilization, repayment terms, etc:**

The Company shall provide necessary financial assistance by grant of loan, provision of guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percent) of the paid up capital and free reserves as on March 31, 2024, being the statutory ceiling under SEBI SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Schemes and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the Scheme.

o) **Maximum percentage of secondary acquisition:**

The Schemes envisages secondary acquisition within the statutory limit as prescribed under the SEBI SBEB Regulations.

p) **Accounting and Disclosure Policies:**

The Company shall follow the requirements including the disclosure requirements pursuant to relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Companies Act or any other appropriate authority, from time to time, including any guidance note on Accounting for employee share-based payments issued in that regard from time to time and the disclosure requirements prescribed therein, in compliance with relevant provisions of Regulation 15 of SEBI SBEB Regulations.

q) **Method of Option valuation:**

The Company shall adopt intrinsic value method for valuation of Options pursuant to relevant accounting standards / guidance note, as applicable, notified by competent authorities from time to time.

r) **Declaration:**

In case the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share ("EPS") of the Company shall also be disclosed in the Directors' report.

s) **Period of Lock-in under the Scheme:**

The shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

t) **Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Scheme:**

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Schemes if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Consent of the members is being sought by way of special resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI SBEB Regulations.

A draft copy of the Schemes will be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of conclusion of voting.

Directors/Key Managerial Personnel of the Company/ their relatives who may be granted Options under the Scheme may be deemed to be concerned or interested in the Special Resolutions at Item No. 5 and 6 of this Notice. Save as aforesaid, none of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

The Board recommends special resolutions mentioned in item No. 5 and 6 of the Notice for approval of the members of the Company.

Item 7 and 8:

The Company intends to implement share-based employee benefit schemes namely 'Spectrum Employee Stock Option Scheme 2024' ("ESOS 2024") and 'Spectrum Employee Stock Incentive Scheme 2024' ("ESIS 2024") (collectively to be referred as "Schemes") for which approval is sought from the members in separate resolutions at Item Nos. 1 and 2. The proposed Schemes shall be administered through an irrevocable employee welfare trust namely 'Spectrum Employee Welfare Trust' ("Trust") being set up by the Company. The proposed Schemes contemplates acquisition of equity shares ("Share") of the Company from secondary acquisition.

For facilitating acquisition of the Shares, the amount of loan to be provided by the Company under the Schemes taken together shall not exceed 5% (Five percent) of the aggregate of the paid up equity share capital and free reserves of the Company as on March 31, 2024 being the statutory ceiling as per the SEBI SBEB Regulations read with relevant provisions of the Companies Act, 2013 and the Companies (Share Capital and Debenture) Rules, 2014.

The loan provided by the Company shall be interest free with tenure of such loan based on term of the Schemes and shall

be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

a) **The class of employees for whose benefit the Schemes are being implemented and money is being provided for acquisition of the Shares:**

Following classes of employees and directors (collectively referred to as "Employees") are eligible being:

(i) an employee as designated by the Company, who is exclusively working in India or outside India;

(ii) a Director of the Company, whether a whole-time director or not, including a non-executive director, who is not a Promoter or member of the Promoter Group;

but does not include:

a) an employee who is a Promoter or a person belonging to the Promoter Group;
b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; and
c) a Director being an Independent Director

b) **The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

It is contemplated that designated trustees shall acquire and hold the Shares of the Company in due compliance of the SEBI SBEB Regulations and Companies Act, 2013 solely for the purposes of the Schemes. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the Trust.

c) **The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The Trust is in the nature of an irrevocable employee welfare trust with the name 'Spectrum Employee Welfare Trust' ("Trust") having its principal office at C – 142, Ground Floor, Sector 63, Noida, India, 201301.

Particulars of the Trustee:

S. No.	Name	Address	Occupation	Nationality
1.	Mr. Ramgopal Nanda	M-108, 690 DDA LIG Flats, Pocket – C, Delhi – 110076	Service	Indian
2.	Mr. Kailash Mishra	FF-1, 22, BM Compound GT Road, Ghaziabad – 201009	Service	Indian
3.	Mr. Sumit Sarabhai	407, Brentwood Tower, Opposite Supreme Hospital Charmwood Surajkund, Faridabad, Haryana – 121009	Service	Indian

The Trustees are neither a promoter, a director, nor key managerial personnel of the Company nor related to the promoters, directors, or key managerial personnel.

d) **Any interest of key managerial personnel, directors or promoters in such Schemes or trust and effect thereof:**

Promoters are not eligible to be covered under the Schemes. However, key managerial personnel and directors (excluding independent directors) may be covered under the Schemes in due compliance with relevant Companies Rules read with SBEB Regulations.

e) **The detailed particulars of benefits which will accrue to the employees from the implementation of the Schemes:**

The Options shall be granted to the eligible employees on grant date. After exercising of the Options and payment of exercise price with applicable taxes, the Trust shall transfer corresponding number of Shares to the eligible employees. The eligible employees can then sell the Shares in open market and can reap the benefit.

Notes

f) **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the Schemes would be exercised:**

The trustees of the Trust shall not vote in respect of Shares held in the Trust as per extant SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible employee only when the Shares are transferred by the Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under the Schemes.

Consent of the members is being sought by way of a special resolution pursuant to the Rule 16 of the Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 3(8) of the SBEB Regulations.

The Board of Directors recommends the special resolutions set forth as Item No. 7 and 8 of the notice for approval of the shareholders.

Sd/-
Nitesh Anand
Company Secretary
(Membership No.: A28698)

Place: Delhi
Date: 23.08.2024

Board's Report

Dear Shareholder(s),

Your Directors have the pleasure in presenting the Twelfth (12th) Annual Report of your Company (Spectrum Talent Management Limited) on business and operations of the Company along with the Audited Standalone and Consolidated Financial Statements and the Auditor's Report for the year ended March 31, 2024 (Year under review). Consolidated performances of the Company, and its Subsidiaries have been referred to wherever required.

1. Financial Highlights

The Company's financial performance for the Financial Year ended 31st March, 2024 is summarized below:

Particulars				(₹ In Lakhs)
	Standalone		Consolidated	
	2022-23	2023-24	2022-23	2023-24
Revenue from operation	75,276.94	99,898.70	76,803.66	1,01,620.10
Other Income	84.85	259.30	76.81	246.10
Total Income	**75,361.79**	**1,00,158.00**	**76,880.48**	**1,01,866.20**
Total Expense	**73,241.24**	**99,228.00**	**74,662.60**	**1,00,862.60**
Profit before Tax (PBT)	**2,120.55**	**930.00**	**2,217.88**	**1,003.60**
Provision for Tax- Current	66.70	3.50	85.16	17.70
-Deferred	(648.59)	(174.20)	(648.59)	(174.20)
Profit after Tax	**2,702.44**	**1,100.70**	**2,781.54**	**1,159.00**
Other Comprehensive Income				
Total comprehensive Income				
Non-controlling interest				
Balance bought forward	**2,702.44**	**1,100.70**	**2,781.54**	**1,159.00**
Dividend				
Transfer to General reserve				
Balance carried forward	**2,702.44**	**1,100.70**	**2,781.54**	**1,159.00**

1.1 State of the Company's Affairs

During the year under review, revenue from operations has increased to Rs. 99,898.70 Lakhs in comparison to Rs. 75276.94 Lakhs in last financial year. Profit before tax decreased by to

Rs. 930.00 Lakhs in comparison to Rs. 2120.55 Lakhs in last financial year. Profit after tax also decreased to Rs. 1100.70 Lakhs in comparison to Rs. 2,702.44 Lakhs in preceding Financial Year.

Consolidated turnover stood at Rs. 10,1866.20 Lakhs as Compared to Rs. 76880.48 Lakhs in the preceding Financial and consolidated profit after tax stood at Rs. 1159.00 Lakhs as compared to Rs. 2,781.54 Lakhs.

2. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTNG THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred from the closure of the financial year till the date of this report except the fact that your Company is now listed on National Stock Exchange of India Limited w.e.f. 22.06.2023.

3. CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of the business of the Company, which is engaged in the business of providing personnel's, whether skilled, semi-skilled or unskilled, anywhere in India and subject to the permission of Reserve Bank of India, Outside India to any institution, concern, society, body firm, association whether incorporated or not, department of government-central as well as state, public or local authority, trust, industry or any other person or group.

4. CAPITAL EXPENDITURE INCURRED DURING THE YEAR AND ITS IMPACT ON THE LIQUIDITY OF THE COMPANY

There is no such capital expenditure incurred during the year which has any impact on the liquidity of the Company.

5. CONSOLIDATED ACCOUNTS

Consolidated Financial Statements are prepared in accordance with the provisions of the Companies Act, 2013 read with accounting standards (AS) Consolidated Financial Statements, AS Investment in Subsidiary. Consolidated Financial Statements for the Financial Year 2023-24 forms part of this Annual Report.

A statement in Form AOC-1 containing the salient features of the financial statements of associate companies and material subsidiary company is annexed (Annexure - 1). Consolidated Financial Statements have been prepared on the basis of audited annual financial statements of your Company and its material subsidiary for the purpose of consolidation of accounts as per the requirement of Accounting Standards.

6. DIVIDEND AND RESERVES

Your Directors would like to use the profits earned for purpose of enhancing business and hence do not propose any dividend for the Financial Year under review. No amount has been transferred to reserves and the profit for the year has been retained in the surplus forming part of the reserves of the Company.

6.1. Transfer of unclaimed dividend into Investor Educatio & Protection Fund (IEPF)

There were no unpaid/unclaimed dividends declared and paid in previous years and hence the provisions of Section 125 of the Companies Act, 2013 do not apply for the year under review.

7. SUBSIDIARY AND ASSOCIATE COMPANIES

As at 31st March, 2024, your Company has two subsidiaries as detailed below:-

a) STM Consulting Inc. USA

b) TM Consulting Limited (U.K) (is in process of Strike- off)

Above material subsidiary are inter-alia engaged in the business of providing personnel's, whether skilled, semi-skilled or unskilled.

8. ANNUAL AUDITED ACCOUNTS OF MATERIAL SUBSIDIARY ARE AVAILABLE AT THE REGISTERED OFFICE OF THE COMPANY AND WILL BE PROVIDED TO THE MEMBER(S), IF INTERESTED, TO OBTAIN THE SAME. AUDITED ANNUAL FINANCIAL STATEMENTS OF MATERIAL SUBSIDIARY COMPANY ARE ALSO AVAILABLE ON WEBSITE OF THE COMPANY I.E. www.stmpl.co.in.

8.1 Report on performance of Material Subsidiary and business details are given in the Management Discussion and Analysis Report.

8.2 During the year under review, the company is in the process of winding up of the operations of one of its subsidiary i.e. STM Consulting Limited (U.K.).

9. PUBLIC DEPOSITS

During the Financial Year ended 31st March, 2024, the Company has not accepted any deposit falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988, were not applicable to the Company during the year under review.

Foreign Exchange Earnings and Outgo (Fig. in Millions)

Foreign exchange earnings: Rs.3424.96/-

Foreign exchange outgo: Rs.2.48/-

11. SHARE CAPITAL

The Authorized Share Capital of the Company is Rs.24,75,00,000/- (Rupees Twenty four crore Seventy Five lakhs Only) divided into 2,47,50,000 (Rupees Two crore Forty Seven lakhs Fifty Thousand Only) Equity Shares of Rs.10/- (Rupees Ten) each.

The Company has issued and allotted 51,85,600 Equity shares of Rs 10/- each at a price of

Rs 173/- per share through initial public offer aggregating to Rs 89.71/- crore. Subsequent to completion of the IPO, the paid-up share capital of the company increased from Rs.179.07 lakhs shares Rs. 10/- each) to Rs. 230.93/- (Rupees Two crore ten lakh only)

The net issue proceeds after deducting the issue expenses is Rs 79.06 crore. As on 31st March, 2024 the company has utilized the amount of Rs.72.94 crore and remaining unutilized amount of Rs 6.12 crore lying in the fixed deposits with the bank.

12. RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company with related parties were in ordinary course of the business and at arm's length basis.

All transactions with related parties were reviewed

and approved by the Audit Committee and the Board and are in accordance with the policy on related party transactions formulated by the Company.

There are no material significant related party transactions that may have potential conflict of interest with interest of the Company at large. The details of related party transactions as per AS are set out in the notes of accounts of the Audited Annual Financial Statements of the Company forming part of this Annual Report.

During FY24, your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable.

However as required, Form AOC-2, as required under Section 134 (3) (h) of the Companies Act, 2013, is annexed as **Annexure-2.**

13. ANNUAL RETURN

The Annual Return of the Company as prescribed under Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 is available on website of the Company i.e. **www.stmpl.co.in.**

14. DIRECTORS AND KEY MANAGERIAL

14.1 Appointment and Resignation/Cessation/ Change in designation of the directors.

There was no instance of Appointment/Resignation/ Cessation/ Change in designation of any director taken place during the financial year 2023-24.

14.2 Change in the composition of Board of Directors

There was no change in the composition of Board of Directors of the Company, during the financial year under review.

14.3 Reappointment / Confirmation of appointment of Directors retiring by rotation

In accordance with Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Rajeev Agarwal (DIN: 00107401) Directors of the Company, are retiring by rotation at the 12th Annual General Meeting and being eligible, offers himself for re-appointment.

Detailed profile of appointee Directors is given in note No.17 in the notes annexed with Notice of Annual General Meeting together with justification/ rationale for such appointment/ re-appointment.

Accordingly, your directors recommend the appointment/ re-appointment of aforesaid directors for approval of the members.

14.4 Key Managerial Personnel

Shri Vidur Gupta- Managing Director, Shri Sidharth Agarwal, Whole-Time Director cum CFO, Shri Atanu Banerjee, CEO and Shri Nitesh Anand, Company Secretary are the Key Managerial Personnel of the Company in accordance with the provisions of Section 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

14.5 Appointment and Resignation/Cessation of the KMP.

Cessation of KMP

Due to demise of Shri Ajit Singh, Company Secretary & Compliance Officer, he ceases to be the Company Secretary & Compliance Officer of the Company.

Appointment of KMP

Shri Nitesh Anand a qualified Company Secretary has been appointed as Company Secretary & Compliance Officer, w.e.f. 13.02.2024 in place of Shri Ajit Singh.

15. DECLARATION BY INDEPENDENT DIRECTOR(S)

All Independent Directors have furnished declarations that they meet the criteria of independence and they are registered members of the Independent Directors' Databank as laid down under Section 149(6) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16. BOARD MEETINGS

16.1. Number of Board Meetings

During the year under review, Board of Directors of the Company met 7 (Seven) times i.e. 08.05.2023, 20.05.2023, 19.06.2023, 12.07.2023, 25.08.2023, 09.11.2023 and 06.03.2024

16.2. Annual Evaluation

Your Company has carried out its own annual performance evaluation and also of the directors individually, as well as that of working of the Committees, in accordance with the provisions of the Companies Act, 2013 read with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

16.3 Separate meeting of Independent Directors

During the year under review, a separate meeting of Independent Directors without the attendance of Non-Independent Directors and members of the Management, was held on 15th March, 2024, as required under Schedule IV of the Companies Act,

2013, (Code for Independent Directors) read with Regulations 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

The Independent Directors inter-alia reviewed the performance of the Non-Independent Directors, Chairman of the Company and the Board as a whole.

17. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3) (c) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

a) in the preparation of the annual financial statements for the year ended 31st March, 2024, all the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the annual accounts on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. AUDITORS

18.1 Statutory Auditors

B. Chhawchharia & Co. Chartered, (Firm Regn No. 013163N), were appointed as Statutory Auditors of the Company for their first term of five years in the 7th Annual General Meeting, to hold office till the conclusion of 12th Annual General Meeting.

Statutory Auditors have confirmed their eligibility as required under Section 139 and 141 of the Companies Act, 2013 and the rules made thereunder, to continue and hold office as auditors.

Further, Board of Directors of the Company on the recommendation of the Audit Committee has re-appointed B. Chhawchharia & Co. Chartered as the Statutory Auditors of the Company pursuant to Section 139 of the Act for a second term 5 (five) years to hold office from the conclusion of the ensuing AGM till the conclusion of 17th AGM of the Company to be held in the year 2029, subject to approval by the Members at the ensuing AGM.

The Board recommends to seek consent of its Members at the ensuing AGM on re-appointment of B. Chhawchharia & Co. Chartered as Statutory Auditors for tenure of 5 (five) years, to examine and audit the accounts of the Company during the said period.

18.2 Report of Auditors

Reports of Statutory Auditors on Audited Annual Financial Statements (Standalone and Consolidated) for the Financial Year ended on 31st March, 2024 are self-explanatory and do not contain any qualification(s), reservation(s) or adverse remark(s) or disclaimer, which call for any comment(s) from the Board of Directors as required under Section 134 of the Companies Act, 2013.

18.3 Fraud Reporting

During the year under review, no incidence of fraud has been reported by the Auditors to Audit Committee of the Board.

19. REPORT ON INTERNAL FINANCIAL CONTROLS ON FINANCIAL REPORTING

In the opinion of Statutory Auditors, the Company has, in all material aspects, an adequate internal financial control system over financial reporting and such internal financial control systems over financial reporting were operating effectively as at 31st March, 2024. Reference may be made to the Independent Auditors Report.

20. SECRETARIAL AUDITORS AND THEIR REPORT

Board of Directors of your Company has appointed M/s Vijay K. Singhal & Associates, Company Secretaries, as Secretarial Auditors to carry out Secretarial Audit of the Company and for the Financial Year 2023-24. Based on the audit carried out by Secretarial Auditors, they have submitted their report(s), which are annexed herewith as (Annexure-3) and forms part of this Boards' Report. Report(s) of Auditors are self-explanatory and do not contain any qualification, reservation or adverse remark.

21. COMPLIANCE WITH SECRETARIAL STANDARDS

Your Company has complied with the provisions of applicable Secretarial Standard I and Secretarial Standard II, issued and notified by the Institute of Company Secretaries of India (ICSI).

22. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, the safeguarding of its assets,

the prevention and detection of frauds and errors, the accuracy and completeness of the records and the timely preparation of reliable financial information. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Companies Act, 2013.

An extensive risk based programme of internal audit and management reviews provides assurance to the Board regarding the adequacy and efficacy of internal controls. The internal audit plan is also aligned to the business objectives of the Company. Shri Bharat Arora, are the Internal Auditor of the company. In addition they are also reporting in respect of Internal Financial Controls and certifying that such Financial Controls are adequate and are operating effectively.

23. INTERNAL CONTROL SYSTEMS

The Company has effective and adequate internal control systems covering all areas of operations. The Internal control system provides for well documented policies/ guidelines, authorizations and approval procedures. The Internal control system provides a reasonable assurance with regard to maintaining of proper accounting controls, protecting assets from

unauthorized use and compliance of statutes.

Such internal control system is also reviewed for its adequacy and effectiveness through internal audit carried out at various locations.

24. INTERNAL AUDITORS AND REPORTING

Board of Directors of your Company has Shri Bharat Arora, as Internal Auditor of the Company to conduct the internal audit for the Financial Year 2023-24. Internal audit ensures that the systems designed and implemented, provide reasonable assurances to the adequacy of the internal controls commensurate with the size and operations of the Company. The observations, arising out of audit, are periodically reviewed and compliance ensured.

25. RISK MANAGEMENT FRAMEWORK

Pursuant to the requirement of the Companies Act, 2013 & rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a well defined Risk Management Policy. Your Company recognizes risk management as an integral component of good corporate governance and fundamental in achieving its strategic and operational objectives. The policy is intended to improve decision making, define opportunities and to mitigate material events that may impact shareholder value. Your Company has taken adequate insurance to protect its assets.

26. COST AUDIT

Since your Company is engaged in the business of supply of manpower provisions regarding maintenance of cost records as specified by the Central Government under Section 148 of the Companies Act, 2013 and rules made thereunder, are not applicable.

27. COMMITTEES OF BOARD OF DIRECTORS

27.1 AUDIT COMMITTEE

In accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a qualified and independent Audit Committee. All recommendations of the Audit Committee were accepted by the Board of Directors of the Company.

27.2 NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has constituted Nomination and Remuneration Committee.

27.3 STAKEHOLDERS RELATIONSHIP COMMITTEE

The company has constituted the Stakeholders Relationship Committee as per the provision of section 178 of Companies Act, 2013 and as per Regulation 20 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Link of committees is as under: https://stmpl.co.in/pdf/investors/Committees.docx.pdf

28. VIGIL MECHANISM

In accordance with Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Whistle Blower-cum-Vigil Mechanism Policy for the Directors and the Employees as adopted by the Board, is in place and implemented. Such policy has also been uploaded on the website of the Company vide link:- **www.stmpl.co.in.**

29. PARTICULARS OF LOANS, GUARANTEE OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013 & RULES MADE THEREUNDER

Your Company has not given any loans, guarantees or made investments during the year under review. Investments in other body corporates made before the financial year 2023-24 were within the ambit of Section 186 of the Companies Act, 2013.

Board's Report

30. NOMINATION AND REMUNERATION POLICY

Your Company has Nomination and Remuneration Policy in place for selection, appointment and remuneration of the Directors, Key managerial personnel and senior management employees of the Company. The Company's remuneration policy is driven by the success and performance of the individual employee and growth of the Company. Such policy has also been uploaded on website of the Company www.stmpl.co.in

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report forming the part of the Annual Report is annexed as Annexure-4.

32. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

During the Financial Year ended on 31st March, 2024, the Company has incurred CSR expenditure of ₹27.08 Lakhs. CSR initiatives taken were under the thrust areas of health & hygiene, education, skill enhancement, hunger management, welfare activities and promotion of nationally recognized sports. Annual Report on the CSR activities undertaken by the Company is annexed as Annexure 5 to this report.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company's policy on prevention of sexual harassment at workplace is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder an Internal Complaint Committee has been set up to receive & redress the complaints regarding sexual harassment under the aforesaid Act. All employee (permanent, contractual, temporary, trainees) are covered under the policy.

There was no complaint received from any employee during the Financial Year 2023-24 and hence, no complaint is outstanding as at the end of the year for redressal.

34. HUMAN RESOURCES

At the end of March 2024, the total employee strength of the Company was 27,154 The Company's focus is to drive each employee to be more focused and productive. Regular training programs at various levels are in operation. Incentives are given wherever required to motivate staff to meet Company's overall objectives.

35. REMUNERATION DISCLOSURES

Disclosures pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are annexed as Annexure-6 to this Report.

36. ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

No significant or material orders have been passed by the regulators, courts, tribunals etc., against the Company, which adversely impact the financial position, going concern status of the Company and its future operations.

37. GENERAL

During the year under review:-

There was no proceeding pending under the Insolvency and Bankruptcy Code, 2016; and

There was no instance of onetime settlement with any Bank or Financial Institution.

38. ACKNOWLEDGMENT

The Directors wish to convey their thanks to various Central and State Government departments, Organizations and Agencies for the continued help and co-operation extended by them.

The Directors would also like to thank the Shareholders, Customers, Bankers, Suppliers, Manufactures and all other stakeholders for their continuous support given by them to the Company and their confidence in its management. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board

Spectrum Talent Management Limited

Vidur Gupta	**Sidharth Agarwal**
Managing Director	Whole-Time Director
DIN: 05213073	DIN: 05213023

Date:23. 08 .2024

Place: Noida

Annexure-1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

S. No.	Particulars	Details
1	Name of the subsidiary	STM Consulting Inc
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January 2023~December 2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	$1= INR 83.3739
4	Share capital	12.51
5	Reserves & surplus	261.27
6	Total Assets	624.36
7	Total Liabilities	571.69
8	Investments	0
9	Turnover	1908.31
10	Profit before taxation	52.67
11	Provision for taxation	14.02
12	Profit after taxation	38.65
13	Dividend Paid	0
14	% of shareholding	100%
Names of subsidiaries which are yet to commence operations		Not Applicable
Names of subsidiaries which have been liquidated or sold during the year		Not Applicable

Part "A": Subsidiaries

S. No.	Particulars	Details
1	Name of the subsidiary	STM Consulting Inc
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January 2023~December 2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	$1= INR 83.3739
4	Share capital	12.51
5	Reserves & surplus	261.27
6	Total Assets	624.36
7	Total Liabilities	571.69
8	Investments	0
9	Turnover	1908.31
10	Profit before taxation	52.67
11	Provision for taxation	14.02
12	Profit after taxation	38.65
13	Dividend Paid	0
14	% of shareholding	100%
Names of subsidiaries which are yet to commence operations		Not Applicable
Names of subsidiaries which have been liquidated or sold during the year		Not Applicable

Annexure-1

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. No.	Particulars	Details
1	Name of the subsidiary	STM Consulting Inc
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	January 2023~December 2023
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	$1= INR 83.3739
4	Share capital	12.51
5	Reserves & surplus	261.27
6	Total Assets	624.36
7	Total Liabilities	571.69
8	Investments	0
9	Turnover	1908.31
10	Profit before taxation	52.67
11	Provision for taxation	14.02
12	Profit after taxation	38.65
13	Dividend Paid	0
14	% of shareholding	100%
Names of subsidiaries which are yet to commence operations		Not Applicable
Names of subsidiaries which have been liquidated or sold during the year		Not Applicable

Annexure-2

Form No. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

SL. No.	Particulars	Details
1.	**Details of contracts or arrangements or transactions not at Arm's length basis**	
a)	Name (s) of the related party & nature of relationship	Note Applicable
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	
2.	**Details of contracts or arrangements or transactions at Arm's length basis.**	
a)	Name (s) of the related party & nature of relationship	Note Applicable
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	
3.	**Details of related party transactions which are in ordinary course of the business and also are at arm's length basis.**	
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	Note Applicable

Annexure-3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Spectrum Talent Management Limited
B-46, Retreat Apartments
20, I.P. Extension, New Delhi -110092

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Spectrum Talent Management Limited (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

We report that:-

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2024 hereinafter called ("audit period") generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by Spectrum Talent Management Limited ("the Company") for the Financial Year ended on March 31, 2024 according to the applicable provisions of:
   (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
   (iii) The Securities and Exchange Board of India (Depositories and Participants) Act, 2018 and the Regulations and bye-laws framed thereunder;
   (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable during the audit period).
   (v) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
   (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
      a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
      b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
      c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
      d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. I further report that, there were no actions / events in pursuance of:
   (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
   (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
   (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
   (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
   (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
   (f) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; and
   (g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
3. I have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors (SS-1) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

   During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable subject to following observations:

   We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The composition of the Board of Directors during the period under review was in compliance with the provisions of the Act

   Adequate advance notice were given to all the directors to schedule the Board Meetings, agenda and detailed notes thereof were sent in advance from the date of meetings other than those held at shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

   As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were passed unanimously by the Board.

   There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

   During the audit period, there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

   We further report that during the audit period, there was following instance of:

   A) Public Issue of securities - The Company had applied for SME IPO and got listed on NSE SME platform on June 22, 2023.

   We have not examined compliance by the company with respect to:

   a. Applicable financial laws, like direct and indirect tax laws, maintenance of financial records, etc., since the same have been subject to review by statutory auditors, tax auditors and other designated professionals.
   b. As informed by the company that there were no Industry specific laws applicable to the company; however, general laws as applicable to the Company have been complied with. The management has also represented and confirmed that all the general laws, rules, regulations, orders, standards and guidelines as applicable to the Company relating to Industry/Labour etc., have been complied with.

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

For Vijay K. Singhal & Associates

Company Secretarie

(Vijay Kumar Singhal)
Prop / Practicing Company Secretary
ACS- 21089, C. P. 10385
Peer Review No. 1311/2021
UDIN: A02089f000432896

Date: 23.05.2024
Place: Delhi

Annexure-A

To

The Members

Spectrum Talent Management Limited
B-46, Retreat Apartments

20, I.P. Extension, New Delhi -110092

My report of even date is to be read along with this letter:

I report that:-

Maintenance of Secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.

Where ever required, I have obtained the Management Representation about the compliances of laws, rules and regulations etc.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Thanking You,

Yours truly,

For Vijay K. Singhal & Associates
Company Secretaries

(Vijay Kumar Singhal)
Prop / Practicing Company Secretary
ACS- 21089, C. P. 10385
Peer Review No. 1311/2021
UDIN: A02089f000432896

Date: 23.05.2024
Place: Delhi

Annexure-5

ANNUAL REPORT ON CSR ACTIVITIES

I Brief outline on CSR Policy of the Company:-

Spectrum Talent Management Limited ('the Company') is committed to upholding the highest standards of Corporate Social Responsibility ('CSR'). The Company aims to carry out charitable objects and purpose wide enough for the extension of the benefit thereof to all, irrespective of class/ creed and includes relief to the poor, education, medical relief and advancement of any object of general and or public utility. The Company also believes in positively impacting the environment and supporting the communities it operates in, focusing on sustainability of its programmes and empowerment of its communities.

In line with the Companies Act, 2013 & rules made thereunder, the Company has formed a CSR Policy and the same is placed on the Company's website & can be accessed on the web link https://stmpl.co.in/pdf/investors/Committees.docx.pdf

II. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Shri Sidharth Agarwal	Whole Time Director-Chairperson	1	1
2.	Shri Vidur Gupta	Managing Director-Member	1	1
3.	Shri Anup Kumar Jaiswal	Independent Director- Member	1	1

*During the FY 2023-24, One (1) meeting of CSR Committee was held 12th July, 2023.

Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

The web-links are as follows:

A. Composition of CSR Committee: https://stmpl.co.in/pdf/investors/Committees.docx.pdf

B. CSR Policy and CSR Projects approved by the Board of Directors

CSR Policy:

https://www.stmpl.co.in/pdf/investors/CSR-Policy/STML%20-Corporate-Social-Responsibility-Policy.pdf

CSR Projects: Health & Hygiene, Education, Skill Enhancement, Hunger Management, Welfare Activities & promotion of nationally recognized sports

III. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report) : Not Applicable

IV. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in ₹)	Amount required to be set-off for the financial year, if any (in ₹)
		NIL	

V. Average net profit of the company as per section 135(5). ₹ 13,54,18,166.67

VI. Amount (in Lakhs)

(A) Two percent of average net profit of the company as per section 135(5):- Rs. 27,08,363

(B) Surplus arising out of the CSR projects or programmes or activities of the previous Financial years:-NIL

(C) Amount required to be set off for the financial year, if any:- NIL

(D) Total CSR obligation for the financial year (7a+7b-7c):- Rs. 27,08,363

VII.(A) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
2,75,0000					

(B) Details of CSR amount spent against ongoing projects

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in₹).	Mode of Implementation - Direct (Yes/ No).	Mode of Implementation - Through Implementing Agency	
				State.	District.						Name	CSR Registration number.

NIL

(C) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in₹.).	Mode of implementation - Direct (Yes/ No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name.	CSR registration number.
1.	Child Education	Special Education	Yes	Delhi		2,75,0000	No	KARMAPUTRA CHERITABLE TRUST (KCT) CSR project for investment	CSR00022403
	Total					2,75,0000			

(D) Amount spent in Administrative Overheads:- NIL

(E) Amount spent on Impact Assessment, if applicable:- Not Applicable

(F) Total amount spent for the Financial Year (7b+7c+7d+7e):- Rs. 27,08,363

(G) Excess amount for set off, if any:- NIL

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	2,70,8363
(ii)	Total amount spent for the Financial Year	2,75,0000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	NIL
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NIL
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	NIL

VIII. (A) Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	

NOT APPLICABLE

(B) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl. No.	Project ID.	Name of the Project.	Financial Year in which the project was commenced.	Project duration.	Total amount allocated for the project (in ₹).	Amount spent on the project in the reporting Financial Year (in ₹).	Cumulative amount spent at the end of reporting Financial Year. (in ₹)	Status of the project - Completed / Ongoing.

NOT APPLICABLE

IX. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details):

(1)	(2)	(3)	(4)	(5)
Sl. No.	Date of creation or acquisition of the capital asset (s)	Amount of CSR spent for creation or acquisition of capital asset	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)

NIL

X. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):

NOT APPLICABLE

Vidur Gupta
Managing Director
DIN: 05213073

Sidharth Agarwal
Whole-Time Director
DIN: 05213023

Date:23, 08 2024
Place: Noida

Annexure-6

Statement under Section 197 (12) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Directors' Report for the year ended 31st March,2024

REMUNERATION DETAILS OF EXECUTIVE DIRECTORS (EDs)/ NON- EXECUTIVE DIRECTORS (NEDs)/ KEY MANAGERIAL PERSONNEL (KMPs)

Name of the Director/ KMP	Designation	% increase in remuneration over last year	Ratio of Remuneration of Directors/KMP with Median Remuneration of employees
Shri Sidharth Agarwal	Whole Time Director & CFO	122%	27.23
Shri Vidur Gupta	Managing Director	122%	27.23
Shri Atanu Banerjee	CEO	14.85%	6.32
Shri Ajit Singh *	Company Secretary	NA	NA
Shri Nitesh Anand *	Company Secretary	NA	NA

* Due to demise of Shri Ajit Singh he ceases to be the Company Secretary & Compliance Officer of the Company w.e.f. 31.12.2023.

Shri Nitesh Anand has been appointed as Company Secretary & Compliance Officer, w.e.f. 13.02.2024 in place of Shri Ajit Singh.

Other than above named director, all directors including Independent directors were paid sitting fee only.

MAJOR PRINCIPLES FOR DETERMINING REMUNERATION TO DIRECTORS INCLUDING VARIABLE COMPONENTS:

i) Commission to Executive Directors: Not Applicable

ii) Commission to Non-Executive Directors: Non-Executive Directors are not entitled to receive any sum by way of commission except sitting fee and payment of honorarium, wherever applicable, as per terms of appointment read with applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I. Total employee strength of the Company as on 31st March, 2024: 27154

II. No employee has ever been posted outside India.

III. Percentage increase in the median remuneration of employees during FY 2023-24:12.65%

IV. Remuneration of Managerial Personnel viz-a-viz other employees

a) Average percentile increase already made in the salaries of the employees other than the managerial personnel during the FY 2023-24 was 12.65%.

b) Average percentile increase in managerial remuneration during the FY 2023-24 was: NIL

V. Employment throughout the financial year with remuneration not less than 1.02 Crores per annum or (excluding MD,WTD and KMP's) : NIL

VI. Employees whose remuneration was not less than 8.50 Lakhs per month if employed part of the Financial Year (excluding top 10 employees given hereunder) : NIL

VII. Employees whose remuneration was in excess of that of MD/WTD/Manager and holding 2% of shares of the Com pany along with relatives (either employed throughout the financial year or part of the year) : NIL

VIII. Details of Top 10 Employees in terms of Remuneration withdrawn during the Financial Year 2023-24 except KMP employees: Details of employee remuneration as required under provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 shall be made available on inspection in electronic mode to any shareholder upon request sent at cs@stmpl.co.in.

IX. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

Remuneration is paid as per the Remuneration Policy of the Company.

Vidur Gupta
Managing Director
DIN: 05213073

Sidharth Agarwal
Whole-Time Director
DIN: 05213023

Date:23, 08 2024
Place: Noida

Independent Auditor's Report

To the Members of Spectrum Talent Management Limited (Formerly known as Spectrum Talent Management Private Limited)

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying financial statements of M/s SPECTRUM TALENT MANAGEMENT LIMITED (Formerly known as Spectrum Talent Management Private Limited) ('the Company'), which comprises the Standalone Balance Sheet as at 31 March 2024, the Standalone Statement of Profit and Loss, the Standalone Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs (financial position) of the Company as at March 31, 2024, its profit and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current year. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report:

Revenue recognition (refer note 16 & 21 to the standalone financial statements)

Key Audit Matter	How the matter was addressed in our audit
Revenue recognition: Revenue from Manpower supply, Recruitment and related services is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resource. Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year-end based on customer acceptances. We considered recording of unbilled revenues relating to staffing services as a key audit matter as there is a significant judgement applied by the Company to ensure that revenue is recorded based on (1) contractual terms and (2) attendance estimated for the period from the last billing date to the year-end based on prior months attendance records.	Principal audit procedures performed: Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following: • Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues. • For a sample of contract: i) Tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred / resources deployed. ii) Tested unbilled revenues with subsequent invoicing based on customer acceptances

Deferred Tax Assets (refer note 13 to the standalone financial statements)

The carrying amount of the deferred tax assets represents 4.46% of the Company's total assets. Recognition and measurement of deferred tax assets The Company has major deferred tax assets in respect of tax deduction U/S 80JJAA of Income tax Act, 1962 and other temporary differences, as set out in note 11. The recognition of deferred tax assets involves judgment regarding the likelihood of the reasonable certainty of realisation of these assets, in particular whether there will be taxable profits in future periods that support recognition of these assets. Management records deferred tax assets in respect of tax deduction U/S 80JJAA in cases where it is reasonably certain based on the projected profitability determined on the basis of approved business plans that sufficient taxable income will be available to utilize benefit of 80JJAA.	Our audit procedures included: • Through discussions with management, we understood the Company's process for recording deferred tax assets; • We have obtained the approved business plans, projected profitability statements for the existing projects and the future projects which are confirmed through definitive agreements; • We have performed sensitivity analysis and inquired into the basis of the projections for the reasonable certainty of utilisation of the un-utilized benefit of 80JJAA and therefore recognition of deferred tax assets; and • We tested the underlying data for the key deferred tax and tax provision calculations.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Standalone financial statements and our auditor's report thereon.
Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSILBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance) and Cash flows of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based

on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the said order, to the extent applicable.

(A) As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) The Standalone Financial Statements dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standard specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March 2024 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has, to the extent ascertainable, disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31 to the financial statements;

ii. The Company does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv (a) the management has represented that, to the best of its knowledge and belief, as disclosed in Note 45(c) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) the management has represented, that, to the best of its knowledge and belief, as disclosed in Note 45(c) to the financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

Vi Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has enabled and operated with effect from 21st July, 2023 for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

(C) With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Date: 25th May, 2024
Place: New Delhi

Annexure - A to the Independent Auditors' Report

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best to our knowledge and belief, we report that:

(i) (a) (i) The Company is in the process of maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(ii) The Company has maintained proper records showing full particulars of Intangible Assets.

(b) According to the information and explanations given to us, all the Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties (other than properties where the company is lessee, and the lease agreements are duly executed in favours of the lessee) and hence reporting under clause 3(i)(c) of the Order is not applicable.

(d) The Company has not revalued its Property, Plant and Equipment and Intangible Assets during the year.

(e) As represented to us by the Management, no proceeding has been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami Property under the benami Transactions (Prohibition) Act, 1988 and rules made thereunder:

(ii) (a) According to the information and explanation given to us, the management has conducted the physical verification of inventory at reasonable intervals during the year which, in our opinion, is reasonable and appropriate having regard to the size of the company and nature of its business. No material discrepancies were noticed on such verification.

(b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, during the year from bank on the basis of security of current assets. In our opinion and according to the information and explanations given to us, we have not found any material discrepancies in the quarterly statements filed by the company to the Bank with the books of account of the company, except for the following:

Quarter Ended	Sanctioned amount to which discrepancy relates (₹million)	Details of discrepancies				Remarks
		Nature of current asset	Amount (₹ million)			
			As per quarterly statement	As per audited books of account	Difference	
September 2023	150	Trade Receivable (excluding unbilled debtors	684.30	667.07	17.23	As explained to us by the management some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank
March 2024	150	Trade Receivable (excluding unbilled debtors)	684.30	667.07	17.23	As explained to us by the management some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank.
September 2023	150	Inventory	45.64	34.34	11.30	As explained to us by the management due to some inadvertent error one lot of inventory has been wrongly classified as PPE
March 2024	150	Inventory	20.09	20.25	(0.16)	

Annexure - A to the Independent Auditors' Report

(iii) According to the information and explanations given to us, the Company has not made any investments in, provided any guarantees or given any security or granted any secured/unsecured loans to companies, firms, Limited Liability Partnerships or other parties during the year under review, except loans given to the employees in the ordinary course of the business of the company in accordance with its employee policies.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and securities made by the company, if any.

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of and the Sections 73 to 76 of the Companies act, 2013 and the Companies (Acceptance of Deposits) Rules,2014 (as amended)

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, GST, wealth tax, duty of customs, duty of excise, cess and other material statutory dues, as applicable, and no such statutory dues were outstanding as at the last day of the financial year under review for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us, there are no dues of income-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess, as applicable which have not been deposited on account of any dispute.

(viii) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no transaction relating to previously unrecorded income that have been surrendered or disclosed as income during the year by the Company in the tax assessments under the Income Tax Act, 1961.

(ix) (a) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender during the year.

(b) According to the information and explanations given to us, the company has not been declared a willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no unutilized term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the Standalone financial statements of the Company, fund raised on short term basis have, prima facie, not been used during the year for long term purpose by the Company.

e) On an overall examination of the Standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

(x) (a) In our opinion and according to the information and explanation given to us, the company has utilized the money raised by way of initial public offer or further public offer (including debt instruments) during the year under review for the purpose for which they were raised. Below depicts the unutilized IPO proceeds as at the year-end:

Particulars	Amount in millions
Proceeds from IPO (Net of share issue expenses)	790.63
Amount utilised	(729.40)
Un-utilised IPO proceeds lying in fixed deposits	61.23

(b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year under review.

Annexure - A to the Independent Auditors' Report

(xi) (a) As represented to us by the Management, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information and explanations given to us, no whistle-bower complaints have been received during the year by the company.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and hence reporting on clauses 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) (a) According to the information and explanations given to us, the company has an internal audit system, which in our opinion, is commensurate with the size of the company and the nature of its business.

(b) We have considered the internal audits report for the year under audit, issued to the Company in determining the nature, timing and extent of our audit procedures.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them.

(xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

(b) According to the information and explanations given to us and on the basis of the examination of the records of the company, the Company has not conducted any Non-Banking Financial or Housing Finance activities.

(c) In our opinion, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

(d) According to the information and explanations given to us, the Group does not have any CIC's as part of their Group.

(xvii) On an overall examination of the Standalone financial statements of the Company, the Company has not incurred cash losses in the financial year under review and in the immediately preceding financial year.

(xviii) There has not been any resignation of the statutory auditors during the year and hence reporting on clause 3(xviii) of the Order is not applicable.

(xix) On the basis of the financial ratios disclosed in Note 46 to the Standalone financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone financial statements, our knowledge of the Board of Directors and management plans and according to the information and explanations given to us, in our opinion, prima facie, no material uncertainty exists as on the date of the audit report regarding the company's capability to meet its liabilities existing as on the date of the balance sheet, as and when they fall due within a period of one year from the balance sheet date. We however, state that this is not an assurance as to future viability of the Company. We further state that our reporting is based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to information and explanations given to us, there is no unspent amount towards company's Corporate Social Responsibility obligations in terms of Section 135 of the Companies Act, 2013 and hence, reporting on clauses 3(xx)(a) and 3(xx)(b) of the Order is not applicable

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Date: 25th May, 2024
Place: New Delhi

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls over Financial reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Spectrum Talent Management Limited (Formerly known as Spectrum Talent Management Private Limited) ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure - B to the Independent Auditors' Report

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Date: 25th May, 2024
Place: New Delhi

Standalone Balance Sheet

AS AT 31ST MARCH ,2024

(₹ in millions)

Particulars	Notes	AS AT 31.03.2024	AS AT 31.03.2023
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	230.93	179.07
Reserves and Surplus	4	1,215.83	367.30
Non-Current Liabilities			
Long Term Borrowings	5	4.44	1.13
Long Term Provisions	6	16.13	9.74
Current Liabilities			
Short Term Borrowings	7	4.22	36.43
Trade Payables	8		
- Dues of Micro and Small Enterprises		0.04	-
- Dues of other than Micro and Small Enterprises		12.41	3.17
Other Current Liabilities	9	482.19	328.45
Short Term Provisions	10	1.44	0.72
Total Equity & Liabilities		1,967.63	926.00
ASSETS			
Non-Current Assets			
Property, Plant and Equipment and Intangible Assets	11		
Property, Plant and Equipment		65.81	32.48
Intangible Assets		0.73	0.62
Non-Current Investments	12	19.39	18.89
Deferred Tax Assets	13	87.78	70.36
Other Non-Current Asset	14	5.03	3.53
Current Assets			
Inventories	15	20.09	46.36
Trade Receivables	16	758.77	565.65
Cash and Cash Equivalents	17	691.25	36.27
Short Term Loans and Advances	18	250.91	68.14
Other Current Asset	19	28.72	18.52
Current Tax Assets (Net)	20	39.15	65.18
Total Assets		1,967.63	926.00
Corporate Information & Significant Accounting Policies	1 & 2		
Accompanying Notes To The Financial Statements	3 to 47		

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Standalone Statement Of Profit & Loss

FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in millions, except per share data)

Particulars	Notes	2023-2024	2022-2023
Income:			
Revenue from Operations	21	9,989.87	7,527.69
Other Income	22	25.93	8.49
Total Income		**10,015.80**	**7,536.18**
Expenses:			
Purchases of Stock-in-Trade	23	3,995.15	2,569.83
Changes in Inventories	24	26.27	(26.32)
Employee Benefit Expenses	25	5,659.62	4,631.35
Other Operating Expenses	26	114.84	44.51
Selling & Distribution Expenses	27	51.80	36.36
		9,847.68	7,255.72
Finance Costs	28	3.46	5.97
Depreciation and Amortization Expense		14.55	15.03
Other Expenses	29	57.11	47.40
Total Expenses		**9,922.80**	**7,324.13**
Profit Before Tax		**93.00**	**212.06**
Tax Expense:	**30**		
Current Tax		0.35	6.67
Deferred Tax		(17.42)	(64.86)
Profit for the year		110.07	270.24
Earnings per equity share			
(on shares of nominal value of ₹ 10/- each)			
Basic and Diluted		5.02	15.59

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Standalone Cash Flow Statement

FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in millions)

Particulars	2023-2024	2022-2023
Cash Flows from Operating Activities:		
Net Profit before tax	**93.00**	**212.06**
Adjustments for :		
Finance Costs	3.46	5.97
Profit on Sale of Investments (Net)	-	(0.91)
Dividend Income	-	(0.04)
Interest on Loan	(0.96)	(0.80)
Loss on Sale of Property, Plant and Equipment	0.51	0.00
Provision for Doubtful Debts	1.10	-
Provision for Impairment written back	(0.50)	-
Depreciation and Amortization Expense	14.55	15.03
Operating Profit Before Working Capital Changes	**111.16**	**231.30**
Adjusted for :		
Inventories	26.27	(26.32)
Trade and other receivables	(388.68)	(208.21)
Trade Payables and other payable	170.14	87.01
Cash Generated From Operations	**(81.11)**	**83.78**
Direct Taxes paid /(refunded)	25.67	0.51
Net Cash (used in)/ flow from Operating Activities	**(55.44)**	**84.29**
Cash Flows from Investing Activities:		
Purchase of Property, Plant & Equipment (Net)	(48.51)	(20.91)
Purchase of Investments (Net)	-	9.02
Dividend Income	-	0.04
Interest on Loan	0.96	0.80
Net Cash (used in)/ flow from Investing Activities	**(47.55)**	**(11.04)**
Cash Flows from Financing Activities:		
Proceeds from Issue of Equity Share Capital (Net of issue expense)	790.33	-
Amount paid to Shareholders for Fractional Equity Shares	-	(0.00)
Proceeds/(Repayment) of borrowings	(28.89)	(65.13)
Finance Cost	(3.46)	(5.97)
Net Cash (used in)/ flow from Financing Activities	**757.97**	**(71.10)**
Net Increase / (decrease) in Cash & Cash Equivalents	**654.98**	**2.15**
Cash and Cash Equivalents at the beginning of the period	**36.27**	**34.12**
Cash and Cash Equivalents at the end of the period	**691.25**	**36.27**
01. Proceeds from long term and other borrowings are shown net of repayment.		
02. Cash and Cash equivalents represent cash and bank balances only.		

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

1 SHARE CAPITAL

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹. in millions)
Authorised :		
2,47,50,000 Equity Shares of Rs. 10/- each	247.50	247.50
	247.50	247.50
Issued, Subscribed and Fully Paid up :		
2,30,93,096 (P.Y. 1,79,07,496) Equity Shares of Rs. 10/- each	230.93	
	230.93	

a) Reconciliation of the number of shares outstanding is as follows:

	As At 31st March 2024		As At 31st March 2023	
	No.s		No.s	
	Equity Shares	Preference Shares	Equity Shares	Preference Shares
At the beginning of the year	1,79,07,496	-	38,00,000	47,50,000
Add : Allotment of Equity Shares during the year	51,85,600	-	-	-
Add : Conversion of Preference shares into Equity Shares	-	-	7,91,666	(47,50,000)
Add : Bonus shares allotted during the year	-	-	1,33,15,830	-
At the end of the year	2,30,93,096	-	1,79,07,496	-

b) Details of shareholders holding more than 5% shares in the company

	As At 31st March 2024			As At 31st March 2023	
Name of Shareholders	Nos.		% holding	Nos.	% holding
- Equity Shares					
Sidharth Agarwal	80,60,060	34.90%	85,06,060	47.50%	
Vidur Gupta	80,60,060	34.90%	85,06,060	47.50%	

c) Terms/rights attached to shares:

-Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Out of the above, 37,50,000 Equity shares were allotted as Bonus Shares in Financial Year 2018-2019 and 1,33,15,830 Equity shares were allotted as Bonus Shares during the financial year 2022-23 by capitalisation of Free Reserves, without payment being received in cash.

e) During the financial year 2022-23, 47,50,000 Preference shares were converted into 7,91,666 Equity Shares in the ratio of 1:6. The fractional entitlement of shares has been paid in cash to the respective shareholders.

f) During the F.Y. 2021-22, 9,50,000 Equity shares of Rs. 10/- each were bought back by the Company.

g) Details of shareholding of promoters in the company:

	Equity Shares held by promoters as at 31.03.2024			% Change during the year 2023-2024"
S.No	Name of Promoters	No. of Shares	% of Total Shares	
1	Sidharth Agarwal	80,60,060	34.90%	-12.60%
2	Vidur Gupta	80,60,060	34.90%	-12.60%
3	Rajesh Gupta	89,538	0.39%	-0.11%
4	Veena Gupta	1,79,075	0.78%	-0.22%
5	Deepika Gupta	1,79,075	0.78%	-0.22%
6	Ankita Gupta	2,23,844	0.97%	-0.28%
7	Sidharth Agarwal HUF	2,23,844	0.97%	-0.28%
Total		1,70,15,496	73.68%	-26.32%

	Equity Shares held by promoters as at 31.03.2023			% Change during the year 2022-2023"
S.No	Name of Promoters	No. of Shares	% of Total Shares	
1	Sidharth Agarwal	85,06,060	47.50%	-2.50%
2	Vidur Gupta	85,06,060	47.50%	-2.50%
3	Rajesh Gupta	89,538	0.50%	0.50%
4	Veena Gupta	1,79,075	1.00%	1.00%
5	Deepika Gupta	1,79,075	1.00%	1.00%
6	Ankita Gupta	2,23,844	1.25%	1.25%
7	Sidharth Agarwal HUF	2,23,844	1.25%	1.25%
Total		1,79,07,496	100.00%	-

2 RESERVES & SURPLUS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Capital Redemption Reserve		
Balance as per last financial statements	9.50	9.50
	9.50	9.50
Securities Premium Account		
Balance as per last financial statements	39.58	-
Add : Issue of Equity shares during the year	845.25	39.58
Less: Share Issue Expenses	106.78	-
	778.05	39.58
General Reserve		
Balance as per last financial statements	-	50.00
Less: Issue of Bonus Equity Shares	-	(50.00)
	-	-
Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	318.21	131.13
Add: Profit for the year	110.07	270.24
	428.28	401.37
Less : Issue of Bonus Equity Shares	-	(83.16)
	428.28	318.21
	1,215.83	367.30

3 LONG-TERM BORROWINGS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
NON-CURRENT LIABILITIES		
Vehicle Loan - Secured		
From Banks		
- ICICI Bank Limited	0.09	1.09
Secured against hypothecation of vehicles financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 87,579/- in 1 monthly installment		
- Axis Bank Limited	7.53	-
Secured against hypothecation of vehicles financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 75,28,494/- in 27 monthly installments		
From Others		
- Toyota Finance Services India Limited	1.04	2.34
Secured against hypothecation of vehicle financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 10,37,796/- in 9 monthly installments		
	8.65	3.43
Less : Current Maturity of Long Term Borrowings (Refer Note No. 5)	4.21	2.31
	4.44	1.13

4 LONG TERM PROVISIONS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Provision for Employee Benefits:		
- For Gratuity	11.22	8.29
- For Leave Encashment	4.91	1.45
	16.13	9.74

5 SHORT-TERM BORROWINGS:

		AS AT 31.03.2024 (₹. in millions)	AS AT 31.03.2023 (₹. in millions)
	CURRENT LIABILITIES		
	Repayable on Demand		
	Secured		
	From ICICI Bank Limited		
	- Cash Credit Facilities	0.01	34.13
	The above borrowings are secured by:		
a)	Hypothecation on all current assets of the company.		
b)	Hypothecation on all moveable fixed assets of the company.		
c)	Pledge on all fixed deposits of the company maintained with the bank.		
d)	Personal guarantees from Mr. Vidur Gupta and Mr. Sidharth Agarwal.		
	- Current Maturity of Long-Term Borrowings (Refer Note No.3)	4.21	2.31
		4.22	36.43

6 TRADE PAYABLES-

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
- Dues of Micro and Small Enterprises [Refer note 32]	0.04	
- Dues of Creditors other than Micro and Small Enterprises	12.41	3.17
	12.45	3.17

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	0.04	-	-	-	0.04
- Other than MSME	12.38	0.03	-	-	12.41
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	2.87	0.30	-	-	3.17
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

7 OTHER CURRENT LIABILITIES

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Interest accured but not due on borrowings	0.17	0.38
Advance from Customers	4.68	12.83
Statutory Dues	144.85	104.44
Other Liabilities	332.49	210.80
	482.19	328.45

8 SHORT-TERM PROVISIONS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Provision for Employee Benefits:		
- For Gratuity	0.92	0.55
- For Leave Encashment	0.51	0.16
	1.44	0.72

9 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

(₹ in millions)

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTIZATION			NET BLOCK	
	As at 01.04.2023	Additions / (Deductions)	As at 31.03.2024	Up to 31.03.2023	For the Year/ (Adjustments)	Up to 31.03.2024	As at 31.03.2024	As at 31.03.2023
PROPERTY, PLANT AND EQUIPMENT								
COMPUTERS	23.25	20.25	38.79	13.03	8.74	17.30	21.48	10.22
		(4.71)			(4.71)			
ELECTRICAL INSTALLATION	1.30	-	1.30	0.82	0.05	0.88	0.42	0.48
		-		-	-			
FURNITURE & FIXTURES	12.15	5.30	17.44	4.68	0.93	5.61	11.83	7.46
		-		-	-			
EQUIPMENTS AND FACIL-ITIES	5.41	10.34	14.40	3.66	1.43	3.89	10.52	1.74
		(1.34)		-	(1.21)			
AIR CONDITIONERS	2.25	1.74	4.00	1.36	0.21	1.57	2.43	0.89
		-		-	-			
VEHICLES	26.04	11.66	34.30	14.36	2.91	15.18	19.12	11.68
		(3.40)			(2.10)			
TOTAL (A)	70.40	49.28	110.23	37.92	14.28	44.42	65.81	32.48
		(9.45)			(7.78)			
INTANGIBLE ASSETS								
SOFTWARE	3.23	0.39	3.62	2.62	0.28	2.90	0.73	0.62
TOTAL (B)	3.23	0.39	3.62	2.62	0.28	2.90	0.73	0.62
GRAND TOTAL (A+B)	73.63	49.67	113.86	40.54	14.55	47.31	66.54	33.10
		(9.45)			(7.78)			

PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

in millions)

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTIZATION			NET BLOCK	
	As at 01.04.2022	Additions / (Deductions)	As at 31.03.2023	Up to 31.03.2022	For the Year/ (Adjustments)	Up to 31.03.2023	As at 31.03.2023	As at 31.03.2022
PROPERTY, PLANT AND EQUIPMENT								
COMPUTERS	10.29	12.95	23.25	6.77	6.26	13.03	10.22	3.52
ELECTRICAL INSTALLATION	1.30	-	1.30	0.69	0.14	0.82	0.48	0.61
FURNITURE & FIXTURES	6.40	5.74	12.15	3.16	1.52	4.68	7.46	3.24
EQUIPMENTS AND FACIL-ITIES	4.38	1.03	5.41	2.77	0.89	3.66	1.74	1.61
AIR CONDITIONERS	2.17	0.08	2.25	1.08	0.28	1.36	0.89	1.10
VEHICLES	27.90	1.25	26.04	11.70	5.37	14.36	11.68	16.21
		(3.11)			(2.71)			
TOTAL (A)	52.45	21.05	70.40	26.16	14.47	37.92	32.48	26.29
		(3.11)			(2.71)			
INTANGIBLE ASSETS								
SOFTWARE	2.98	0.33	3.23	2.06	0.57	2.62	0.62	0.93
		(0.08)			(0.01)			
TOTAL (B)	2.98	0.33	3.23	2.06	0.57	2.62	0.62	0.93
		(0.08)			(0.01)			
GRAND TOTAL (A+B)	55.44	21.38	73.63	28.22	15.03	40.54	33.10	27.22
	(3.19)				(2.72)			

10 NON-CURRENT INVESTMENTS

		AS AT 31.03.2024 (₹ in millions)		AS AT 31.03.2023 (₹ in millions)
In wholly owned subsidiary company				
Unquoted				
- STM Consulting INC. - USA	USD15,000	14.74	USD 15,000	14.74
In subsidiary company				
Unquoted				
- STM Consulting Ltd. - UK [Refer note 39]	GBP45,000	4.66	GBP 45,000	4.66
		19.39		19.39
Less: Provision for diminution in Investments		-		0.50
		19.39		18.89

11 DEFERRED TAX ASSETS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Deferred Tax Assets on Fiscal allowances of :		
- Employee Benefits	4.42	2.63
- Property, Plant and Equipment	1.59	2.77
- Tax Deduction u/s 80JJAA	81.15	64.62
- Others	0.62	0.34
	87.78	70.36

12 OTHER NON-CURRENT ASSETS

(Unsecured, Considered good)

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Security Deposits		
- To Others	5.03	3.53
	5.03	3.53

13 CURRENT ASSETS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
INVENTORIES		
(As taken, valued and certified by the management)	20.09	46.36
Traded Goods- Electronic Goods	20.09	46.36

14 TRADE RECEIVABLES

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Secured - Considered Good	-	-
Unsecured:		
- Considered Good (*)	684.30	437.22
- Doubtful	2.45	1.35
Unbilled Debtors	74.47	128.43
	761.22	567.01
Less: Provision for Doubtful Debts	2.45	1.35
	758.77	565.65
(*) Includes:		
- Due from a company in which director is a member	11.80	2.60

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2024
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	671.80	12.50	-	-	-	684.30
- Considered Doubtful				1.10	1.35	2.45
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-

particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2023
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	425.21	3.58	6.97	0.27	1.19	437.22
- Considered Doubtful	-	-	-	-	1.35	1.35
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-

15 CASH AND CASH EQUIVALENTS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Cash on hand	0.14	0.15
Balances with Scheduled Banks :		
In Current Account	95.49	14.53
In Fixed Deposit Account (*)	595.62	21.68
	691.25	36.27
(*) Includes		
- Pledged	5.08	21.63
-Maturing after 12 months from close of the year	3.29	15.70

16 SHORT TERM LOANS AND ADVANCES

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
(Unsecured, considered good)		
Loans		
- To Wholly Owned Subsidiary	8.54	8.63
Advances recoverable in cash or in kind or for value to be received		
- Advance to Employees	5.46	3.86
- Advance to Suppliers	34.17	15.83
- Advance against Properties	154.00	-
- Prepaid Expenses	14.73	14.65
Government Incentive Receivable	27.63	25.17
Balances With Government Authorites [Refer Note 38]	6.38	-
	250.91	68.14

17 OTHER CURRENT ASSETS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
(Unsecured, Considered good)		
Security Deposits	27.21	9.00
- To Others	1.51	9.52
Other Current Asset	28.72	18.52

18 CURRENT TAX ASSETS (NET)

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Taxation Advance and Refundable (Net of Provisions)	39.15	65.18
	39.15	65.18

19 REVENUE FROM OPERATIONS

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Sale of Products		
Traded Goods- Electronic Goods		
- Exports	3,404.01	2,534.07
- Domestic*	574.12	0.02
Sale of Services (**)		
-Manpower supply, Recruitment and related services	5,872.10	4,880.63
	9,850.23	7,414.72
Other operating revenues:		
- Export Incentives	108.43	78.32
- Exchange Rate Variation Gain	31.21	34.66
	139.64	112.98
	9,989.87	7,527.69
(*) Includes transfer to Property, Plant & Equipment	9.21	-
(**) Includes revenue from export of services	20.13	19.98

20 OTHER INCOME

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Interest:		
- on Fixed Deposits	16.81	1.21
- on Income Tax refund	4.63	5.12
- on Loan	0.96	0.80
Dividend Income	-	0.04
Profit on Sale of Investments (Net)	-	0.91
Liabilities Written back	2.89	0.21
Provision for Impairment Written Back	0.50	
Miscellaneous Income	0.14	0.18
	25.93	8.49

21 PURCHASE OF STOCK IN TRADE

	2023-2024 (₹. in millions)	2022-2023 (₹ in millions)
Traded Goods - Electronic Goods	3,995.15	2,569.83
	3,995.15	2,569.83

22 CHANGES IN INVENTORIES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Opening Stock:		
- Traded Goods - Electronic Goods	46.36	20.04
	46.36	20.04
Less: Closing Stock:		
- Traded Goods - Electronic Goods	20.09	46.36
	20.09	46.36
	26.27	(26.32)

23 EMPLOYEE BENEFIT EXPENSES

	2023-2024 (₹. in millions)	2022-2023 (₹. in millions)
Salary, Allowances and Others (*)	4,915.21	3,997.57
Directors' Remuneration	20.00	9.00
Contribution to Provident & Other Funds	722.04	622.82
Staff Welfare expenses	2.36	1.96
	5,659.62	4,631.35
(*) Net off Stipend Support from Government	21.67	24.36

24 OTHER OPERATING EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Insurance	31.22	24.01
Contract expenses	55.63	3.82
Dues and Subscription	12.22	8.94
Professional & Consultancy Charges	13.84	6.02
Software Expenses	1.87	1.53
Other Expenses	0.07	0.20
	114.84	44.51

25 SELLING & DISTRIBUTION EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Freight & Other Charges	39.39	28.17
Clearing & Forwarding (Export)	5.88	4.81
Packing Charges	5.58	2.54
Insurance	0.96	0.84
	51.80	36.36

26 FINANCE COSTS

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Interest		
- to banks	2.42	5.45
- to others	1.04	0.36
Loan processing fees and other financial charges	-	0.16
	3.46	5.97

27 OTHER EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Rent	11.01	9.32
Rates & Taxes	0.04	0.03
Insurance	0.39	0.30
Travelling and Conveyance	9.38	5.96
Telephone & Internet Expenses	1.86	2.90
Utilities	2.63	2.11
Office & Housekeeping Expenses	2.75	2.41
Legal & Professional Expenses	6.39	4.49
Repairs and Maintenance - Others	1.90	1.98
Auditors' Remuneration :		
- For Statutory Audit	1.00	0.70
- For Tax Audit	0.25	0.15
- For Others Services	0.39	0.18
Business Promotion	4.27	2.06

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Printing and Stationery	0.84	0.47
Irrecoverable Balances Written Off	4.51	0.42
Loss on Forward Contracts	-	8.18
Corporate Social Responsibility Expenses [Refer note 44]	2.75	1.83
Provision for Doubtful Debts	1.10	-
Miscellaneous Expenses	5.66	3.91
	57.11	47.40

28 TAX EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Current tax		
Income Tax	-	6.67
Tax Adjustment	0.35	-
	0.35	6.67
Deferred Tax		
Deferred Tax	(17.42)	(64.86)
	(17.07)	(58.19)

29 SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNT

1) CORPORATE INFORMATION

Spectrum Talent Management Limited (formerly known as "Spectrum Talent Management Private Limited") was originaly incorporated as a private limited company on May 09th, 2012 with Company Identification No.: U51100DL2012PTC235573 and converted into a public company on January 04th, 2023 with Company Identification No.: U51100DL2012PLC235573.

The company is engaged in the business of "Manpower supply, Recruitment and related services" and " Trading of Electronic Goods". The company has its registered office at B-46, Retreat Apartments, 20 I P Extension, Delhi 110092 IN and Head office at C-142, Sector-63, Noida 201301 IN.

The Company has completed Initial Public Offering (IPO) of its Equity Shares and its equity shares got listed on SME platform of NSE Limited ("NSE Emerge") on 22nd June, 2023. Post listing of shares Company Identification No. got changed to L51100DL2012PLC235573.

The financials statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 25th May, 2024

2) SIGNIFICANT ACCOUNTING POLICIES

(a) BASIS OF ACCOUNTING:

The Financial Statements are prepared on accrual basis under historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2021 and provisions of the Companies Act, 2013. The financial statements are presented in Indian Rupees ("Rs.") and all amounts are rounded to the nearest millions, except as stated otheriwse.

All assets and liabilities have been classified as current or non-current, wherever applicable, as per the normal operating cycle of the company as set out in the Schedule III to the Companies Act, 2013.

(b) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates/ assumption to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount

of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known/ materialised.

(c) PROPERTY PLANT & EQUIPMENT

i) Property, Plant & Equipment are stated at cost of acquisition or construction less accumulated depreciation. Cost includes purchase price and all other attributable cost of bringing the assets to working condition for intended use.

ii) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

(d) DEPRECIATION AND AMORTIZATION

i) Depriciation on property plant and equipment is calculated using straight line method to allocate their cost, net of their residual values, over their estimated useful lives. Depriciation on addition/sale is provided on Pro-rata basis with reference to the month of addition/sale. The useful lives estimated for the major class of property, plant and equipments are as follows:

Class of Property, plant and equipment	"Useful life (in years)"
Computer	3
Electrical installation	10 to 15
Furniture & fixtures	10
Equipments & Facilities	3 to 5
Airconditioner	10
Vehicles	8

The useful life has been determined on the based on technical evalation done by the company, which in case are different then the lives as specified by Schedule II of the Companies Act, 2013.

During the financial year 2023-24, company has changed the method of depriciation from Written down value method to Straight-line method and the changed the useful life of Equipment and Facilities. The above mentioned changes have been account for in the books of accounts by the company as a changes in accounting estimates.

(ii) Intangible assets are amortized over the period of useful life of the assets as estimated by the management.

Class of Property, plant and equipment	Useful life (in year)
Software	3

(e) INVESTMENTS

Non Current investments are carried at acquisition cost and investments intended to be held for less than one year are classified as current investments and are carried at lower of cost and market value. Non-Current Investments which have attained the stage of permanent diminution in their value are revalued at their current value.

(f) INVENTORIES :

a) Traded Goods

At Lower of cost and Net realizable value. The cost of inventories comprise all cost of purchase, cost of commission apportioned on the basis of total purchase and other cost incured in bringing the inventories to their present location and condition.

b) Packaging Material

Packaging material is expensed off in Statement of Profit and Loss as and when it incured.

(g) REVENUE FROM OPERATION

i) Revenue in respect of the Manpower supply, recruitment and and related service provided is accounted on accrual basis except where the receipt of income is uncertain.

ii) Sale (Export) of goods is recognised at the point of arrival at the destination port and Sale (domestic) of goods is recognised at the point of disptach to the buyer.

iii) Revenue in respect of export incentives is recognised on accrual basis in the period in which related exports have been made.

iv) Interest on Loan is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

v) Other Income is accounted on accrual basis.

(h) EMPLOYEE BENEFITS

i) Short Term Employee benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Such short term employee benefits are recognised at the undiscounted amounts due in the period in which the employee renders the related service.

ii) Post Employee benefits

Defined Contribution Plans:

Payments made to defined contribution plans such as

Provident and Other Funds are charged as an expense as they fall due.

Defined Benefit Plans:

Provision for Gratuity and Leave pay is determined on the actuarial valuation carried out at the balance sheet date in accordance with the provisions of Accounting Standard 15. Actuarial gains and losses are recognised in the Statement of Profit & Loss.

(i) TAXES ON INCOME

a) Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

b) Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax Assets/Liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

(j) EARNINGS PER SHARE

The Basic earnings per share ("EPS") is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(k) FOREIGN CURRENCY TRANSACTIONS

a) Transactions in foreign currency are recorded at the exchange rate prevailing at the time of transaction. All trade debtors and creditors related to foreign currency transaction outstanding at the year end are translated at exchange rates prevailing at the year end. The resultant translation differences are recognised in the Profit & Loss Account.

b In respect of Forward Exchange Contracts, the difference between the forward rate and the spot rate as on closing date will be recognised as income or expense in the Statement of Profit & Loss Account.

(l) IMPAIRMENT OF ASSETS

Impairment Loss in the value of assets, as specified in Accounting Standard -28 is recognised whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

(m) GOVERNMENT GRANTS

Government Grants available to the company are recognised in the books of accounts when:

i) there is reasonable assurance that the company will comply with the conditions attached to them; and

ii) where such benefits have been earned by the company, it is reasonably certain that the ultimate collection will be made.

Government grants related to revenue are recognized on a systematic basis in the statement of profit and loss and are shown as net of expense incurred.

(n) PROVISIONS AND CONTINGENT LIABILITIES :

A provision is recognised when the company has a present obligation as a result of past results and it is probable that an outflow of resourcecs embodying economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Borrowing cost are recognised as an expense in the Statement of Profit and Loss.

3) Contingent Liabilities

Contingent Liabilities (not provided for) in respect of :

(₹in millions)

Particulars	2023-2024	2022-2023
Performance Bank Guarantee	10.19	10.19
Income Tax (A.Y. 2020-21)	0.98	-
Income Tax (A.Y. 2018-19)	0.16	0.16

4) DUES TO MICRO AND SMALL ENTERPRISES

The Company has received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid /payable have been given based on the information so far available with the company/ identified by the company management. As required by Schedule III of Companies Act, 2013, the following information is disclosed:-

(₹ in millions)

	Particulars	31st March, 2024	31st March, 2023
a)	Principal amount due to such suppliers	0.04	NIL
b)	interest accrued and due to such suppliers on above (a) amount	NIL	NIL
c)	payment made to such suppliers(other than interest) beyond appointed day during the year	NIL	NIL
d)	interest paid to such suppliers on above (c)	NIL	NIL
e)	interest due and payable to such suppliers towards payment already made	NIL	NIL
f)	interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL

5) EARNINGS PER SHARE

The Earning per share has been calculated as specified in Accounting Standard 20 "Earnings Per Share" prescribed under companies (Accounting Standards) Rules, 2006 and other disclosures in this regard are:

(₹ in millions)

	Particulars	Year ended 31st March, 2024	Year ended 31st March, 2023
a)	Amount used as numerator in calculating basic and diluted EPS :		
	Profit after tax (₹)	110.07	270.24
b)	Amount used as denominator for calculating Basic and Diluted EPS (In Nos.)		
	For Basic and Diluted EPS (Nos) :		
	Equity shares at the beginning of the year	1,79,07,496	38,00,000
	Weighted Equity shares alloted during the year	40,06,409	-
	Bonus shares issued during the year	-	1,33,15,830
	Weighted average equity shares converted from prefrence shares	-	2,23,402
	Weighted average number of Equity shares	2,19,13,905	1,73,39,232

6) Particulars required to be disclosed in pursuance of Accounting Standard -15, Employees Benefit, notified in the Companies (Accounting Standard) Rules, 2021 are given below, based on the Actuarial Report certified by a Practicing Actuary:

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Defined Contribution Plan		
Employer's Contribution to Provident & Pension Fund	631.02	544.69
Employer's Contribution to ESIC Fund	70.36	69.47
Amount recognised in the Statement of Profit and Loss	701.38	614.16

a Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	Particulars	Leave Pay (Unfunded)		Gratuity (Unfunded)	
		As at 31st March,2024	As at 31st March,2023	As at 31st March,2024	As at 31st March,2023
a	Reconciliation of Defined Benefit obligation				
	Obligation at the beginning of the year	1.61	-	8.84	7.01
	Current/Past Service Cost	2.14	1.61	2.85	2.72

	Particulars	Leave Pay (Unfunded)		Gratuity (Unfunded)	
		As at 31st March,2024	As at 31st March,2023	As at 31st March,2024	As at 31st March,2023
	Interest Cost	0.12	-	0.66	0.51
	Actuarial (gain)/loss	3.64	-	1.30	(0.78)
	Benefits paid	(2.09)	-	(1.50)	(0.62)
	Obligation at the end of year	5.42	1.61	12.15	8.84
b	Reconciliation of fair value of Defined benefit obligations				
	Present value of obligation as at end of the year	5.42	1.61	12.15	8.84
	Amount recognised in Balance Sheet	5.42	1.61	12.15	8.84
c	Expenses recognized in the Statement of Profit and Loss under Employee Benefit Expense				
	Current Service Cost	2.14	1.61	2.85	2.72
	Interest Cost	0.12	-	0.66	0.51
	Actuarial (gain) / loss	3.64	-	1.30	(0.78)
	Net expense recognised in Profit & Loss	5.90	1.61	4.80	2.45
d	Actuarial Assumptions				
	Mortality Table (I.A.L.M. Ultimate)	2012-14	-	2012-14	2012-14
	Discount rate (per annum)	7.50%	-	7.50%	7.25%
	Rate of escalation in salary (per annum)	5.00%	-	5.00%	5.00%
	Withdrawal rate (per annuam)	7.50%	-	7.50%	7.50%
	Current/Non-Current Bifurcation				
	Current Benefit Obligation	0.51	0.16	0.92	0.55
	Non-Current Benefit Obligation	4.91	1.45	11.22	8.29

Note: No provision is done in respect of contractual staff since he same will be borne by the respective clients.

7) SEGMENT INFORMATION

In accordance with Accounting Standard 17 " Segment Reporting" as prescribed under Companies (Accounting Standards) Rules, 2021, the company has identifed the business of "Manpower supply, Recruitment and related services" and "Electronic Goods" business as reportable business segments. Accordingly, the disclosure requirements as required under AS- 17 'Segment Reporting' are as follows:

(₹ in millions)

	Particulars	F.Y. 2023-24				F.Y. 2022-23			
		Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total	Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total
(i)	Revenue of Each Segment	5,872.40	4,117.48	-	9,989.87	4,881.46	2,646.23	-	7,527.69
(ii)	Revenue of Each Segment as a % of Total revenue of all segments	58.78%	41.22%	-	100.00%	64.85%	35.15%	-	100.00%
(iii)	Profit/(Loss) before tax for each segment	37.84	29.23	-	67.07	177.12	26.45	-	203.57
(iv)	Unallocated Other Income	-	-	25.93	25.93	-	-	8.49	8.49

	Particulars	F.Y. 2023-24				F.Y. 2022-23			
		Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total	Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total
(v)	Total Profit/(Loss) before tax for each segment (iii+iv)	37.84	29.23	25.93	93.00	177.12	26.45	8.49	212.06
(vi)	Profit/(Loss) for each segment as a % of Total Profit/(Loss)	40.69%	31.43%	27.88%	100.00%	83.52%	12.47%	4.00%	100.00%
(vii)	Segment Assets	1,078.55	186.29	702.79	1,967.63	628.89	186.18	110.93	926.00
(viii)	Segment Assets as a % of Total Asset	54.81%	9.47%	35.72%	100.00%	67.91%	20.11%	11.98%	100.00%
(ix)	Segment Liabilities	517.03	3.84	1,446.76	1,967.63	377.97	1.66	546.37	926.00
(x)	Segment Liabilities as a % of Total Liabilities	26.28%	0.20%	73.53%	100.00%	40.82%	0.18%	59.00%	100.00%

Information about geographical segments (by location of customers) :

	Particulars	2023-2024	2022-2023
(i)	Revenue-Sales (Net)		
	- Within India	6,416.88	4,860.67
	- Outside India	3,424.14	2,554.05
	Total	9,841.03	7,414.72
(ii)	Carrying Amount of Segment Assets (by location of assets)		
	- Within India	1,839.76	820.41
	- Outside India	127.87	105.59
	Total	1,967.63	926.00

8) RELATED PARTY DISCLOSURES

Related parties and transactions with them as specified in Accounting Standard 18 on "Related Parties Disclosure" prescribed under Companies (Accounting Standards) Rules, 2021, has been identified and given below on the basic of information available with the company.

a)	Enterprises where control exits	NA
b)	Key Management Personnel and their relatives	Vidur Gupta, Managing Director
		Sidharth Agarwal, Whole Time Director
		Atanu Benarjee, C.E.O (w.e.f 06.03.2024)
		Nitesh Anand, Company Secretary (w.e.f 13.02.2024)
		Ajit Singh, Company Secretary (till 31.12.2023)
		Rajesh Gupta, Director (w.e.f 22.12.2022)
		Rajeev Agarwal, Director (w.e.f 22.12.2022)
		Amita Agarwal (Director's Mother)
		Deepika Gupta
		Veena Gupta
		Ankita Gupta
c)	Enterprises over which any person referred to in (b) above are able to exercise significant influence	Spectrum Talent Management, Partnership Firm
		Adjectus Services Private Limited

(₹. in millions)

Nature of Transactions	Enterprises where control exits		Enterprise over which Key Management Personnel and their relatives are able to exercise significant influence		Key Management Personnel and their relatives	
	2023-24	2022-2023	2023-24	2022-2023	2023-24	2022-2023
Income						
-Manpower supply, Recruitment and related services	19.72	18.35	15.63	8.52	-	-
-Interest Income	0.82	0.80	-	-	-	-
Expenses						
Salary	NA	NA	NA	9.00	2.97	-
Directors' Remunaration	NA	NA	NA	NA	20.00	9.00
Directors' Sitting Fee	NA	NA	NA	NA	0.18	-
Interest Expense	-	-	-	-	0.13	0.13
Year End Payables						
Remuneration payable	-	-	-	-	1.09	0.54
Salary Payable	-	-	-	0.54	0.16	-
Year End Receivables						
Trade Receivables	5.21	-	11.80	2.60	-	-
Loan and Advances	8.54	8.63	-	0.20	-	-
Investments	Refer Note 9	Refer Note 9	-	-	-	-

9) Balances of Trade receivable are subject to confirmations.

10) GST inquiry has been inititated against the company during the year under review. Pending outcome of final inquiry, the GST department has blocked the Input Tax Credit (ITC) to the tune of Rs 6.38 million during the year.

11) On the basis of physical verification of assets, as specified in Accounting Standard – 28 and cash generating capacity of those assets, in the management perception, there is no impairment of such assets as appearing in the balance sheet as on 31.03.24.

12) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

14) Earning in Foreign Exchange:

	2023-2024	2022-2023
FOB Value of Exports	3,404.01	2,537.20
Manpower supply, Recruitment and related services	20.13	19.98
Interest on Loan	0.82 -	0.80
	3,424.96	2,554.86
Expense in Foreign Exchange		
Dues & Subscription	2.48	1.93
Professional expense	-	0.24
	2.48	2.17

43 Following are the details of utilization of funds raised through Initial public offering (IPO) of equity shares as on march 31, 2024:

Particulars	₹ in millions
Gross proceeds from IPO	1,051.42
Less: Payment to shareholders against their offer for sale	-154.01
Less: Issue related expense	-106.78
Net proceeds from IPO	790.63
Utilization of IPO proceeds:	
- Funding working capital requirements	716.90
- General corporate purpose	12.50
Funds to be utilised (remain invested in Fixed deposit)	61.23

44 CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility ("CSR") activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds required to be spent and funds spent during the year are explained below:

PARTICULARS	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
(i) Amount required to be spent as per Section 135 of the Act	2.71	1.82
(ii) Amount of expenditure incurred during the year	2.75	1.83
(iii) Shortfall at the end of the year,	-	-
(iv) Total of previous years shortfall,	-	-
(v) Reason for shortfall,	N.A.	N.A.
(vi) Details of contribution to a trust established by the company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
(vii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	N.A.	N.A.
(viii) Nature of CSR activities: Promotion of Educational, Medical and Health Services		

45 Additional Regulatory Information as required by Schedule III of Companies Act, 2013

(A) Relationship with Struck off Companies:

No transactions has been made with any of the companies which have been struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(B) Compliance with number of layers of companies:

No layer of companies have been established beyond the limit prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on numbers of Layers) Rules, 2017.

(C) Details in respect of Utilization of Borrowed funds and share premium

i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(D) Undisclosed income:

There are no transactions which have not been recorded in the books of accounts during the year that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

(E) Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(F) Details of Benami Property held:

No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder as at 31st March, 2024.

(G) Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(H) Registration of charges or satisfaction with Registrar of Companies:

The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period except as stated below:

1. Charge Creation of Vehicle Loans from ICICI Bank having outstanding of Rs. 0.09 Millions as on 31.03.2024.

2. Charge Creation of Vehicle Loan from Toyota Financial Services India Limited having outstanding of Rs. 1.04 Millions as on 31.03.2024

(I) Borrowings secured against current assets

The Company has borrowings from Bank on the basis of security of current assets, and quarterly statements of current assets filed by the Company with bank are generally in agreement with the books of accounts.
(Rs. in Millions)

Quarterly Statement	Name of the bank	Particulars of securities provided	Amount as per audited books of account	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancies
September, 2023	ICICI Bank	Trade Receivables-excluding Unbilled Debtors	812.83	804.52	8.31	Some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank.
March, 2024	ICICI Bank	Trade Receivables-excluding Unbilled Debtors	684.30	667.07	17.23	Some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank.
September, 2023	ICICI Bank	Inventories	45.64	34.34	11.30	Due to some inadvertent error one lot of inventory has been wrongly classified as PPE.
March, 2024	ICICI Bank	Inventories	20.09	20.25	(0.16)	

J) Loans granted to promoters, directors, KMPs and related parties (repayable on demand):

Type of Borrower	Amount of Loan outstanding	Percentage to the Total Loan
As at 31st March 2024		
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties	8.54	100%
As at 31st March 2023		
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties	8.63	100%

K) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks have been applied for the purposes for which such loans were taken.

L) Valuation of Property, Plant & Equipment and Intangible Assets

The Company has not revalued its Property, Plant and Equipment and Intangible Assets or both during the current or previous year

M) Title deeds of immovable properties not held in name of the company

The Company does not have any immovable properties (other than properties where the company is lessee, and the lease agreements are duly executed in favours of the lessee).

19) Ratio Analysis and its elements

S No.	Particulars	Numerator	Denominator	Resulted ratio (March, 2024)	Resulted ratio (March, 2023)	Variance
1	Current Ratio	Current Assets	Current Liabilities	3.58	2.17	64.80%(1)
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	0.01	0.07	-91.29%(2)
3	Debt Service Coverage Ratio	Earnings for debt service = Net profit before interest & taxes + Non-Cash operating expenses	Debt service = Interest + Principal Repayments	13.49	25.82	-76.41%(3)
4	Return on Equity	Net Profits after taxes	Average Shareholder's Equity	11.04%	65.71%	-83.19%(4)
5	Inventory Turnover Ratio	Revenue from Operations	Average Inventory	119.74	76.33	56.87%(5)
6	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable	15.09	15.72	-4.05%
7	Trade Payables Turnover Ratio	Purchases	Average Trade Payables	1457.32	743.80	95.93%(6)
8	Net Capital Turnover Ratio	Revenue from Operations	Average Working capital	7.75	17.45	-55.58%(7)
9	Net Profit Ratio	Net Profit before taxes	Revenue from Operations	0.93%	2.82%	-66.95%(8)
10	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt - Deferred Tax Assets	7.05%	42.42%	-83.37%(4)
11	Return on Investment	Net Return on Investment	Average Investment	NA	NA	NA

**The company has raised money through initial public offering during the year, due to which the above mentioned ratios have been significantly changed.

1) During the current year, current assets of company has increased due to IPO proceeds, which leades to increase in 'Current ratio'

2) During the current year, shareholders equity has increased due to IPO proceeds and utilization of cash credit facility has decreased, thereby leading to decrease in 'Debt-equity ratio'.

Notes To The Standalone Accounts

FOR THE YEAR ENDED 31ST MARCH, 2024

3) During the current year, profit of the company has substantialy decreased, thereby leading to decrease in 'Debt service coverage ratio'.

4) During the current year, shareholders equity has increased due to IPO proceeds and profit of the company has decreased, thereby leading to decrease in 'Return on equity' and ' Return on Capital employed'.

5) During the year revenue from operations on Trading of Electronic Goods has increased, thereby leading to increase in 'Inventory turnover ratio'.

6) During the year purchases has been increased due to rise in business of Electronic Goods, which leads to increase in Trade payable ratio.

7) During the current year, Average working capital have been increased significantly which leads to decrease in Net capital turnover ratio.

8) During the year profits of the company has decreased due to decrease in margins, which leads to decrease in net profit ratio.

20 1) Previous year figures have been rearranged/regrouped wherever considered necessary.

In terms of our report of even date attached herewith

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Independent Auditor's Report

To the Members of Spectrum Talent Management Limited (Formerly known as Spectrum Talent Management Private Limited)

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the accompanying financial statements of **M/s SPECTRUM TALENT MANAGEMENT LIMITED (Formerly known as Spectrum Talent Management Private Limited) ('the Parent')** and its Subsidiaries (the Parent and its subsidiaries together referred to as "the Group"), which comprises the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs (financial position) of the Group as at March 31, 2024, its profit and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current year. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context. We have determined the matters described below to be the key audit matters to be communicated in our report:

Revenue recognition (refer note 16 & 21 to the standalone financial statements)

Key Audit Matter	How the matter was addressed in our audit
Revenue recognition: Revenue from Manpower supply, Recruitment and related services is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resource. Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year-end based on customer acceptances. We considered recording of unbilled revenues relating to staffing services as a key audit matter as there is a significant judgement applied by the Company to ensure that revenue is recorded based on (1) contractual terms and (2) attendance estimated for the period from the last billing date to the year-end based on prior months attendance records.	Principal audit procedures performed: Our audit approach was a combination of test of controls and substantive procedures which included amongst others the following: • Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues. • For a sample of contract: i) Tested revenue recognition by agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred / resources deployed. ii) Tested unbilled revenues with subsequent invoicing based on customer acceptances
Deferred Tax Assets (refer note 12 to the standalone financial statements)	
The carrying amount of the deferred tax assets represents 4.38% of the Company's total assets. Recognition and measurement of deferred tax assets The Company has major deferred tax assets in respect of tax deduction U/S 80JJAA of Income tax Act, 1962 and other temporary differences, as set out in note 11. The recognition of deferred tax assets involves judgment regarding the likelihood of the reasonable certainty of realisation of these assets, in particular whether there will be taxable profits in future periods that support recognition of these assets.	Our audit procedures included: • Through discussions with management, we understood the Company's process for recording deferred tax assets; • We have obtained the approved business plans, projected profitability statements for the existing projects and the future projects which are confirmed through definitive agreements; • We have performed sensitivity analysis and inquired into the basis of the projections for the reasonable certainty of utilisation of the un-utilized benefit of 80JJAA and therefore recognition of deferred tax assets; and • We tested the underlying data for the key deferred tax and tax provision calculations.

OTHER MATTERS

- The Consolidated Financial Statement includes the Financial Statements of M/s STM Consulting INC (U.S.A subsidiary) for the period from 1st January 2023 to 31st December 2023, while Financial Statement for M/s STM Consulting Limited (U.K subsidiary) is for the period from 1st February 2023 to 31st January, 2024.

- We did not audit/review the financial statements of subsidiaries included in the consolidated financial statements. Both the subsidiaries are located outside India whose financial statements has been prepared by the management in accordance with International Financial Reporting Standards. As informed to us, there is no mandatory requirement of audit of accounts of such subsidiaries in accordance with the laws of the country of such subsidiaries.

  The Holding Company's management has converted these unaudited financial statements of the aforesaid subsidiaries from International Financial Reporting Standards to the accounting principles generally accepted in India. We have reviewed the conversion adjustments made by the Holding Company's management. Our report on the Financial Statement, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries, is based on our review of the conversion adjustments prepared by the Management of the Holding Company.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Group's annual report, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSILBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance) and Cash flows of the Group in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

Independent Auditor's Report

resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Group has adequate internal financial control system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

(A) As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books;

(c) The Consolidated Financial Statements dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standard specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2024 and taken on record by the Board of Directors of the Holding Company, none of the directors of the Group Company is disqualified as on 31st March 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has, to the extent ascertainable, disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 30 to the financial statements;

ii. The Group does not have any material foreseeable losses on long term contracts including derivative contracts which would impact its financial position;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

iv (a) the management has represented that, to the best of its knowledge and belief, as disclosed in Note 45(c) to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) the management has represented, that, to the best of its knowledge and belief, as disclosed in Note 45(c) to the financial statements, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.

v. The Group has not declared or paid any dividend during the year and has not proposed final dividend for the year.

Vi Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has enabled and operated with effect from 21st July, 2023 for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

(C) With respect to the matter to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

(D) With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in the abovementioned CARO report.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Date: 25th May, 2024
Place: New Delhi

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Spectrum Talent Management Limited ("the Holding Company") (Formerly known as Spectrum Talent Management Private Limited) and its subsidiaries and joint ventures as of 31 March 2024 in conjunction with our audit of the Consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Holding Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the Holding company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure - A to the Auditors' Report

Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2024, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No. 305123E

Abhishek Gupta
Partner
Membership No. 529082

Date: 25th May, 2024
Place: New Delhi

Consolidated Balance Sheet

AS AT 31ST MARCH ,2024

(₹ in millions)

Particulars	Notes	AS AT 31.03.2024	AS AT 31.03.2023
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	230.93	179.07
Reserves and Surplus	4	1,235.01	378.99
Minority Interest		0.51	0.39
Non-Current Liabilities			
Long Term Borrowings	5	4.44	1.13
Long Term Provisions	6	16.13	9.74
Current Liabilities			
Short Term Borrowings	7	4.21	36.43
Trade Payables	8		
- Dues of Micro and Small Enterprises		0.04	-
- Dues of other than Micro and Small Enterprises		25.09	21.23
Other Current Liabilities	9	484.44	333.31
Short Term Provisions	10	1.44	0.72
Total Equity & Liabilities		2,002.24	961.01
ASSETS			
Non-Current Assets			
Property, Plant and Equipment and Intangible Assets	11		
Property, Plant and Equipment		65.81	32.48
Intangible Assets		0.73	0.62
Deferred Tax Assets	12	87.78	70.36
Other Non-Current Asset	13	5.43	3.53
Current Assets			
Inventories	14	20.09	46.36
Trade Receivables	15	785.46	601.49
Cash and Cash Equivalents	16	723.72	62.22
Short Term Loans and Advances	17	242.57	59.52
Other Current Asset	18	31.50	19.25
Current Tax Assets (Net)	19	39.15	65.18
Total Assets		2,002.24	961.01
Corporate Information & Significant Accounting Policies	1 & 2		
Accompanying Notes To The Financial Statements	3 to 47		

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Consolidated Statement Of Profit & Loss

FOR THE YEAR ENDED 31ST MARCH, 2024

(₹ in millions, except per share data)

Particulars	Notes	2023-2024	2022-2023
Income:			
Revenue from Operations	20	10,162.01	7,680.37
Other Income	21	24.61	7.68
Total Income		10,186.62	7,688.05
Expenses:			
Purchases of Stock-in-Trade	22	3,995.15	2,569.83
Changes in Inventories	23	26.27	(26.32)
Employee Benefit Expenses	24	5,793.38	4,749.54
Other Operating Expenses	25	140.89	65.25
Selling & Distribution Expenses	26	51.80	36.36
		10,007.48	7,394.66
Finance Costs	27	3.50	6.59
Depreciation and Amortization Expense		14.55	15.03
Other Expenses	28	60.73	49.98
Total Expenses		10,086.26	7,466.26
Profit Before Tax		100.36	221.79
Tax Expense:	29		
Current Tax		1.77	8.52
Deferred Tax		(17.42)	(64.86)
Profit after tax		116.02	278.13
Less: Profit/(Loss) attributable to minority interest		0.11	(0.02)
Profit for the year		115.90	278.15
Earnings per equity share			
(on shares of nominal value of ₹ 10/- each)			
Basic and Diluted		5.30	16.04

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Consolidated Cash Flow Statement

THE YEAR ENDED 31ST MARCH, 2024

(in millions)

Particulars	2023-2024	2022-2023
Cash Flows from Operating Activities:		
Net Profit before tax	**100.36**	**221.79**
Adjustments for :		
Finance Costs	3.50	6.59
Profit on Sale of Investments (Net)	-	(0.91)
Dividend Income	-	(0.04)
Interest on Loan	(0.13)	-
Loss on Sale of Property, Plant and Equipment	0.51	0.00
Unrealised Currency Translation Gain	1.65	0.92
Depreciation and Amortization Expense	14.55	15.03
Operating Profit Before Working Capital Changes	**120.43**	**243.37**
Adjusted for :		
Inventories	26.27	(26.32)
Trade and other receivables	(381.17)	(227.10)
Trade Payables and other payable	162.15	102.89
Cash Generated From Operations	**(72.32)**	**92.85**
Direct Taxes paid / refunded	24.26	(1.33)
Net Cash (used in)/ flow from Operating Activities	(48.06)	91.52
Cash Flows from Investing Activities:		
Purchase of Property, Plant & Equipment (Net)	(48.51)	(20.91)
Purchase of Investments (Net)	-	9.02
Dividend Income	-	0.04
Interest on Loan	0.13	-
Net Cash (used in)/ flow from Investing Activities	**(48.37)**	**(11.84)**
Cash Flows from Financing Activities:		
Proceeds from Issue of Equity Share Capital (Net of issue expense)	790.33	-
Amount paid to Shareholders for Fractional Equity Shares	-	-
Minority Interest	0.00	-
Proceeds/(Repayment) of borrowings	(28.90)	(65.13)
Finance Cost	(3.50)	(6.59)
Net Cash (used in)/ flow from Financing Activities	**757.93**	**(71.72)**
Net Increase / (decrease) in Cash & Cash Equivalents	**661.50**	**7.95**
Cash and Cash Equivalents at the beginning of the period	**62.22**	**54.27**
Cash and Cash Equivalents at the end of the period	**723.72**	**62.22**
01. Proceeds from long term and other borrowings are shown net of repayment.		
02. Cash and Cash equivalents represent cash and bank balances only.		

The Notes referred above form an integral part of the accounts.
In terms of our report of even date attached herewith.

For B.CHHAWCHHARIA & CO.
Chartered Accountants
Firm registration No. 305123E

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Abhishek Gupta
Partner
Membership No. 529082

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
(Whole Time Director cum CFO)

Nitesh Anand
(Company Secretary)

Place: New Delhi
Date: 25th May, 2024

Notes To The Consolidated Accounts

FOR THE YEAR ENDED 31ST MARCH, 2024

1 SHARE CAPITAL

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Authorised :		
2,47,50,000 Equity Shares of Rs. 10/- each	247.50	247.50
	247.50	247.50
Issued, Subscribed and Fully Paid up :		
2,30,93,096 (P.Y. 1,79,07,496) Equity Shares of Rs. 10/- each	230.93	179.07
	230.93	179.07

a) Reconciliation of the number of shares outstanding is as follows:

	As At 31st March 2024		As At 31st March 2023	
	No.s		No.s	
	Equity Shares	Preference Shares	Equity Shares	Preference Shares
At the beginning of the year	1,79,07,496	-	38,00,000	47,50,000
Add : Allotment of Equity Shares during the year	51,85,600	-	-	-
Add : Conversion of Preference shares into Equity Shares	-	-	7,91,666	(47,50,000)
Add : Bonus shares allotted during the year	-	-	1,33,15,830	-
At the end of the period	2,30,93,096	-	1,79,07,496	-

b) Details of shareholders holding more than 5% shares in the company

Name of Shareholders	As At 31st March 2024		As At 31st March 2023	
	Nos.	% holding	Nos.	% holding
- Equity Shares				
Sidharth Agarwal	80,60,060	34.90%	85,06,060	47.50%
Vidur Gupta	80,60,060	34.90%	85,06,060	47.50%

c) Terms/rights attached to shares:

-Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d) Out of the above, 37,50,000 Equity shares were allotted as Bonus Shares in Financial Year 2018-2019 and 1,33,15,830 Equity shares wallotted as Bonus Shares during the financial year 2022-23 by capitalisation of Free Reserves, without payment being received in cash.

e) During the financial year 2022-23, 47,50,000 Preference shares were converted into 7,91,666 Equity Shares in the ratio of 1:6. The fractional entitlement of shares has been paid in cash to the respective shareholders.

f) During the F.Y. 2021-22, 9,50,000 Equity shares of Rs. 10/- each were bought back by the Company.

g) Details of shareholding of promoters in the company:

Equity Shares held by promoters as at 31.03.2024				% Change during the year 2023-2024
S.No	Name of Promoters	No. of Shares	% of Total Shares	
1	Sidharth Agarwal	80,60,060	34.90%	-12.60%
2	Vidur Gupta	80,60,060	34.90%	-12.60%
3	Rajesh Gupta	89,538	0.39%	-0.11%
4	Veena Gupta	1,79,075	0.78%	-0.22%
5	Deepika Gupta	1,79,075	0.78%	-0.22%
6	Ankita Gupta	2,23,844	0.97%	-0.28%
7	Sidharth Agarwal HUF	2,23,844	0.97%	-0.28%
Total		1,70,15,496	73.68%	-26.32%

Equity Shares held by promoters as at 31.03.2023				% Change during the year 2022-2023
S.No	Name of Promoters	No. of Shares	% of Total Shares	
1	Sidharth Agarwal	85,06,060	47.50%	-2.50%
2	Vidur Gupta	85,06,060	47.50%	-2.50%
3	Rajesh Gupta	89,538	0.50%	0.50%
4	Veena Gupta	1,79,075	1.00%	1.00%
5	Deepika Gupta	1,79,075	1.00%	1.00%
6	Ankita Gupta	2,23,844	1.25%	1.25%
7	Sidharth Agarwal HUF	2,23,844	1.25%	1.25%
Total		1,79,07,496	100.00%	-

2 RESERVES & SURPLUS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Capital Redemption Reserve		
Balance as per last financial statements	9.50	9.50
	9.50	9.50
Securities Premium Account		
Balance as per last financial statements	39.58	-
Add : Issue of Equity shares during the year	845.25	39.58
Less: Share Issue Expenses	106.78	-
	778.05	39.58
Foreign Currency Translation Reserve	**2.64**	**0.99**
	2.64	0.99
General Reserve		
Balance as per last financial statements	-	50.00
Less: Issue of Bonus Equity Shares	-	(50.00)
	-	-
Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	328.92	133.93
Add: Profit for the year	115.90	278.15
	444.82	412.08
Less : Issue of Bonus Equity Shares	-	(83.16)
	444.82	328.92
	1,235.01	378.99

3 LONG-TERM BORROWINGS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
NON-CURRENT LIABILITIES		
Vehicle Loan - Secured		
From Banks		
- ICICI Bank Limited	0.09	1.09
Secured against hypothecation of vehicles financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 87,579/- in 1 monthly installment		
- Axis Bank Limited	7.53	-
Secured against hypothecation of vehicles financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 75,28,494/- in 27 monthly installments		
From Others		
- Toyota Finance Services India Limited	1.04	2.34
Secured against hypothecation of vehicle financed by them		
Terms of Repayment for Amount Outstanding:		
- ₹ 10,37,796/- in 9 monthly installments		
	8.65	3.43
Less : Current Maturity of Long Term Borrowings (Refer Note No. 5)	4.21	2.31
	4.44	1.13

4 LONG TERM PROVISIONS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Provision for Employee Benefits:		
- For Gratuity	11.22	8.29
- For Leave Encashment	4.91	1.45

5 SHORT-TERM BORROWINGS:

		AS AT 31.03.2024 (Rs. in millions)	AS AT 31.03.2023 (Rs. in millions)
	CURRENT LIABILITIES		
	Repayable on Demand		
	Secured		
	From ICICI Bank Limited		
	- Cash Credit Facilities	0.01	34.13
	The above borrowings are secured by:		
a)	Hypothecation on all current assets of the company.		
b)	Hypothecation on all moveable fixed assets of the company.		
c)	Pledge on all fixed deposits of the company maintained with the bank.		
d)	Personal guarantees from Mr. Vidur Gupta and Mr. Sidharth Agarwal.		
	- Current Maturity of Long-Term Borrowings (Refer Note No.3)	4.21	2.31
		4.21	36.43

6 TRADE PAYABLES-

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Dues of +B6:I26Micro and Small Enterprises [Refer note 31]	0.04	-
- Dues of Creditors other than Micro and Small Enterprises	25.09	21.23
	25.13	21.23

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2024
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	0.04	-	-	-	0.04
- Other than MSME	25.06	0.03	-	-	25.09
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				Total as at 31st March 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	20.92	0.30	-	-	21.23
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-

7 OTHER CURRENT LIABILITIES

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹ in millions)
Interest accured but not due on borrowings	0.17	0.38
Advance from Customers	4.68	12.83
Statutory Dues	146.35	106.48
Other Liabilities	333.23	213.62
	484.44	333.31

8 SHORT-TERM PROVISIONS

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹ in millions)
Provision for Employee Benefits:		
- For Gratuity	0.92	0.55
- For Leave Encashment	0.51	0.16
	1.44	0.72

9 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

(in millions)

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTIZATION			NET BLOCK	
	As at 01.04.2023	Additions / (Deductions)	As at 31.03.2024	Up to 31.03.2023	For the Year/ (Adjustments)	Up to 31.03.2024	As at 31.03.2024	As at 31.03.2023
PROPERTY, PLANT AND EQUIPMENT								
COMPUTERS	23.25	20.25	38.79	13.03	8.74	17.30	21.48	10.22
ELECTRICAL INSTALLATION	1.30	-	1.30	0.82	0.05	0.88	0.42	0.48
		-		-	-			
FURNITURE & FIXTURES	12.15	5.30	17.44	4.68	0.93	5.61	11.83	7.46
		-		-	-			
EQUIPMENTS AND FACIL-ITIES	5.41	10.34	14.40	3.66	1.43	3.89	10.52	1.74
		(1.34)		-	(1.21)			
AIR CONDITIONERS	2.25	1.74	4.00	1.36	0.21	1.57	2.43	0.89
		-		-	-			
VEHICLES	26.04	11.66	34.30	14.36	2.91	15.18	19.12	11.68
		(3.40)			(2.10)			
TOTAL (A)	70.40	49.28	110.23	37.92	14.28	44.42	65.81	32.48
		(9.45)			(7.78)			
INTANGIBLE ASSETS								
SOFTWARE	3.23	0.39	3.62	2.62	0.28	2.90	0.73	0.62
TOTAL (B)	3.23	0.39	3.62	2.62	0.28	2.90	0.73	0.62
GRAND TOTAL (A+B)	73.63	49.67	113.86	40.54	14.55	47.31	66.54	33.10

PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

in millions)

PARTICULARS	GROSS BLOCK			DEPRECIATION/ AMORTIZATION			NET BLOCK	
	As at 01.04.2022	Additions / (Deductions)	As at 31.03.2023	Up to 31.03.2022	For the Year/ (Adjustments)	Up to 31.03.2023	As at 31.03.2023	As at 31.03.2022
PROPERTY, PLANT AND EQUIPMENT								
COMPUTERS	10.29	12.95	23.25	6.77	6.26	13.03	10.22	3.52
ELECTRICAL INSTALLATION	1.30	-	1.30	0.69	0.14	0.82	0.48	0.61
FURNITURE & FIXTURES	6.40	5.74	12.15	3.16	1.52	4.68	7.46	3.24
EQUIPMENTS AND FACIL-ITIES	4.38	1.03	5.41	2.77	0.89	3.66	1.74	1.61
AIR CONDITIONERS	2.17	0.08	2.25	1.08	0.28	1.36	0.89	1.10
VEHICLES	27.90	1.25	26.04	11.70	5.37	14.36	11.68	16.21
		(3.11)			(2.71)			
TOTAL (A)	52.45	21.05	70.40	26.16	14.47	37.92	32.48	26.29
		(3.11)			(2.71)			
INTANGIBLE ASSETS								
SOFTWARE	2.98	0.33	3.23	2.06	0.57	2.62	0.62	0.93
		(0.08)			(0.01)			
TOTAL (B)	2.98	0.33	3.23	2.06	0.57	2.62	0.62	0.93
		(0.08)			(0.01)			
GRAND TOTAL (A+B)	55.44	21.38	73.63	28.22	15.03	40.54	33.10	27.22
	(3.19)	(2.72)						

10 DEFERRED TAX ASSETS

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹ in millions)
Deferred Tax Assets on Fiscal allowances of :		
- Employee Benefits	4.42	2.63
- Property, Plant and Equipment	1.59	2.77
- Tax Deduction u/s 80JJAA	81.15	64.62
- Others	0.62	0.34
	87.78	70.36

11 OTHER NON-CURRENT ASSETS

(Unsecured, Considered good)

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹ in millions)
Security Deposits		
- To Others	5.43	3.53

12 CURRENT ASSETS

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹in millions)
INVENTORIES		
(As taken, valued and certified by the management)	20.09	46.36
Traded Goods- Electronic Goods	20.09	46.36

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹in millions)
Secured - Considered Good		
Unsecured:	710.99	473.06
- Considered Good (*)	2.45	1.35
- Doubtful	74.47	128.43
Unbilled Debtors	787.90	602.85
	2.45	1.35
Less: Provision for Doubtful Debts	785.46	601.49
(*) Includes:		
- Due from a company in which director is a member	11.80	2.60

13 Trade Receivable Ageing Schedule

Particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2024
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	696.86	14.13	-	-	-	710.99
- Considered Doubtful				1.10	1.35	2.45
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-

particulars	Outstanding for following Periods from due date of payment					Total as at 31st March, 2023
	Less than 6 months	6 months -1 year	1 - 2 Years	2 - 3 Years	More than 3 years	
(i) Undisputed Trade Receivables:						
- Considered Good	466.53	5.09	0.47	0.97	-	473.06
- Considered Doubtful	-	-	-	-	1.35	1.35
(ii) Disputed Trade Receivables:						
- Considered Good	-	-	-	-	-	-
- Considered Doubtful	-	-	-	-	-	-

14 CASH AND CASH EQUIVALENTS

	AS AT 31.03.2024 (₹in millions)	AS AT 31.03.2023 (₹ in millions)
Cash on hand	0.14	0.15
Balances with Scheduled Banks :		
In Current Account	127.96	40.39
In Fixed Deposit Account (*)	595.62	21.68
	723.72	62.22
(*) Includes		
- Pledged	5.08	21.63
-Maturing after 12 months from close of the year	3.29	10.36

15 SHORT TERM LOANS AND ADVANCES

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹in millions)
Advances recoverable in cash or in kind or for value to be received		
- Advance to Employees	5.46	3.86
- Advance to Suppliers	34.17	15.84
- Advance against Properties	154.00	-
- Prepaid Expenses	14.93	14.65
Government Incentive Receivable	27.63	25.17
Balances With Government Authorites [Refer Note 37]	6.38	-
	242.57	59.52

16 OTHER CURRENT ASSETS

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
(Unsecured, Considered good)		
Security Deposits	27.21	9.00
- To Others	4.29	10.25
Other Current Asset	31.50	19.25

17 CURRENT TAX ASSETS (NET)

	AS AT 31.03.2024 (₹ in millions)	AS AT 31.03.2023 (₹ in millions)
Taxation Advance and Refundable (Net of Provisions)	39.15	65.18
	39.15	65.18

18 REVENUE FROM OPERATIONS

	2023-2024 (₹in millions)	2022-2023 (₹ in millions)
Sale of Products		
Traded Goods- Electronic Goods		
- Exports	3,404.01	2,534.07
- Domestic*	574.12	0.02
Sale of Services (**)		
-Manpower supply, Recruitment and related services	6,044.43	5,033.42
	10,022.56	7,567.51
Other operating revenues:		
- Export Incentives	108.43	78.32
- Exchange Rate Variation Gain	31.02	34.54
	139.45	112.86
	10,162.01	7,680.37
(*) Includes transfer to Property, Plant & Equipment	9.21	-
(**) Includes revenue from export of services	20.13	19.98

19 OTHER INCOME

	2023-2024 (₹ in millions)	2022-2023 (₹in millions)
Interest:		
- on Fixed Deposits	16.81	1.21
- on Income Tax refund	4.63	5.12
- on Loan	0.13	-
Dividend Income	-	0.04
Profit on Sale of Investments (Net)	-	0.91
Liabilities Written back	2.89	0.21
Miscellaneous Income	0.14	0.18
	24.61	7.68

20 PURCHASE OF STOCK IN TRADE

	2023-2024 (₹ in millions)	2022-2023 (₹in millions)
Traded Goods - Electronic Goods	3,995.15	2,569.83
	3,995.15	2,569.83

21 CHANGES IN INVENTORIES

	2023-2024 (₹in millions)	2022-2023 (₹ in millions)
Opening Stock:		
- Traded Goods - Electronic Goods	46.36	20.04
	46.36	20.04
Less: Closing Stock:		
- Traded Goods - Electronic Goods	20.09	46.36
	20.09	46.36
	26.27	(26.32)

22 EMPLOYEE BENEFIT EXPENSES

	2023-2024 (₹in millions)	2022-2023 (₹ in millions)
Salary, Allowances and Others (*)	5,048.97	4,115.76
Directors' Remuneration	20.00	9.00
Contribution to Provident & Other Funds	722.04	622.82
Staff Welfare expenses	2.36	1.97
	5,793.38	4,749.54
(*) Net off Stipend Support from Government	21.67	24.36

23 OTHER OPERATING EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Insurance	32.11	25.11
Contract expenses	55.76	3.90
Dues and Subscription	14.81	11.68
Professional & Consultancy Charges	14.57	6.81
Software Expenses	1.87	1.53
Other Expenses	21.77	16.21
	140.89	65.25

24 SELLING & DISTRIBUTION EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Freight & Other Charges	39.39	28.17
Clearing & Forwarding (Export)	5.88	4.81
Packing Charges	5.58	2.54
Insurance	0.96	0.84
	51.80	36.36

25 FINANCE COSTS

	2023-2024 (₹ in millions)	2022-2023 (₹in millions)
Interest		
- to banks	2.42	5.45
- to others	1.07	0.97
Loan processing fees and other financial charges	-	0.16
	3.50	6.59

26 OTHER EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Rent	11.11	9.42
Rates & Taxes	2.98	1.75
Insurance	0.39	0.30
Travelling and Conveyance	9.38	6.44
Telephone & Internet Expenses	1.86	2.90
Utilities	2.63	2.11
Office & Housekeeping Expenses	2.98	2.42
Legal & Professional Expenses	6.39	4.49
Repairs and Maintenance - Others	1.90	1.98
Auditors' Remuneration :		
- For Statutory Audit	1.00	0.70
- For Tax Audit	0.25	0.15
- For Others Services	0.39	0.18
Business Promotion	4.34	2.06
Printing and Stationery	0.84	0.47
Irrecoverable Balances Written Off	4.51	0.42
Loss on Forward Contracts	-	8.18
Corporate Social Responsibility Expenses [Refer note 44]	2.75	1.83
Provision for Doubtful Debts	1.10	-
Miscellaneous Expenses	5.95	4.19
	60.73	49.98

27 TAX EXPENSES

	2023-2024 (₹ in millions)	2022-2023 (₹ in millions)
Current tax		
Income Tax	1.41	8.52
Tax Adjustment	0.35	-
	1.77	8.52
Deferred Tax		
Deferred Tax	(17.42)	(64.86)
	(15.65)	(56.34)

28 SIGNIFICANT ACCOUNTING POLICIES AND OTHER NOTES TO THE ACCOUNT

1) CORPORATE INFORMATION

Spectrum Talent Management Limited (formerly known as "Spectrum Talent Management Private Limited") was originaly incorporated as a private limited company on May 09th, 2012 with Company Identification No.: U51100DL2012PTC235573 and converted into a public company on January 04th, 2023 with Company Identification No.: U51100DL2012PLC235573.

The company is engaged in the business of "Manpower supply, Recruitment and related services" and " Trading of Electronic Goods". The company has its registered office at B-46, Retreat Apartments, 20 I P Extension, Delhi 110092 IN and Head office at C-142, Sector-63, Noida 201301 IN.

The Company has completed Initial Public Offering (IPO) of its Equity Shares and its equity shares got listed on SME platform of NSE Limited ("NSE Emerge") on 22nd June, 2023. Post listing of shares Company Identification No. got changed to L51100DL2012PLC235573.

The financials statements were authorised for issue in accordance with a resolution passed by the Board of Directors on 25th May, 2024

2) SIGNIFICANT ACCOUNTING POLICIES

(A) PRINCIPLES OF CONSOLIDATION:

The Consolidated Financial Statements include the financial statements of Spectrum Talent Management Limited and its subsidiaries (hereinafter referred to as "the Group"). The Consolidated Financial Statements of the Group have been prepared pursuant to Section 129(3) of the Companies Act, 2013 and explanation thereto, which has been made as per Accounting Standard AS – 21 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India ('ICAI') and notified pursuant to the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements are prepared on the following basis:

a) Consolidated Financial Statements normally include Consolidated Balance Sheet, Consolidated Statement of Profit & Loss, Consolidated Statement of Cash flows and notes to the Consolidated Financial Statements and explanatory statements that form an integral part thereof. The Consolidated Financial Statements are presented, to the extent possible, in the same format as that adopted by the parent for standalone financial statements.

b) The Consolidated Financial Statements include the financial statements of the Company and its subsidiaries.

c) Investment in Subsidiaries have been combined on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating inter-group balances / transactions and resulting elimination of unrealised profits in full. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent Company and its share in the post-acquisition increase in the relevant reserves of the entity to be consolidated.

d) Notes to the Consolidated Financial Statements represents notes involving items which are considered material and are accordingly duly disclosed. Materiality for the purpose is assessed in relation to the information contained in the Consolidated Financial Statements.

(B) BASIS OF ACCOUNTING:

The Financial Statements are prepared on accrual basis under historical cost convention in accordance with the generally accepted accounting principles in India, the Accounting Standards prescribed in the Companies (Accounting Standard) Rules, 2021 and provisions of the Companies Act, 2013. The financial statements are presented in Indian Rupees ("Rs.") and all amounts are rounded to the nearest millions, except as stated otheriwse.

All assets and liabilities have been classified as current or non-current, wherever applicable, as per the normal operating cycle of the company as set out in the Schedule III to the Companies Act, 2013.

(C) USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates/ assumption to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between actual results and estimates are recognised in the period in which the results are known/ materialised.

(D) PROPERTY PLANT & EQUIPMENT

i) Property, Plant & Equipment are stated at cost of acquisition or construction less accumulated depreciation. Cost includes purchase price and all other attributable cost of bringing the assets to working condition for intended use.

ii) Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment loss.

(E) DEPRECIATION AND AMORTIZATION

i) Depriciation on property plant and equipment is calculated using straight line method to allocate their cost, net of their residual values, over their estimated useful lives. Depriciation on addition/sale is provided on Pro-rata basis with reference to the month of addition/sale. The useful lives estimated for the major class of property, plant and equipments are as follows:

Class of Property, plant and equipment	"Useful life (in years)"
Computer	3
Electrical installation	10 to 15
Furniture & fixtures	10
Equipments & Facilities	3 to 5
Airconditioner	10
Vehicles	8

The useful life has been determined on the based on technical evalation done by the company, which in case are different then the lives as specified by Schedule II of the Companies Act, 2013.

During the financial year 2023-24, company has changed the method of depriciation from Written down value method to Straight-line method and the changed the useful life of Equipment and Facilities. The above mentioned changes have been account for in the books of accounts by the company as a changes in accounting estimates.

(ii) Intangible assets are amortized over the period of useful life of the assets as estimated by the management.

Class of Property, plant and equipment	Useful life (in year)
Software	3

(F) INVESTMENTS

Non Current investments are carried at acquisition cost and investments intended to be held for less than one year are classified as current investments and are carried at lower of cost and market value. Non-Current Investments which have attained the stage of permanent diminution in their value are revalued at their current value.

(G) INVENTORIES :

a) Traded Goods

At Lower of cost and Net realizable value. The cost of inventories comprise all cost of purchase, cost of commission apportioned on the basis of total purchase and other cost incured in bringing the inventories to their present location and condition.

b) Packaging Material

Packaging material is expensed off in Statement of Profit and Loss as and when it incured.

(H) REVENUE FROM OPERATION

i) Revenue in respect of the Manpower supply, recruitment and and related service provided is accounted on accrual basis except where the receipt of income is uncertain.

ii) Sale (Export) of goods is recognised at the point of arrival at the destination port and Sale (domestic) of goods is recognised at the point of disptach to the buyer.

iii) Revenue in respect of export incentives is recognised on accrual basis in the period in which related exports have been made.

iv) Interest on Loan is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

v) Other Income is accounted on accrual basis.

(I) EMPLOYEE BENEFITS

i) Short Term Employee benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Such short term employee benefits are recognised at the undiscounted amounts due in the period in which the employee renders the related service.

ii) Post Employee benefits

Defined Contribution Plans:

Payments made to defined contribution plans such as Provident and Other Funds are charged as an expense as they fall due.

Defined Benefit Plans:

Provision for Gratuity and Leave pay is determined on the actuarial valuation carried out at the balance sheet date in accordance with the provisions of Accounting Standard 15. Actuarial gains and losses are recognised in the Statement of Profit & Loss.

(J) TAXES ON INCOME

a) Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

b) Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax Assets/Liabilities arising on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

(K) EARNINGS PER SHARE

The Basic earnings per share ("EPS") is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(L) FOREIGN CURRENCY TRANSACTIONS

a) Transactions in foreign currency are recorded at the exchange rate prevailing at the time of transaction. All trade debtors and creditors related to foreign currency transaction outstanding at the year end are translated at exchange rates prevailing at the year end. The resultant translation differences are recognised in the Profit & Loss Account.

b) In respect of Forward Exchange Contracts, the difference between the forward rate and the spot rate as on closing date will be recognised as income or expense in the Statement of Profit & Loss Account.

(I) IMPAIRMENT OF ASSETS

Impairment Loss in the value of assets, as specified in Accounting Standard -28 is recognised whenever carrying value of such assets exceeds the market value or value in use, whichever is higher.

(M) GOVERNMENT GRANTS

Government Grants available to the company are recognised in the books of accounts when:

i) there is reasonable assurance that the company will comply with the conditions attached to them; and

ii) where such benefits have been earned by the company, it is reasonably certain that the ultimate collection will be made.

Government grants related to revenue are recognized on a systematic basis in the statement of profit and loss and are shown as net of expense incurred.

(O) PROVISIONS AND CONTINGENT LIABILITIES :

A provision is recognised when the company has a present obligation as a result of past results and it is probable that an outflow of resourcecs embodying economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the expenditure required to settle the present obligation at the balance sheet date.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

Borrowing cost are recognised as an expense in the Statement of Profit and Loss.

3) Contingent Liabilities

Contingent Liabilities (not provided for) in respect of :

(₹. in millions)

Particulars	2023-2024	2022-2023
Performance Bank Guarantee	10.19	10.19
Income Tax (A.Y. 2020-21)	0.98	-
Income Tax (A.Y. 2018-19)	0.16	0.16

4) DUES TO MICRO AND SMALL ENTERPRISES

The Company has received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amount unpaid as at year end together with interest paid /payable have been given based on the information so far available with the company/ identified by the company management. As required by Schedule III of Companies Act, 2013, the following information is disclosed:-

(. in millions)

	Particulars	31st March, 2024	31st March, 2023
a)	Principal amount due to such suppliers	0.04	NIL
b)	interest accrued and due to such suppliers on above (a) amount	NIL	NIL
c)	payment made to such suppliers(other than interest) beyond appointed day during the year	NIL	NIL
d)	interest paid to such suppliers on above (c)	NIL	NIL
e)	interest due and payable to such suppliers towards payment already made	NIL	NIL
f)	interest accrued and remaining unpaid at the end of the accounting year	NIL	NIL

5) EARNINGS PER SHARE

The Earning per share has been calculated as specified in Accounting Standard 20 "Earnings Per Share" prescribed under companies (Accounting Standards) Rules, 2006 and other disclosures in this regard are:

(in millions)

Particulars		Year ended 31st March, 2024	Year ended 31st March, 2023
a)	Amount used as numerator in calculating basic and diluted EPS :		
	Profit after tax (₹)	116.02	278.13
b)	Amount used as denominator for calculating Basic and Diluted EPS (In Nos.)		
	For Basic and Diluted EPS (Nos) :		
	Equity shares at the beginning of the year	1,79,07,496	38,00,000
	Weighted Equity shares alloted during the year	40,06,409	-
	Bonus shares issued during the year	-	1,33,15,830
	Weighted average equity shares converted from prefrence shares	-	2,23,402
	Weighted average number of Equity shares	2,19,13,905	1,73,39,232

6) Particulars required to be disclosed in pursuance of Accounting Standard -15, Employees Benefit, notified in the Companies (Accounting Standard) Rules, 2021 are given below, based on the Actuarial Report certified by a Practicing Actuary:

	2023-2024 (₹in millions)	2022-2023 (₹ in millions)
Defined Contribution Plan		
Employer's Contribution to Provident & Pension Fund	631.02	544.69
Employer's Contribution to ESIC Fund	70.36	69.47
Amount recognised in the Statement of Profit and Loss	701.38	614.16

a Defined Benefit Plan

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars		Leave Pay (Unfunded)		Gratuity (Unfunded)	
		As at 31st March,2024	As at 31st March,2023	As at 31st March,2024	As at 31st March,2023
a	Reconciliation of Defined Benefit obligation				
	Obligation at the beginning of the year	1.61	-	8.84	7.01
	Current/Past Service Cost	2.14	1.61	2.85	2.72
	Interest Cost	0.12	-	0.66	0.51
	Actuarial (gain)/loss	3.64	-	1.30	(0.78)
	Benefits paid	(2.09)	-	(1.50)	(0.62)
	Obligation at the end of year	5.42	1.61	12.15	8.84
b	Reconciliation of fair value of Defined benefit obligations				
	Present value of obligation as at end of the year	5.42	1.61	12.15	8.84
	Amount recognised in Balance Sheet	5.42	1.61	12.15	8.84
c	Expenses recognized in the Statement of Profit and Loss under Employee Benefit Expense				
	Current Service Cost	2.14	1.61	2.85	2.72

Particulars		Leave Pay (Unfunded)		Gratuity (Unfunded)	
		As at 31st March,2024	As at 31st March,2023	As at 31st March,2024	As at 31st March,2023
	Interest Cost	0.12	-	0.66	0.51
	Actuarial (gain) / loss	3.64	-	1.30	(0.78)
	Net expense recognised in Profit & Loss	5.90	1.61	4.80	2.45
d	Actuarial Assumptions				
	Mortality Table (I.A.L.M. Ultimate)	2012-14	-	2012-14	2012-14
	Discount rate (per annum)	7.50%	-	7.50%	7.25%
	Rate of escalation in salary (per annum)	5.00%	-	5.00%	5.00%
	Withdrawal rate (per annuam)	7.50%	-	7.50%	7.50%
	Current/Non-Current Bifurcation				
	Current Benefit Obligation	0.51	0.16	0.92	0.55
	Non-Current Benefit Obligation	4.91	1.45	11.22	8.29

Note: No provision is done in respect of contractual staff since he same will be borne by the respective clients.

7) SEGMENT INFORMATION

In accordance with Accounting Standard 17 " Segment Reporting" as prescribed under Companies (Accounting Standards) Rules, 2021, the company has identifed the business of "Manpower supply, Recruitment and related services" and "Electronic Goods" business as reportable business segments. Accordingly, the disclosure requirements as required under AS- 17 'Segment Reporting' are as follows:

(in millions)

Particulars		F.Y. 2023-24				F.Y. 2022-23			
		Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total	Manpower supply, Recruitment and related services	Electronic Goods	Unallocated	Total
(i)	Revenue of Each Segment	6,044.54	4,117.48	-	10,162.01	5,034.14	2,646.23	-	7,680.37
(ii)	Revenue of Each Segment as a % of Total revenue of all segments	59.48%	40.52%	-	100.00%	65.55%	34.45%	-	100.00%
(iii)	Profit/(Loss) before tax for each segment	46.52	29.23	-	75.75	214.11	26.45	-	240.56
(iv)	Unallocated Other Income	-	-	24.61	24.61	-	-	7.68	7.68
(v)	Total Profit/(Loss) before tax for each segment (iii+iv)	46.52	29.23	24.61	100.36	214.11	26.45	7.68	248.24
(vi)	Profit/(Loss) for each segment as a % of Total Profit/(Loss)	46.36%	29.12%	24.52%	100.00%	86.25%	10.65%	3.09%	100.00%
(vii)	Segment Assets	1,132.55	186.29	683.40	2,002.24	682.79	186.18	92.04	961.01
(viii)	Segment Assets as a % of Total Asset	56.56%	9.30%	34.13%	100.00%	71.05%	19.37%	9.58%	100.00%
(ix)	Segment Liabilities	531.95	3.84	1,466.46	2,002.24	400.89	1.66	558.46	961.01
(x)	Segment Liabilities as a % of Total Liabilities	26.57%	0.19%	73.24%	100.00%	41.72%	0.17%	58.11%	100.00%

Information about geographical segments (by location of customers) :

Particulars		2023-2024	2022-2023
(i)	Revenue-Sales (Net)		
	- Within India	6,416.88	5,013.45
	- Outside India	3,594.84	2,554.05
	Total	10,011.72	7,567.51
(ii)	Carrying Amount of Segment Assets (by location of assets)		
	- Within India	1,879.58	855.42
	- Outside India	122.66	105.59
	Total	2,002.24	961.01

8) RELATED PARTY DISCLOSURES

Related parties and transactions with them as specified in Accounting Standard 18 on "Related Parties Disclosure" prescribed under Companies (Accounting Standards) Rules, 2021, has been identified and given below on the basis of information available with the company.

a)	Enterprises where control exits	NA
b)	Key Management Personnel and their relatives	Vidur Gupta, Managing Director
		Sidharth Agarwal, Whole Time Director
		Atanu Benarjee, C.E.O (w.e.f 06.03.2024)
		Nitesh Anand, Company Secretary (w.e.f 13.02.2024)
		Ajit Singh, Company Secretary (till 31.12.2023)
		Rajesh Gupta, Director (w.e.f 22.12.2022)
		Rajeev Agarwal, Director (w.e.f 22.12.2022)
		Amita Agarwal (Director's Mother)
		Deepika Gupta
		Veena Gupta
		Ankita Gupta
c)	Enterprises over which any person referred to in (b) above are able to exercise significant influence	Spectrum Talent Management, Partnership Firm
		Adjectus Services Private Limited

(in millions)

Nature of Transactions	Enterprise over which Key Management Personnel and their relatives are able to exercise significant influence		Key Management Personnel and their relatives	
	2023-24	2022-23	2023-24	2022-23
Income				
-Manpower supply, Recruitment and related services	15.63	8.52	-	-
- Sale of Electronic Goods	-	-	-	-
-Interest Income	-	-	-	-
Expenses				
Salary	NA	9.00	2.97	-
Directors' Remunaration	NA	NA	20.52	9.00
Directors' Sitting Fee	NA	NA	0.18	-
Interest Expense	-	-	0.13	0.13
Year End Payables				
Remuneration payable	-	-	1.09	0.54
Salary Payable	-	0.54	0.16	-
Year End Receivables				
Trade Receivables	11.80	2.60	-	-
Loan and Advances	-	0.20	-	-

9) Balances of Trade receivable are subject to confirmations.

10) GST inquiry has been inititated against the company during the year under review. Pending outcome of final inquiry, the GST department has blocked the Input Tax Credit (ITC) to the tune of Rs 6.38 million during the year.

11) On the basis of physical verification of assets, as specified in Accounting Standard – 28 and cash generating capacity of those assets, in the management perception, there is no impairment of such assets as appearing in the balance sheet as on 31.03.24.

12) The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

14) Earning in Foreign Exchange:

	2023-2024	2022-2023
FOB Value of Exports	3,404.01	2,537.20
Manpower supply, Recruitment and related services	20.13	2.19
Interest on Loan	-	-
	3,424	2,539
Expense in Foreign Exchange		
Dues & Subscription	2.48	1.93
Professional expense	-	0.24
	2.48	2.17

14) The Consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 - "Consolidated Financial Statements" issued by The Institute of Chartered Accountants of India. The subsidiaries (which along with Spectrum Talent Management Limited, the parent, constitute the Group) considered in the preparation of these consolidated financial statements is:

Name of the Subsidiaries	Country of Incorporation/ Formation	Percentage of Voting Power/ Profit Sharing as at 31st March, 2024 (%)	Percentage of Voting Power/ Profit Sharing as at 31st March, 2023 (%)
Subsidiaries:			
STM Consulting INC	U.S.A	100.00	100.00
STM Consultancy Limited	U.K	90.00	90.00

15) Additional information as required by Paragraph 2 of the General Instructions to Schedule III of the Companies Act, 2013 for Preparation of Consolidated Financial Statements are as follows

Name of the Entity	Net Assets, i.e. total assets minus total liabilites		Share in Profit or (Loss)	
	As % of consolidated Net assets	₹. in millions	As % of consolidated profit or loss	₹. in millions
Parent - Indian :				
Spectrum Talent Management Limited	97.43%	1,428.72	94.47%	109.49
Subsidiaries- Foreign				
STM Consulting INC	2.23%	32.64	4.54%	5.27
STM Consultancy Limited	0.31%	4.59	0.89%	1.03
Minority Interest	0.03%	0.51	0.10%	0.11
Total	100.00%	1,466.46	100.00%	115.90

16) Following are the details of utilization of funds raised through Initial public offering (IPO) of equity shares as on march 31, 2024:

Particulars	₹ in millions
Gross proceeds from IPO	1,051.42
Less: Payment to shareholders against their offer for sale	-154.01
Less: Issue related expense	-106.78
Net proceeds from IPO	790.63
Utilization of IPO proceeds:	
- Funding working capital requirements	716.90
- General corporate purpose	12.50
Funds to be utilised (remain invested in Fixed deposit)	61.23

17)CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility ("CSR") activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR committee has been formed by the Company as per the Act. The funds required to be spent and funds spent during the year are explained below:

PARTICULARS	2023-2024 (₹ in millions)	2022-2023 (₹in millions)
(i) Amount required to be spent as per Section 135 of the Act	2.71	1.82
(ii) Amount of expenditure incurred during the year	2.75	1.83
(iii) Shortfall at the end of the year,	-	-
(iv) Total of previous years shortfall,	-	-
(v) Reason for shortfall,	N.A.	N.A.
(vi) Details of contribution to a trust established by the company in relation to CSR expenditure as per relevant Accounting Standard,	-	-
(vii) where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	N.A.	N.A.
(viii) Nature of CSR activities: Promotion of Educational, Medical and Health Services		

18) Additional Regulatory Information as required by Schedule III of Companies Act, 2013

(A) Relationship with Struck off Companies:

No transactions has been made with any of the companies which have been struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(B) Compliance with number of layers of companies:

No layer of companies have been established beyond the limit prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on numbers of Layers) Rules, 2017.

(C) Details in respect of Utilization of Borrowed funds and share premium

i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of thecompany (Ultimate Beneficiaries) or

b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(D) Undisclosed income:

There are no transactions which have not been recorded in the books of accounts during the year that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

E) Details of Crypto Currency or Virtual Currency:

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(F) Details of Benami Property held:

No proceedings have been initiated or pending against the company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder as at 31st March, 2024.

(G) Wilful Defaulter:

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(H) Registration of charges or satisfaction with Registrar of Companies:

The Company does not have any charges or satisfaction of charges which is yet to be registered with ROC beyond the statutory period except as stated below:

1. Charge Creation of Vehicle Loans from ICICI Bank having outstanding of Rs. 1.08 Millions as on 31.03.2023.

2. Charge Creation of Vehicle Loan from Toyota Financial Services India Limited having outstanding of Rs. 2.34 Millions as on 31.03.2023

(I) Borrowings secured against current assets

The holding Company has borrowings from Bank on the basis of security of current assets, and quarterly statements of current assets filed by the Company with bank are generally in agreement with the books of accounts.

(Amount in Million)

Quarterly Statement	Name of the bank	Particulars of securities provided	Amount as per audited books of account	Amount as reported in the quarterly statement	Amount of difference	Reason for material discrepancies
September, 2023	ICICI Bank	Trade Receivables-excluding Unbilled Debtors	842.14	804.52	37.62	Some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank.
March, 2024	ICICI Bank	Trade Receivables-Standalone (excluding Unbilled debtors)	684.30	667.07	17.23	Some of the invoices were not accounted for in the books of accounts at the time of submission of statement to the bank.
September, 2023	ICICI Bank	Inventories	45.64	34.34	11.30	Due to some inadvertent error one lot of inventory has been wrongly classified as PPE.
March, 2024	ICICI Bank	Inventory	20.09	20.25	(0.16)	-

K) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks have been applied for the purposes for which such loans were taken.

L) Valuation of Property, Plant & Equipment and Intangible Assets

The Company has not revalued its Property, Plant and Equipment and Intangible Assets or both during the current or previous year.

M) Title deeds of immovable properties not held in name of the company

The Company does not have any immovable properties (other than properties where the company is lessee, and the lease agreements are duly executed in favours of the lessee).

19) Ratio Analysis and its elements

S No.	Particulars	Numerator	Denominator	Resulted ratio (March, 2024)	Resulted ratio (March, 2023)	Variance
1	Current Ratio	Current Assets	Current Liabilities	3.58	1.64	117.52%(1)
2	Debt Equity Ratio	Total Debt	Shareholder's Equity	0.01	0.37	-98.41%(2)
3	Debt Service Coverage Ratio	Earnings for debt service = Net profit before interest & taxes + Non-Cash operating expenses	Debt service = Interest + Principal Repayments	14.33	35.80	-59.96%(3)

S No.	Particulars	Numerator	Denominator	Resulted ratio (March, 2024)	Resulted ratio (March, 2023)	Variance
4	Return on Equity	Net Profits after taxes	Average Shareholder's Equity	11.46%	64.29%	82.17%(4)
5	Inventory Turnover Ratio	Revenue from Operations	Average Inventory	119.74	76.33	56.87%(5)
6	Trade Receivable Turnover Ratio	Revenue from Operations	Average Trade Receivable	14.65	15.02	-2,42%
7	Trade Payables Turnover Ratio	Purchases	Average Trade Payables	1457.32	743.80	95.93%(6)
8	Net Capital Turnover Ratio	Revenue from Operations	Average Working capital	7.66	24.19	-68.35%(7)
9	Net Profit Ratio	Net Profit before taxes	Revenue from Operations	0.99%	3.16%	-68.70%(8)
10	Return on Capital Employed	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt - Deferred Tax Assets	7.49%	40.57%	-81.54%(4)
11	Return on Investment	Net Return on Investment	Average Investment	NA	NA	NA

**The company has raised money through initial public offering during the year, due to which the above mentioned ratios have been significantly changed.

1) During the current year, current assets of company has increased due to IPO proceeds, which leades to increase in 'Current ratio'

2) During the current year, shareholders equity has increased due to IPO proceeds and utilization of cash credit facility has decreased, thereby leading to decrease in 'Debt-equity ratio'.

3) During the current year, profit of the company has substantialy decreased, thereby leading to decrease in 'Debt service coverage ratio'.

4) During the current year, shareholders equity has increased due to IPO proceeds and profit of the company has decreased, thereby leading to decrease in 'Return on equity' and ' Return on Capital employed'.

5) During the year revenue from operations on Trading of Electronic Goods has increased, thereby leading to increase in 'Inventory turnover ratio'.

6) During the year purchases has been increased due to rise in business of Electronic Goods, which leads to increase in Trade payable ratio.

7) During the current year, Average working capital have been increased significantly which leads to decrease in Net capital turnover ratio.

8) During the year profits of the company has decreased due to decrease in margins, which leads to decrease in net profit ratio.

20 1) Previous year figures have been rearranged/regrouped wherever considered necessary.

In terms of our report of even date attached herewith

For B. CHHAWCHHARIA & CO.
Chartered Accountants
Firm Registration No: 305123E

Abhishek Gupa
Partner
Membership No. 529082

Place: New Delhi
Date: 25th May, 2024

For and on behalf of the Board of Directors of
Spectrum Talent Management Limited

Vidur Gupta
DIN No. 05213073
(Managing Director)

Sidharth Agarwal
DIN No. 05213023
CFO- cum- Whole Time Director)

Nitesh Anand
(Company Secretary)

Spectrum Talent Management Limited

C-142 Sector 63 Noida,Uttar Pradesh – 201301
7065-060-428
info@stmpl.co.in

Content, Concept & Design by Kirin Advisors