



Date: 5th September, 2024

To,
BSE LIMITED
The Corporate Relationship Manager,
Department of Corporate Services,
BSE Ltd. P J Towers,
Dalal Street, Mumbai - 400001

Ref : Scrip Code - 540756

Sub: Submission of 15th Annual Report for the financial year 2023-2024 for Kaarya Facilities And Services Private Limited

Dear Sir,

In accordance with the Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 we enclose herewith a copy of the Annual Report for the year 2023-2024 along with notice.

We request you to kindly take the same on record.

Thanking you,

Yours Faithfully,
For Kaarya Facilities And Services Limited



Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Encl : As above

KAARYA FACILITIES & SERVICES LIMITED

1101, Lotus Link Square, D N Nagar, New Link Road, Andheri (West) Mumbai - 400053
CIN No. : L93090MH2009PLC190063, E-mail: info@kaarya.co.in, Url : www.kaarya.co.in



KAARYA FACILITIES AND SERVICES LIMITED

ANNUAL REPORT

2023-2024

CORPORATE INFORMATION

Name of the Company: Kaarya Facilities And Services Limited

Registered Office: Unit No 1101, Lotus Link Square, D N Nagar, New Link road, Andheri West Andheri Mumbai MH 400053

CIN : L93090MH2009PLC190063
Website : www.kaarya.co.in
Email : info@kaarya.co.in
Contact No. : 9594595595

BOARD OF DIRECTORS

Mr. Vineet Pandey : Joint Managing Director
Mr. Vishal Panchal : Chairman & Managing Director
Mr. Saugata Bhattacharjee : Non Executive Director, Independent Director
Ms. Smriti Chhabra : Non Executive Director, Independent Director
Mr. Sagar Arole : Non Executive Director, Independent Director

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Ms. Smriti Chhabra : Chairman & Member
Mr. Sagar Arole : Member
Mr. Vineet Pandey : Member

NOMINATION & REMUNERATION COMMITTEE

Ms. Smriti Chhabra : Chairman & Member
Mr. Saugata Bhattacharjee : Member
Mr. Sagar Arole : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Sagar Arole : Chairman & Member
Ms. Smriti Chhabra : Member
Mr. Vishal Panchal : Member

STATUTORY AUDITORS

Shetty Naik & Associates
Chartered Accountants

BANKERS

Bank of Maharashtra

REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited
Selenium Building, Tower-B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally,
Hyderabad, Rangareddi,
Telangana, India, 500032

INDEX

Particulars	Page No.
Notice	03-09
Directors Report & Annexures	10-35
Report on Corporate Governance	36-47
Director Disqualification Certificate	48
Managing Directors Certification	49
Declaration by Board Members	50
Auditors Certificate	51
Management Discussion & Analysis Report	52-53
Secretarial Compliance Report	54-62
Balance Sheet	63
Profit & Loss Account	64
Cash Flow Statement	65
Notes to Accounts	66-78
Independent Auditors Report	79-104
Statement on Impact of Audit Qualifications	105-109
Proxy Form	110-111
Attendance Slip	112

NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of Kaarya Facilities and Services Limited will be held on Monday, the 30th day of September, 2024 at 11.00 A.M at the registered office to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024, along with the Board of Directors Report and Auditors Report thereon.**

“RESOLVED THAT, the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of Board and Auditors thereon be and hereby considered and adopted.”
- 2. To Appoint M/s. Piyush Kothari & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial year 2024-2025 and to fix their remuneration and to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, M/s. Piyush Kothari & Associates, Chartered Accountants (Firm Registration No. 140711W), be and are hereby appointed as Statutory Auditors of the company to hold office for Financial year 2024-2025 at a remuneration to be determined by the Board of Directors of the Company.”

By Order of the Board

For Kaarya Facilities and Services Limited

Sd/-

Vineet Pandey
Joint Managing Director
(DIN: 00687215)

Date: 05.09.2024

Registered Office:
Unit No 1101, Lotus Link Square,
D N Nagar, New Link road,
Andheri West Andheri,
Mumbai 400053

Notes:

1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals set out in resolution no.2 is annexed herewith.
2. A member entitled to attend and vote is entitled to appoint a proxy and vote on a poll instead of himself/herself and a proxy need not be a member of the company. The instrument appointing a proxy in order to be valid must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in the aggregate not more than ten percent of the total issued and paid up share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable. A member holding more than 10% of the total issued and paid up share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The AGM Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, **August 30, 2024**.

3. In line with the MCA Circulars, the AGM Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the AGM Notice will also be available on the Company's website at www.kaarya.co.in, and on the website of KfinTech at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFIN Technologies Private Limited, at evoting@kfintech.com.
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the AGM Notice and pre-paid business reply envelopes are not being sent to shareholders for this AGM. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as on Monday, September, 23, 2024 will be considered for the purpose of e-voting.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Monday, September, 23, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
7. In compliance with Sections 108 and 110 of the Act and the rules made thereunder and the MCA Circulars, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by KfinTech. The instructions for e-voting are provided as part of this AGM Notice.
8. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to e-voting" in this AGM Notice. Shareholders are requested to cast their vote through the e-voting process not later than 17:00 Hours IST on Sunday, September 29, 2024 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
9. The Scrutinizer will submit their report to the Chairman or to any other person as may be authorized by the Chairman, after the completion of scrutiny, and the result of the voting through the e-voting process will be announced by the Chairman or any other person duly authorized by the Chairman, on or before

Wednesday, October 02, 2024 and will also be displayed on the website of the Company (www.kaarya.co.in), besides being communicated to the Registrar and Share Transfer Agent.

10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Monday, September 30, 2024 i.e., the last date specified for receipt of votes through the e-voting process.
11. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to info@kaarya.co.in.

General information and instructions relating to e-voting.

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KfinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. E-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting facility will be available during the following period:
Commencement of e-voting: Friday, September 27, 2024, 09:00 Hours.
End of e-voting: Sunday, September 29, 2024, 17:00 Hours IST
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KfinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode as on the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 1).
- viii. In case of Individual Shareholders holding securities in physical mode as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting" (Step 2).
- ix. The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

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

Details on Step 1 are mentioned below:

1) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields.

	<p>III. Follow the steps given in point 1.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFIN Technologies where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, 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.</p> <p>III. Click on options available against company name or e-Voting service provider – KfinTech and you will be redirected to e-Voting website of KfinTech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from kFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVSN" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting, together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email ID compliance@sarkcs.in with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Even No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the AGM Notice and e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members who have not registered their email address and in consequence the AGM Notice and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KfinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
- ii. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the, AGM Notice and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

By Order of the Board

For Kaarya Facilities and Services Limited

Sd/-

Vineet Pandey

Joint Managing Director

(DIN: 00687215)

Date: 05.09.2024

Registered Office:

Unit No 1101, Lotus Link Square,

D N Nagar, New Link road,

Andheri West Andheri, Mumbai 400053.

Venue of the AGM:



DIRECTORS REPORT

To,

The Members,

Your Directors have a great pleasure in presenting the 15th Annual Report of the Company and Audited Statement of Accounts and the State of Affairs of the Company for the Financial Year ended on 31st March, 2024.

FINANCIAL RESULTS:

The Company Financial Performance for the Financial Year ended on 31st March, 2024 under review along with previous year figures are given hereunder:

(Rs. in Thousand)

Particulars	Financial Year	
	2023-24	2022-23
Revenue from operations	291750	223316
Other Income	2672	2375
Total Income	294422	225691
Expenditure (excluding depreciation)	338136	291101
Depreciation	7211	9585
Total Expenditure	345347	300686
Profit / (Loss) before Tax	(50925)	(74996)
Current Tax	-	-
Deferred Tax	(344)	(572)
Tax expense for prior period	-	3447
Profit / (Loss) after tax	(50581)	(77871)
Earnings per share (Basic)	(5.41)	(1.09)
Earnings per share (Diluted)	(5.41)	(1.09)

OPERATIONS:

The Net loss for the current Financial Year under review amount to Rs. (50581)/- as compared to Net loss for the previous financial year of Rs. (77871)/-.

DIVIDEND:

The Directors have not declared dividend for the year under review.

TRANSFER TO RESERVES:

The Company has transferred **net loss** of Rs. 5,05,81000/- to reserves.

SHARE CAPITAL AND CHANGES THEREIN

During the year under review there was no change in the share capital of the Company.

CHANGE IN THE NATURE OF BUSINESS

During the year under review there was no change in the nature of business of the Company.

DIRECTOR'S AND KEY MANAGERIAL PERSONNEL:

As on 31st March 2024, your Board comprised of the following Directors:

Name of the Director	DIN	Designation
Mr. Vineet Pandey	00687215	Joint Managing Director
Mr. Vishal Panchal	00687445	Chairman and Joint Managing Director
Ms. Smriti Davinder Chhabra	07894310	Independent Director
Mr. Hardik Dave	09383091	Independent Director
Mr. Sagar Arole	07438351	Independent Director

During the year under review, there is no change in the Management of the Company.

Mr. Hardik Dave, Independent Director has resigned with effect from 17th July, 2024. The Company has appointed Mr. Saugata Sripada Bhattacharjee with effect from 25th July, 2024 as Independent Director.

None of Directors are disqualified as Directors of the Company as per the disclosure received from them pursuant to Section 164(2) of the Companies Act, 2013.

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

During the financial year under review, declarations were received from all Independent Directors of the Company that they satisfy the "criteria of Independence" as defined under Regulation 16(b) of SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 read with the Schedules and Rules made thereunder.

DETAILS OF REMUNERATION TO DIRECTORS:

Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 has been appended as **ANNEXURE - I**

PARTICULARS OF EMPLOYEES:

There are no such employees drawing salary as specified under provisions of Rules 5(2) and 5(3) of the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF THE BOARD

During the financial year ended on 31st March, 2024 the Board of Directors of your Company have met 07 (Seven) times viz. 30.05.2023, 26.06.2023, 06.09.2023, 27.09.2023, 08.11.2023, 12.01.2024, 30.03.2024. For further details, please refer Report on Corporate Governance of this Annual Report.

MEETING OF THE COMMITTEES

During the year under review Audit Committee meeting was held on 30.05.2023, 27.09.2023, 08.11.2023 and 12.01.2024.

Nomination and remuneration committee Meeting was held on 06.09.2023 and 12.01.2024.

Stakeholders Relationship Committee meeting was held on 30.03.2024.

Independent Director meeting was held on 30.03.2024

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March, 2024, the Board of Directors to the best of their knowledge and ability, confirm/state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) the Directors have 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 as at March 31, 2024 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

DETAILS OF COMMITTEES OF THE BOARD OF THE DIRECTORS

Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, number of meetings held of each Committee during the financial year 2023-2024 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report forming part of this report.

The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL PERIOD:

There have been no Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

During the Financial Year under review, there has been no such significant and material order passed by the regulators/courts/tribunals impacting the going concern status and company's operations in future.

DETAILS OF SUBSIDIARIES COMPANY, JOINT VENTURES AND ASSOCIATES COMPANY:

The Company does not have any Wholly Owned Subsidiary, Subsidiaries, Joint Ventures and Associates Company.

EXTRACTS OF ANNUAL RETURN:

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is provided on the website and annexed as ANNEXURE II of the Company www.kaarya.co.in.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company has framed Whistle Blower Policy to deal with instances of fraud and mismanagement, if any in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The details of the policy are given in Corporate Governance Report and policy is available on the Company's website www.kaarya.co.in

BUSINESS RISK MANAGEMENT

Your Company has approved Risk Management Policy wherein all material risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed and policies and procedure are put in place for monitoring, mitigating and reporting risk on a periodic basis.

NOMINATION AND REMUNERATION POLICY

As required under Section 178 of the Companies Act, 2013 the Board of Directors has approved the Nomination

and Remuneration Policy, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013. List of this policy are given in ANNEXURE - III to this report. The detailed policy is available on the Company's website www.kaarya.co.in

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

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. Complaint Redressal Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the Company's website www.kaarya.co.in.

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of complaints received	NIL
No. of complaints disposed off	NIL

AUDITORS

STATUTORY AUDITOR

M/s. Shetty Naik & Associates, Chartered Accountants, (FRN 124851W), Mumbai carried out the Statutory Audit of the company. The Statutory Audit report is appended.

The Auditors' Report on the Financial Statements of the Company for the financial year ended March 31, 2024 is issued with qualified opinion.

Pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, M/s. Piyush Kothari & Associates, Chartered Accountants (Firm Registration No. 140711W), be and are hereby appointed as Statutory Auditors of the Company for financial year 2024-2025.

Further as required under Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Auditor have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITOR

Pursuant to Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed M/s SARK & Associates, Practising Company Secretaries, to conduct the Secretarial Audit of your Company.

The Secretarial Audit Report is enclosed as ANNEXURE IV to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory as well as Internal Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public within the purview of Chapter V of the Companies Act, 2013 during the year under review and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forms part of this report.

RELATED PARTY TRANSACTION

The Company has entered into Related Party Transaction during the financial year were on Arm's length basis and in ordinary course of business. Particulars of related party transaction entered during the year as per Section 188(1) of the Companies Act, 2013 in the prescribed form AOC-2 is annexed to Directors report as **ANNEXURE - V**.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board of Directors of the Company has carried out annual evaluation of its own performance, its Committees and individual directors, the Board as a whole and that of Chairman after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking in to account the views of Executive Director and Non-executive Directors, performance evaluation of Independent Directors being evaluated.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Conservation of Energy

The Company is not involved in any manufacturing activity and hence has low energy consumption levels. Nevertheless, the Company makes all efforts to conserve and optimize the use of energy by using energy - efficient infrastructure, computers and equipments with latest technologies.

b) Technology Absorption and Research and Development

The Company's research and development focus is on developing new frameworks, processes and methodologies to improve the speed and quality of service delivery.

c) Foreign Exchange Earnings and Outgo

The earnings and expenditure in foreign exchange were as under:

Earning NIL lacs

Expenditure NIL lacs

CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR provisions are not applicable for the Company.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

A separate section on Corporate Governance along with the Management Discussion & Analysis forming part of Directors' Report and certificate from the company secretary in whole time practice regarding compliance of conditions of Corporate Governance stipulated as per Part B and C of Schedule V of the Listing Regulations is annexed to and forms part of the Director's Report.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

ACKNOWLEDGEMENTS

Your Directors wish to thank all Employees, Bankers, Investors, Business Associates, Advisors etc. for their continued support during the year.

For and on behalf of the Board of Directors

SD/-
Vineet Pandey
Joint Managing Director
DIN: 00687215

SD/-
Vishal Panchal
Chairman and Managing Director
DIN: 00687445

Date: 05.09.2024
Place: Mumbai

ANNEXURE I

Details of Remuneration of Director

Details Pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016

- I. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2023-24, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 and are as under :

Sr. No.	Name of Director /KMP and Designation	Remuneration of Director/KMP for financial year 2022-23 (in lacs)	Remuneration of Director/KMP for financial year 2023-24 (in lacs)	% Increase in Remuneration in the Financial Year 2023-24	Ratio of Remuneration of each Director / to median remuneration of employees
1	Vineet Pandey, Managing Director	20.40	27.40	34%	N.A.
2	Vishal Panchal, Managing Director	20.40	27.40	34%	N.A.
3	Saurabh Akhouri, CS	2.4	2.75	15%	N.A.
4	Prashant panchal, CFO	10.05	10.20	1%	N.A.
6	Smriti Davinder Chhabra	N.A.	N.A.	N.A.	N.A.
7	Sagar Arole	N.A.	N.A.	N.A.	N.A.
8	Hardik Dave	N.A.	N.A.	N.A.	N.A.

Notes:

- II. The median remuneration of employees of the Company for the financial year was Rs. 7.10 lacs.
- III. During the financial year, there was a increase of 1.41% in the median remuneration of employees.
- IV. Average percentage increase made in the salaries of the employees other than the managerial personnel (Managing Director, CEO and Whole-time Director) in the FY 2023-2024 is 5.05%.
- V. It is hereby affirmed that the remuneration paid during the year ended 31st March, 2024 is as per the Nomination & Remuneration Policy of the Company.

Annexure - II

Form No. MGT - 9

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2024**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L93090MH2009PLC190063
ii)	Registration Date	03/02/2009
iii)	Name of the Company	Kaarya Facilities and Services Limited
iv)	Category / Sub – Category of the Company	Company limited by shares / Indian Non- Government Company
v)	Address of the Registered office and contact details	Unit No 1101, Lotus Link Square, D N, Nagar, New Link road , Andheri West, Mumbai, Mumbai, Maharashtra, India, 400053. 9594595595
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	KFin Technologies Private Limited Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India, 500032.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sl. No.	Name and Description of main services	NIC Code of the service	% to total turnover of the company
1.	Facilities Management Services	74	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category – wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2023)				No. of Shares held at the end of the year (As on 31st March, 2024)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(1):	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	5183260	0	5183260	55.43	5183260	0	5183260	55.43	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0

b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub – total (B)(1):	0	0	0	0	0	0	0	0	0
2. Non – Institutions									
a) Bodies Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	777132	0	777132	8.31	855132	0	855132	9.15	0.84
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	2861866	0	2861866	30.61	2321866	0	2321866	24.83	-5.78
c) Others (specify)	0	0	0	0	0	0	0	0	0
HUF	78000	0	78000	0.83	168000	0	168000	1.80	0.97
Bodies Corporate	342000	0	342000	3.66	714000	0	714000	7.64	3.98
Non Resident Indians (NRI)	108000	0	108000	1.16	108000	0	108000	1.16	0
Sub – total (B)(2):-	4166998	0	4166998	44.57	4166998	0	4166998	44.57	0.00
Total Shareholding(B) (B)(1)+(B)(2)	4166998	0	4166998	44.57	4166998	0	4166998	44.57	0.00
Public =									

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	9350258	0	9350258	100	9350258	0	9350258	100	100

ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2023)			Shareholding at the end of the year (As on 31 st March, 2024)			% Change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1	Vineet Pandey	2591630	27.72	0	2591630	27.72	0	0
2	Vishal Panchal	2591630	27.72	0	2591630	27.72	0	0
	Total	2591630	55.43	0	5183260	55.43	0	0

Change in Promoters' shareholding

SI No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of share	% of total shares of the company
1	Vineet Pandey				
	At the beginning of the year	2591630	27.72	2591630	27.72
	Issue during the year	0	0	0	0
	At the end of the year	2591630	27.72	2591630	27.72
2	Vishal Panchal				
	At the beginning of the year	2591630	27.72	2591630	27.72
	Issue during the year	0	0	0	0
	At the end of the year	2591630	27.72	2591630	27.72

Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SHAREHOLDING PATTERN OF TOP 10 SHAREHOLDERS BETWEEN 31/03/2023 AND 31/03/2024								
SI no	Folio/Dpid-Clientid	Category	Type	Name of the Share Holder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
					No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	'BFVPG5964E	PUB	Opening Balance - 31/03/2023	MOHIT GANESH GUPTA	399000	4.27	399000	4.27
			Closing Balance - 31/03/2024				399000	4.27

2	'ACLPM8572A	PUB	Opening Balance - 31/03/2023	SHREYA NISHIL MARFATIA	384000	4.11	384000	4.11
			Sale		384000	4.11	0	0
			Closing Balance - 31/03/2024				0	0
3	'DNUPS3907J	PUB	Opening Balance - 31/03/2023	NUPUR ANIL SHAH	294000	3.14	294000	3.14
			Closing Balance - 31/03/2024				294000	3.14
4	DNUPS3910P	PUB	Opening Balance - 31/03/2023	SAPAN ANIL SHAH	216000	2.31	216000	2.31
			Closing Balance - 31/03/2024				216000	2.31
5	DNUPS3969E	PUB	Opening Balance - 31/03/2023	MARGI JIGNESHBHAI SHAH	216000	2.31	216000	2.31
			Closing Balance - 31/03/2024				216000	2.31
6	AADCM6730B	LTD	Opening Balance - 31/03/2023	MARFATIA STOCK BROKING PVT LTD	168000	1.80	168000	1.80
			Purchase		384000	4.11	552000	5.90
			Purchase		6000	0.06	558000	5.97
			Closing Balance - 31/03/2024				558000	5.97
7	BHSPS3185E	PUB	Opening Balance - 31/03/2023	SOHIL MAHESHBHAI SHAH	162000	1.73	162000	1.73
			Purchase		6000	0.06	168000	1.80
			Sale		6000	0.06	162000	1.73
			Sale		24000	0.26	138000	1.48
			Sale		36000	0.39	102000	1.09
			Sale		48000	0.51	54000	0.58
			Sale		48000	0.51	6000	0.06
			Sale		6000	0.06	0	0
			Closing Balance - 31/03/2024				0	0
8	BZWPS8361J	PUB	Opening Balance - 31/03/2023	DARSHI SHAH	156000	1.67	156000	1.67

			Purchase		6000	0.06	162000	1.73
			Sale		78000	0.83	84000	0.90
			Sale		6000	0.06	78000	0.83
			Sale		36000	0.39	42000	0.45
			Closing Balance - 31/03/2024				42000	0.45
9	BGKPS5708N	PUB	Opening Balance - 31/03/2023	SWETA MAHESH SHAH	144000	1.54	144000	1.54
			Sale		6000	0.06	138000	1.48
			Sale		6000	0.06	132000	1.41
			Sale		42000	0.45	90000	0.96
			Sale		12000	0.13	78000	0.83
			Sale		18000	0.19	60000	0.64
			Sale		12000	0.13	48000	0.51
			Sale		12000	0.13	36000	0.39
			Sale		24000	0.26	12000	0.13
			Closing Balance - 31/03/2024				12000	0.13
10	ABBPM1694C	PUB	Opening Balance - 31/03/2023	NIMESH SHASHIKANT MEHTA	120000	1.28	120000	1.28
			Closing Balance - 31/03/2024				120000	1.28

iii) Shareholding of Directors and Key Managerial Personnel:

Sl No.	Name of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vineet Pandey At the beginning of the year Issue during the year At the end of the year	2591630 - -	27.72 - -	2591630 - -	27.72 - 27.72
2	Vishal Panchal At the beginning of the year Issue during the year At the end of the year	2591630 - -	27.72 - -	2591630 - -	27.72 - 27.72
3	Sagar Arole At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0

4	Hardik Dave At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0
5	Smriti Chhabra At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0
6	Prashant Panchal At the beginning of the year Sale /purchase At the end of the year	7800 0 0	0.08 0 0	7800 0 0 7800	0.08 0 0 0.08
7	Saurabh Akhouri At the beginning of the year Sale /purchase At the end of the year	0 0 0	0 0 0	0 0 0	0 0 0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Amt in Thousands)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	5,30,71,603	43,20,856	-	5,73,92,459
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,30,71,603	43,20,856	-	5,73,92,459
Change in Indebtedness during the financial year				
• Addition	36,94,28,908	1,11,04,545	-	38,05,33,452
• Reduction	36,19,67,063	37,94,730	-	36,57,61,792
Net change	74,61,845	73,09,815	-	1,47,71,660
Indebtedness at the end of the financial year				
i) Principal Amount	6,05,33,448	1,16,30,671		7,21,64,119

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	6,05,33,448	1,16,30,671		7,21,64,119

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Vineet Pandey	Vishal Panchal	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	27,40,000	27,40,000	54,80,000
2.	Stock Option		-	-
3.	Sweat Equity		-	-
4.	Commission - As % of profit - Others, specify		-	-
5.	Others, please specify		-	-
	Total (A)	27,40,000	27,40,000	54,80,000
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)		-	-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Sagar Arole	Smriti Chhabra	Hardik Dave	
1.	Independent Directors • Fee for attending board /committee meetings, • Commission • Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2.	Other Non-Executive Directors • Fee for attending board/ committee meetings • Commission • Others, please specify	-	-	-	-

	Total (2)	-	-	-	-
	Total (B) = (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)			-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Saurabh Akhouri CS	Mr. Prashant Panchal	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	2,75,000	10,20,000	12,95,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - As % of profit - Others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	2,75,000	10,20,000	12,95,000

D. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty		-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-

Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Note : The Company, its Directors and CFO has paid penalty amounting to INR 10,00,000 on 13th May, 2024 as per SEBI Adjudication order.

Annexure III

List of Nomination and Remuneration Policy

1. Policy for appointment and removal of Director, KMP and Senior Management

(A) Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether

qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.

- c. The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(C) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

(D) Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

2. Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel

(A) General:

- a) The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole Time Director shall be in accordance with the percentage/ slabs/conditions laid down in the provisions of the Act.
- c) Term/Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.
- d) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

d) Commission:

The Commission may be paid within monetary limits as approved by shareholders. The limit will be subject to not exceeding 10% of sales as computed as per Companies Act, 2013

(C) Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

ANNEXURE IV

SECRETARIAL AUDIT REPORT

For the Financial Year Ended 31st March, 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
KAARYA FACILITIES AND SERVICES LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kaarya Facilities And Services 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.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the 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 Depositories Act, 1996 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.
- (v) 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;

- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - *Not applicable to the Company during the Audit Period.*
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable to the Company during the Audit Period.*
- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - *Not applicable to the Company during the Audit Period* and
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - *Not applicable to the Company during the Audit Period.*

(vi) Other laws applicable to the company:

- i. Employees Provident Fund and Miscellaneous Provisions Act, 1952
- ii. Maharashtra Shops and Establishments Act, 1948
- iii. The Income Tax Act, 1961

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

Note : Actions taken by SEBI or Stock Exchange(s), if any: The SEBI has levied penalty as mentioned below for Financial year 2018-2019 vide order dated 28th March, 2024

Sr.No	Notice	Violations under section	Penalty under section	Penalty Amount(INR)
1	Kaarya Facilities and Services Limited	Regulations 4(1)(a), (b) & (c),4(2)(e), 33(1) (a) & (c) 34(3),48, 53(1) and 71(3) of SEBI (LODR) Regulations, 2015	15HB of SEBI Act, 1992	INR 6,00,000/- (Rupees Six Lakhs only)
	Vishal Panchal, (Promoter, CMD)	Regulations 4(1)(a), (b) & (c),4(2)(e), 33(1) (a) &		

	Vineet Pandey, (Promoter and Joint Managing Director)	(c), 34(3),48, 53(1) and 71(3) of SEBI (LODR) Regulations, 2015 read with Section 27 of SEBI Act, 1992.		Notices are jointly and severally liable to pay the amount of penalty.
	Jitendra Adhyaru (Chief Financial Officer)			
2	Vishal Panchal, (Promoter, CMD)	Regulation 4(2)(f)(i)(2), 4(2)(f)(i)(2), 4(2)(f)(i)(6) 4(2)(f)(ii)(7),4(2)(f)(iii)(7) of SEBI (LODR) Regulations, 2015	15HB of SEBI Act, 1992	INR 1,00,000/- (Rupees One Lakhs only)
3	Vineet Pandey, (Promoter and Joint Managing Director)	Regulation 4(2)(f)(i)(2), 4(2)(f)(ii)(2), 4(2)(f)(ii)(6) 4(2)(f)(ii)(7),4(2)(f)(iii)(7) of SEBI (LODR) Regulations, 2015 Regulation 17(8) of SEBI (LODR) Regulations 2015	15HB of SEBI Act, 1992	INR 2,00,000/- (Rupees Two Lakhs only)
4	Jitendra Adhyaru (Chief Financial Officer)	Regulation 17(8) of SEBI (LODR) Regulations 2015	15HB of SEBI Act, 1992	INR 1,00,000/- (Rupees One Lakhs only)

We further report that –

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provision of the Act.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance 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.

We further report that 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.

Date: 05.09.2024
Place: Mumbai

SARK & Associates LLP
Company Secretaries

Sd/-
Sumit Khanna
(Designated Partner)
CP No. 9304
Membership No. 22135

UDIN: A022135F001144608

Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

ANNEXURE "A"

To
The Members
Kaarya Facilities and Services Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

Date: 05.09.2024

Place: Mumbai

SARK & Associates LLP
Company Secretaries

Sd/-

Sumit Khanna
(Designated Partner)

CP No. 9304

Membership No. 22135

UDIN: A022135F001144608

ANNEXURE - V
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.

Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	N.A
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
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	

Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Name Of Related Party	Nature of Relationship	Nature of Contract	Salient terms of Contract	Date of Approval (Entered Ordinary Course of Business)	Amount Paid (In Rs.)
1.	Kaarya Next Solutions Pvt.Ltd.	Enterprises owned or significantly influence by Key Management personnel or their relatives	Loans & Advances	Loans & Advances	6 th September, 2023	2,49,61,150/-

2.	Brassbell Tech and Services	Enterprises owned or significantly influence by Key Management personnel or their relatives	Purchase of Services, Purchase of capital goods	NA	6 th September, 2023	39,796/-
----	-----------------------------------	--	--	----	---------------------------------------	----------

CORPORATE GOVERNANCE REPORT

(Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A brief statement on Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interest and corporate goals through the efficient conduct of its business and meeting their obligation in a manner that is guided by trusteeship, transparency, accountability and integrity. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized integrity and fairness in all dealings.

Your Company practices the highest standards of corporate behaviour towards its stakeholders, people and our business partners and society at large. Kaarya endeavours its best to constantly comply with these aspects in letter and spirit, in addition to the statutory compliances as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations).

COMPLIANCE WITH SEBI CODE OF CORPORATE GOVERNANCE

BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. Seven meetings of the Board of Directors were held during the year ended March 31, 2024 on 30.05.2023, 26.06.2023, 06.09.2023, 27.09.2023, 08.11.2023, 12.01.2024 and 30.03.2024. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI LODR Regulations.

Attendance of Directors at the Board Meetings & Annual General Meeting are as under:

Name of the Director	Category	No. of Board meetings attended during the year 2023-24	Whether attend last AGM held on 29 th September, 2023
Mr. Vineet Pandey	Joint Managing Director (Executive Director)	7	Yes
Mr. Vishal Panchal	Chairman & Managing Director (Executive Director)	7	Yes
Ms. Smriti Chhabra	Non-executive (Independent Director)	7	Yes
Mr. Sagar Arole	Non-executive (Independent Director)	7	Yes

Mr. Hardik Dave	Non-executive (Independent Director)	0	No
-----------------	---	---	----

The Directors of the Company possess highest personal and professional ethics, integrity and values, and are committed to representing the long term interest of the stakeholders. As on 31st March, 2024, in compliance of Regulation 17 of the SEBI LODR Regulations the Company's Board comprises 5 (Five) Directors with considerable experience in their respective fields and out of these 3 (Three) Directors are Non-Executive Directors, Independent Directors including one-woman director. The Chairman of the Board is an Executive Director

Details of Composition, Category of Directors, their other Directorships, Committee memberships:

Composition and Category of Directors						
Sr. No.	Name	Designation	Category	Directorship in other companies (excluding the company)	Board Committees on which member (including the Company)	Board Committees on which Chairperson (including the Company)
1.	Vineet Pandey	Joint Managing Director	Promoter, Executive Director	2	1	0
2.	Vishal Panchal	Chairman & Managing Director	Promoter, Executive Director	2	1	0
3.	Smriti Chhabra	Independent Director	Non - Executive Director	0	3	2
4.	Hardik Dave	Independent Director	Non - Executive Director	0	1	0
5.	Sagar Arole	Independent Director	Non - Executive Director	0	3	1

No Director is related to any other Director on the Board in terms of the definition of relative given under the Companies Act, 2013.

Information placed before the Board

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of SEBI LODR Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Independent Directors Meeting

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance. During the year under review, the Independent Directors met on 30th March, 2024 inter alia:

- a. to review the performance of Non Independent Directors and the Board of Directors as a whole;
- b. to review the performance of the Chairperson of the Board, taking into account the views of the Executive and Non - Executive Directors.
- c. access the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. The Directors expressed their satisfaction with the evaluation process.

AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee with its members being Non-Executive and Executive Directors, to oversee the accounting and financial governance of the Company. The Committee acts as a link between the management, statutory auditors and the Board of Directors. The Audit Committee met 4 (Four) times during the year 2023-2024 on 30.05.2023, 27.09.2023, 08.11.2023 and 12.01.2024. Details of Committee meetings held during the year ended 31st March, 2024 and attendance of members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Smriti Chhabra	Member	Non-Executive (Independent Director) , Chairperson	4	4
2	Vineet Pandey	Member	Executive Director	4	4
3	Sagar Arole	Member	Non-Executive (Independent Director)	4	4

The role and terms of reference of the Audit Committee covers the areas mentioned in Part C of Schedule II read with Regulation 18 of the SEBI (LODR) Regulations and Section 177 of the Companies Act, 2013, as amended from time to time, which inter alia includes:

1. the recommendation for appointment, remuneration and terms of appointment of auditors of the company;

2. review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. examination of the financial statement and the auditors' report thereon;
4. approval or any subsequent modification of transactions of the company with related parties;
5. scrutiny of inter-corporate loans and investments;
6. valuation of undertakings or assets of the company, wherever it is necessary;
7. evaluation of internal financial controls and risk management systems;
8. Monitoring the end use of funds raised through public offers and related matters.

NOMINATION AND REMUNERATION COMMITTEE

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations. During the year under review, the Committee met 02 (Two) times on 06.09.2023 and 12.01.2024 Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Smriti Chhabra	Member	Non-Executive (Independent Director), Chairperson	2	2
2	Sagar Arole	Member	Non-Executive (Independent Director)	2	2
3	Hardik Dave	Member	Non-Executive (Independent Director)	2	0

The terms of reference of the Committee:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their

appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Performance Evaluation of Independent Directors:

The Performance Evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. The evaluation questionnaire form in respect of each independent director was filled up by the directors. The independent directors were evaluated on the basis of criteria such as skills, knowledge, discharge of duties, level of participation in the meetings etc.

Nomination & Remuneration Policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high calibre talent. Executive Directors are entitled for the remuneration by way of salary and commission not to exceed limits prescribed under the

Companies Act, 2013 read with Schedule V of the said Act. The Joint Managing Directors is appointed for a period of 5 years. The details of remuneration paid to Managing Director during the year ended 31st March, 2024, have been provided under Notes on Accounts. Remuneration to Directors as given in Schedule V of Part C Except for drawing remuneration, none of the Directors have any other materially significant related party transactions, pecuniary relationship or transaction with the Company.

No compensation is paid to Non-Executive Directors except sitting fees. No sitting fee is paid to the Executive Director for attending the board meetings.

STAKEHOLDERS RELATIONSHIP COMMITTEE

In accordance with Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, the Company has constituted Stakeholders Relationship Committee to consider transfer of shares and resolve the grievances of security holders of the company including complaints related to transfer of shares, non - receipt of dividends, interest, non-receipt of balance sheet etc. During the year under review, the Committee met 01 (One) times, on 30.03.2024. Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	No. of Meetings	
				Held	Attended
1	Smriti Chhabra	Member	Non-Executive (Independent Director)	1	1

2	Vishal Panchal	Member	Executive Director	1	1
3	Sagar Arole	Member	Non-Executive (Independent Director), Chairperson	1	1

During the year ended March 31, 2024 the Company has not received any complaint from investors. Status of Investor complaints received during the year under review is as follows:

Particulars	Pending as on 1st April, 2023	Received during the year	Disposed during the year	Pending as on 31st March, 2024
No. of Complaints	NA	Nil	Nil	Nil

RISK MANAGEMENT COMMITTEE

Pursuant to Regulation 21 (5) of the SEBI (LODR) Regulations, it is not mandatory for the Company to constitute Risk Management Committee. The Company has formulated and adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Risk Management Policy is available on the website of the Company www.kaarya.co.in.

SUBSIDIARY COMPANY

During the year under review, the Company has no any subsidiary company.

DISCLOSURES

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis. The Management Discussion and Analysis Report is prepared in accordance with the requirements laid out in Schedule V of the SEBI (LODR) Regulations.

ELECTRONIC SERVICE OF DOCUMENTS TO MEMBERS AT THE REGISTERED EMAIL ADDRESS

As a responsible corporate citizen, your Company has been continuously supporting the “Green Initiatives” taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI). Accordingly, in respect of members who have registered their email addresses, the Company have been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rules provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable.

Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes.

In view of the above, the Company shall send all documents to members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/updated from time to time. We wish to reiterate that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time.

Please note that the Annual Report of the Company will also be available on the Company's website www.kaarya.co.in for viewing/downloading. However, in case you do desire to receive the Annual Report in physical form, you are requested to inform us by sending an email to info@kaarya.co.in indicating your decision. You will be entitled to receive a copy of the annual report at free of cost.

MANAGING DIRECTOR AND CFO CERTIFICATION

Certificate on Financial Statements from Mr. Vineet Pandey, Joint Managing Director and Mr. Prashant Panchal, Chief Financial Officer of the Company in terms of Regulation 17(8) of the SEBI (LODR) Regulations entered into with the BSE Limited was placed before the Board of Directors of the Company at their meeting held on 5th September, 2024.

COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. SARK & Associate LLP, Company Secretaries in terms of Part E of Schedule V of the SEBI (LODR) Regulations is attached and forms part of this report.

OTHER DISCLOSURES

Materially significant related party transactions

The Company has not entered into any transaction with related parties for the year under review as per the provisions of Section 188 of the Companies Act, 2013.

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. There are no material pecuniary transactions with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure. Pursuant to Regulation 23 of the SEBI (LODR) Regulations the Company has formulated policy on Materiality of Related Party Transactions and the same is available on website of the Company www.kaarya.co.in.

DETAILS OF NON-COMPLIANCE

The Company has complied with the requirements of the SEBI (LODR) Regulations as well as the regulations/guidelines prescribed by the Securities and Exchange Board of India. There has been no instance of non-compliance by the Company or no penalties were imposed on the Company by the BSE Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company's Whistle Blower Policy is in line with the provisions of the Sub-section 9 and 10 of Section 177 of the Companies Act and Regulation 22 of the SEBI LODR Regulations. The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of illegal, unethical behaviour or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the members of Audit Committee for their review. The Whistle Blower Policy is available on the website of the Company www.kaarya.co.in.

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT /UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account. All mandatory requirements as per Chapter IV of the Listing Regulations have been complied with by the Company.

GENERAL BODY MEETING

Location and time of last three AGMs held

Year ended 31st March	Date of AGM	Time of AGM	Venue
2023	29/09/2023	11.00 A.M.	Unit No 1101, Lotus Link Square, D N Nagar, New Link road, Andheri West Andheri, Mumbai 400053
2022	30/09/2022	04.00 P.M.	115, 1 Floor, Adani Western Heights, J P road, Opp Gurudwara, Andheri (W), Mumbai - 400058.
2021	30/9/2021	04.00 P.M.	Unit No 115, 1st Floor, Inspire Hub, Adani Western Heights, J P Road, Andheri West, Mumbai 400058.

Means of communications

All vital information relating to the Company viz. financial results, annual reports, shareholding patterns, press releases, information on new developments and business opportunities are available on the Company's website www.kaarya.co.in and the copies of the same are also sent to BSE Ltd. Shareholders information forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time and Venue	Monday, 30 th September, 2024 at 11.00 a.m. at the registered office of the Company
Financial Year 1 st April to 31 st March	
- Financial reporting for the half year ending September 30, 2023	On or before November 14, 2023
- Financial reporting for the year ending March 31, 2024	On or before May 30, 2024
Date of Book Closure	24 th September, 2024 to 30 th September, 2024 (both days inclusive)
Dividend Payment Date	N.A.
Listing on Stock Exchanges and Address	BSE Limited PJ Towers, Dalal Street, Mumbai 400 001
Stock Code	Code - 540756
Listing fees	The Listing fees paid to the BSE for the financial year 2023-2024
Market Price data	The Company's Shares are frequently traded
Registrar and Share transfer agents	KFin Technologies Private Limited Address : Selenium Building, Tower-B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi,

	Telangana, India, 500032.
Share Transfer System	Entire Share Capital of the Company is in Demat Format.
SEBI Complaints Redress System (SCORES)	The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.
Dematerialization of shares and liquidity	The Company's equity shares have been admitted in electronic/dematerialized mode by both Central Depository Services (India) Limited and National Securities Depository Limited under the International Securities Identification Number (ISIN) INE282Y01016 This number is required to be mentioned in each correspondence relating to the dematerialization of shares of the Company. As on 31st March, 2024, 9350258 equity shares representing 100% of the company's total number of shares have been dematerialized.
E-Voting facility to members	In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL
Plant Locations	NA
Registered Office and Address for correspondence	Kaarya Facilities And Services Limited Unit No 1101, Lotus Link Square, D N Nagar, New Link road, Andheri West Andheri, Mumbai 400053.

STOCK MARKET DATA

The Monthly High and Low quotation of equity shares traded on BSE are as under:

Month	BSE	
	High	Low
April, 2023	8.24	6.05
May, 2023	9.48	5.69
June, 2023	8.30	8.30
July, 2023	8.30	8.30
August, 2023	8.30	8.30
September, 2023	7.48	6.03
October, 2023	6.03	5.85
November, 2023	6.14	5.29
December, 2023	5.29	3.80
January, 2024	7.28	4.86
February, 2024	6.92	6.58
March, 2024	6.58	6.58

Distribution of Shareholding as on March 31, 2024

KAARYA FACILITIES AND SERVICES LIMITED					
Distribution Schedule As On 31/03/2024 (Total)					
Sno	Category	No.of Holders	% To Holders	No.of Shares	% To Equity
1	1-500	1	0.58	200	0.00
2	2001- 3000	1	0.58	3000	0.03
3	3001- 4000	1	0.58	3900	0.04
4	5001- 10000	100	58.48	603904	6.46
5	10001-20000	27	15.79	382128	4.09
6	20001 and Above	41	23.98	8357126	89.38
	Total:	171	100.00	93502580.00	100.00

Shareholding Pattern as on March 31, 2024

Category	No. of Shares held	Percentage of Shareholding
Promoter's holding		
- Indian Promoters	5183260	55.43
- Foreign Promoters	-	-
Non-Promoters Holding		
Foreign Institutional Investors	-	-
Bodies Corporate	714000	7.64
Indian Public	3344998	35.77

Non-Resident Indians	108000	1.16
Total	93,50,258	100

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015.

Discretionary Disclosures

The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non mandatory requirements to the extent mentioned below:

- a. Shareholders' Rights: As the half yearly financial results are posted on the Company's website, the same are not being sent separately to the shareholders.
- b. Audit Qualifications: The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.
- c. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI
Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

The Members of Kaarya Facilities and Services Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Kaarya Facilities and Services Limited having CIN: L93090MH2009PLC190063 and having registered office at Unit No 1101, Lotus Link Square, D N Nagar, New Link road, Andheri West Andheri, Mumbai 400053. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Ministry of Corporate Affairs or Securities Exchange Board of India or any such other Statutory Authority

Sr No	Name of Director	DIN	Date of Appointment
1	Mr. Vineet Pandey	00687215	03/02/2009
2	Mr. Vishal Panchal	00687445	03/02/2009
3	Mr. Smriti Davinder Chhabra	07894310	29/07/2017
4	Mr. Hardik Dave	09383091	31/12/2021
5	Mr. Sagar Arole	07438351	30/12/2020

Ensuring the eligibility for appointment/continuity of every Director on the Board is the responsibility of the management of the company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. `

Date: 05.09.2024

Place: Mumbai

UDIN: A022135F001144652

For & on behalf of
SARK & Associates LLP

Sd/-

Sumit Khanna

(Designated Partner)

Company Secretaries

CP No. 9304 / Membership No. 22135

MANAGING DIRECTOR/CFO CERTIFICATION

To,
The Board of Directors,
Kaarya Facilities and Services Limited

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violate of the Company's Code
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps and we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes in internal control over financial reporting during the year.
 - b. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Kaarya Facilities And Services Limited

Place: Mumbai
Date: 05.09.2024

Sd/-
Vineet Pandey
(Joint Managing Director)
DIN : 00687215

Sd/-
Prashant Panchal
(CFO)

Sd/-
Vishal Panchal
(Chairman & Managing Director)
DIN : 00687445

Declaration regarding compliance by Board Members and Senior Management Personnel with the Company's Code of Business Conduct & Ethics

This is to certify that the Company has laid down Code of Business Conduct & Ethics for all Board Members and Senior Management Personnel of the Company and the copies of the same are uploaded on the website of the Company - www.kaarya.co.in

Further certified that the Members of the Board of Directors and Senior Management Personnel have affirmed having complied with the Code applicable to them during the year ended 31st March, 2023.

For Kaarya Facilities And Services Limited

**Place: Mumbai
Date: 05.09.2024**

**Sd/-
Vineet Pandey
(Joint Managing Director)
DIN : 00687215**

**Sd/-
Vishal Panchal
(Chairman & Managing
Director)
DIN : 00687445**

CORPORATE GOVERNANCE CERTIFICATE

**To
The Members,
Kaarya Facilities and Services Limited.**

We have examined the compliance of conditions of Corporate Governance by Kaarya Facilities and Services Limited. ("the Company"), for the year ended on 31st March, 2024, as stipulated in:

- Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27, 46 (2)(b) to (i) and para C, D & E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR).

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For SARK & Associates LLP
Company Secretaries**

Sd/-
**Sumit Khanna
Designated Partner**

**Membership No. 22135
CP No. 9304
UDIN: A022135F001144707**

**Place: Mumbai
Date: 05.09.2024**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

About your company

The last couple of years immediately after the pandemic, the Facility Management industry has emerged stronger and pivotal to the Indian growth story. As the economy builds, the Facility Management industry is also equipping itself with the tools, skills and customer centricity to play a more mature role as a valued partner. Services being the strength of the Indian economy, the Facility Management industry is already deeply entrenched in this segment servicing diverse set of sectors such as IT, ITES, Ecom, BFSI and more. Your company has adapted itself to the new matured reality and has made significant efforts to equip itself to cater to this segment.

Indian growth story is also being driven by investments in high skill manufacturing, Logistics & Warehousing, establishment of Global Capability Centres (GCCs) and the new economy especially Energy, Co-Living, Co-working, EV manufacturing etc. Your company has made rapid inroads into these new segments and acquired many clients that are the at the forefront of such innovations. Your company has continued its focus towards partnering the government segments and added more clients to further increase its government business.

Your company is today one of the few truly Indian Integrated Facility Management company that competes with the global best and has deep capabilities in service delivery as well as a Pan India Presence. Your company has expanded its client portfolio and today has a presence in every corner of the country. As our order book grows, your company is focussed on having the most progressive HR policies that fosters innovations and ownership amongst our workforce that in turn result in improved customer satisfaction.

Future

Your company is determined to deliver superior financial performance as it emerges stronger from the Pandemic interruptions. The industry has become highly competitive, where customers want global standards of service delivery at extremely economical pricing. Your company is determined to continue growing its order book, by leveraging its capabilities in delivering complex service delivery models as well as diverse geographical presence; while at the same time offer high value services that help in improving our margins. As our order book grows, and with our focus on containing our indirect expenses, Your company is hopeful of returning to its profitable path.

Opportunities

The facility management services industry in India presents promising opportunities driven by rapid urbanization, the expanding real estate sector, and a growing emphasis on efficiency, sustainability, and compliance. Companies can capitalize on the demand for property

maintenance, security, energy management, and technology-driven solutions in both commercial and residential properties. Specialized services, compliance consulting, health and safety solutions, energy management, and a focus on enhancing customer experiences within facilities are key areas offering significant growth potential in this dynamic and evolving sector.

Operating Results of the Company

The financial statements have been prepared in compliance with the requirements of the Companies Act 2013 and Accounting Standards (AS) notified by the companies (Accounting Standards) Rules, 2006. The salient features of the company performance are:-

- Total Sales of Rs. 29,17,50,211/-
- Net profit of Rs. - (5,05,80,631)/-
- Earnings per share for the year of Rs. -5.41 of Rs. 10/share which was Rs. -1.09 (Diluted) previous year.
- Net worth of Rs. (1,63,99,874)/- as on March 31, 2024, Kaarya Facilities and Services Limited.

Disclosure by the Management

Your board has not received any disclosure by the management relating to any material, financial and commercial transactions where any of the managerial staff has personal interest that may have a potential conflict with the interest of the company at large.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the Company's objective, projections and estimates, are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental/related factors. This MD&A provides analysis of the operating performance of the company's two business segments, as well as a discussion of cash flows, the impact of risks and outlook for the business, Additional information about the company. This discussion and analysis is the responsibility of management. The Board of Directors carries out its responsibilities for review of this disclosure principally through its Audit Committee, comprised exclusively of independent directors. The Audit Committee has reviewed and approved this disclosure and it has also been approved by the Board of directors.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

Secretarial Compliance Report of Kaarya Facilities and Services Limited for the year ended 31st March, 2024

I, Sumit Khanna, Designated Partner of SARK & Associates LLP, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Kaarya Facilities and Services Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this

certification,for the year ended 31st March,2024 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NA

2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ● All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	NA
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ● The Listed entity is maintaining a functional website ● Timely dissemination of the documents/information under a separate section on the website ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA	NA

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	NA
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	NA
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	Yes	NA
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA

11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>The Company, its Directors and CFO had received Notice dated 22nd November, 2023 from SEBI for financial year 2018-2019. The Company had replied to notice and the Directors had personally appeared before the adjudicating officers of SEBI on Jan 18,2024 and made the submissions. Subsequently the Adjudicating officer passed an order dated 28th March, 2024 from SEBI imposing monetary penalty on the Company, the Directors and the CFO aggregating to Rs. 10,00,000.</p>	Observations given	The Company, its Directors and CFO has paid penalty amounting to INR 10,00,000 on 13th May, 2024.
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for any SEBIregulation/circular/guidance note etc.</p>	NA	NA
	<p>Also received ROC order under Section 206(4) of Companies Act 2013 dated 7th November, 2023. The Company has replied to the notice on November 23, 2023 .</p>		The ROC has not yet taken any further action on the matter.

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations,2015;

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations,2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations,2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations,2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i)(other regulations as applicable) and circulars/ guidelines issued thereunder;
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks

	No Non-Compliance	N.A	No Deviation	NA	NA	NA	NA	NA	No	NA
--	-------------------	-----	--------------	----	----	----	----	----	----	----

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
		NA	No Deviation	NA	NA	NA	NA	NA	No	NA

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		

	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	NA	NA
2.	Other conditions relating to resignation of statutory auditor		
	<ul style="list-style-type: none"> i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: <ul style="list-style-type: none"> a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. 	NA	NA

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	NA

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Sark and Associates LLP

Company Secretaries

Place: Mumbai

Date: 30.05.2024

UDIN: A022135F000495291

Sumit Khanna

Membership No.22135

COP No. 9304

KAARYA FACILITIES AND SERVICES LIMITED

1101, 11th Floor, Lotus Link Square, D N Nagar, New link Road, Andheri West, Mumbai - 400053

CIN - L93090MH2009PLC190063

BALANCE SHEET AS AT 31-MARCH-2024

Sr No	PARTICULARS	Note No.	31-Mar-24	31-Mar-23
			Rs. in Thousand	Rs. in Thousand
I. EQUITY AND LIABILITIES				
1. Shareholders' funds				
	(a) Share Capital	2	93,503	93,503
	(b) Reserves and Surplus	3	(109,903)	(59,322)
	(c) Money received against share warrants		-	-
			(16,400)	34,181
2. Share application money pending allotment				
(To the extent not refundable)				
3. Non-current liabilities				
	(a) Long-term Borrowings	4	2,216	29,682
	(b) Deferred Tax Liabilities (Net)	5	-	-
	(c) Other Long Term Liabilities		-	-
	(d) Long-term Provisions	6	1,770	-
			3,986	29,682
4. Current Liabilities				
	(a) Short term borrowings	7	66,886	19,972
	(b) Trade payables	8		
	(A) total outstanding dues of Micro Enterprises and Small Enterprises		1,467	467
	(B) total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		4,580	3,160
	(c) Other current liabilities	9	109,538	77,304
	(d) Short term provisions	10	3,648	3,447
			186,119	104,351
	TOTAL		173,705	168,214
II ASSETS				
1. Non-current assets				
	(a) Property, Plant and Equipments and Intangible Assets	11		
	(i) Property, Plant and Equipments		22,274	27,005
	(ii) Intangible assets		3,992	5,246
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current investments		-	-
	(c) Deferred tax assets (net)	5	1,115	770
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets	12	202	448
			27,583	33,469
2. Current assets				
	(a) Current investments		-	-
	(b) Inventories	13	12,979	15,608
	(c) Trade receivables	14	55,170	42,421
	(d) Cash and Cash Equivalents	15	25,450	16,287
	(e) Short-term loans and advances	16	31,623	27,396
	(f) Other current assets	17	20,900	33,032
			146,122	134,745
	TOTAL		173,705	168,214
	Significant accounting policies and notes to accounts	1		

As per our report of even date attached
For Shetty Naik and Associates
Chartered Accountants
ICAI Firm Registration Number: 124851W

SD/-
CA. Jagdish Shetty
Partner
Membership No.: 111936
Date: 30 May 2024
UDIN:24111936BKCJBP4064

For an on behalf of Board of Directors of
Kaarya Facilities And Services Limited

SD/-
Vishal Panchal
Joint Managing Director
DIN: 00687445

SD/-
Vineet Pandey
Managing Director
DIN: 00687215

SD/-
Prashant Panchal
CFO

SD/-
Saurabh Akhouri
Company Secretary

KAARYA FACILITIES AND SERVICES LIMITED
1101, 11th Floor, Lotus Link Square, D N Nagar, New link Road, Andheri West, Mumbai - 400053
CIN - L93090MH2009PLC190063

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31-MARCH-2024

Sr.No	PARTICULARS	Note No.	For the Year Ended 31-MARCH-2024	For the Year Ended 31-MARCH-2023
			Rs. in Thousand	Rs. in Thousand
I	Revenue from Operations	18	291,750	223,316
II	Other Income	19	2,672	2,375
III	Total Income (I + II)		294,422	225,691
IV	Expenses			
	Cost of Material Consumed		-	-
	Purchase of Stock in Trade	20	7,550	5,491
	Changes in Inventories		-	-
	Employee Benefits Expenses	21	259,077	206,090
	Other Expenses	22	57,941	30,056
	Total Expenses		324,568	241,638
V	Profit before Interest, Depreciation and Tax (III-IV)		(30,146)	(15,946)
	Finance Costs	23	7,242	5,552
	Depreciation And Amortization Expenses	11	7,211	9,585
VI	Profit before exceptional and extraordinary items and tax		(44,599)	(31,083)
VII	Exceptional Items	24	6,326	43,912
VIII	Profit before extraordinary items and tax (VI-VII)		(50,925)	(74,996)
IX	Extraordinary items		-	-
X	Profit before tax (VIII-IX)		(50,925)	(74,996)
XI	Tax expense:			
	(1) Current tax		-	-
	(2) Deferred tax		(344)	(572)
	(3) Tax expense for prior period		-	3,447
			(344)	2,875
XII	Profit for the period from continuing operations (X - XI)		(50,581)	(77,871)
XIII	Profit/(Loss) for the period from discontinuing operations		-	-
XIV	Tax expense of discontinuing operations		-	-
XV	Profit/(Loss) from discontinuing operations (after tax) (XIII-XIV)		-	-
XVI	Profit/(Loss) for the period (XII + XV)		(50,581)	(77,871)
XVII	Earnings per equity share:			
	(1) Basic		(5.41)	(1.09)
	(2) Diluted		(5.41)	(1.09)
	See accompanying notes to the financial statements	1		

As per our report of even date attached
For Shetty Naik and Associates
Chartered Accountants
ICAI Firm Registration Number: 124851W

SD/-
CA. Jagdish Shetty
Partner
Membership No.: 111936
Date: 30 May 2024

For an on behalf of Board of Directors of
Kaarya Facilities And Services Limited

SD/-
Vishal Panchal
Joint Managing Director
DIN: 00687445

SD/-
Prashant Panchal
CFO

SD/-
Vineet Pandey
Managing Director
DIN: 00687215

SD/-
Saurabh Akhouri
Company Secretary

Cash Flow Statement for the Year Ended 31-Mar-2024

Sr no.	Particulars	For the year ended 31-Mar-2024		For the year ended 31-Mar-2023	
		Rs. in Thousand		Rs. in Thousand	
A	CASH FLOW FROM OPERATING ACTIVITIES				
	(Profit/Loss) before exceptional items, prior period items and tax:		(50,925)		(74,996)
	Adjustments for :				
	Depreciation and amortisation	7,211		9,585	
	Interest Received	(2,533)		(1,526)	
	Interest Expense	7,242		5,552	
			11,920		13,611
	Operating Profit before working capital changes		(39,005)		(61,385)
	Adjustments for:				
	(Increase)/Decrease in Other Current Asset	12,132		(7,841)	
	(Increase)/Decrease in Short Term Loans and Advances	(4,228)		(4,817)	
	(Increase)/Decrease in Trade receivables	(12,749)		12,692	
	(Increase)/Decrease in Inventories	2,629		19,711	
	(Increase)/Decrease in Investments	-		-	
	Increase/(Decrease) in Trade payables	2,421		1,179	
	Increase/(Decrease) in Other Liabilities and Provisions	32,435		41,640	
			32,640		62,563
	Cash generated from Operations		(6,365)		1,176
	Less : Direct taxes paid		-		-
	Net cash from Operating Activities (A)		(6,365)		1,176
	Prior Period Adjustments (Other than Taxation)		-		-
	Net cash from Operating Activities (A)		(6,365)		1,176
B	CASH FLOW FROM INVESTING ACTIVITIES				
	Purchase of fixed assets		(1,226)		(452)
	Proceeds from sale of fixed assets		-		-
	Decrease / (Increase) in Deposits		-		-
	(Increase)/Decrease in Other Non Current Assets		246		2,148
	Interest received		2,533		1,526
	Dividend received		-		-
	Net Cash used in Investing Activities (B)		1,553		3,222
C	CASH FLOW FROM FINANCING ACTIVITIES				
	Receipt From Borrowings		5,500		5,211
	Repayment of Borrowings		(31,197)		(13,652)
	Increase/(Decrease) in Short Term Borrowing		46,915		9,040
	Interest Paid		(7,242)		(5,552)
	Proceeds from issue of Equity shares		-		-
	Net cash used Financing Activities (C)		13,976		(4,957)
	Net increase in cash and cash equivalents (A+B+C)		9,164		(557)
	Cash and cash equivalents at the beginning of the year		16,287		16,843
	Cash and cash equivalents at the end of the year		25,450		16,287

As per our report of even date attached
For Shetty Naik and Associates
Chartered Accountants
ICAI Firm Registration Number: 124851W

SD/-
CA. Jagdish Shetty
Partner
Membership No.: 111936
Date: 30 May 2024
UDIN:24111936BKCJBP4064

For an on behalf of Board of Directors of
Kaarya Facilities And Services Limited

SD/-
Vishal Panchal
Joint Managing Director
DIN: 00687445

SD/-
Prashant Panchal
CFO

SD/-
Vineet Pandey
Managing Director
DIN: 00687215

SD/-
Saurabh Akhouri
Company Secretary

KAARYA FACILITIES & SERVICES LIMITED
CIN - L93090MH2009PLC190063
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31-MARCH-2024

(Amounts in Thousands except Nos. of Shares)

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023		
	Rs.	Rs.	Rs.	Rs.	
NOTE '2'					
SHARE CAPITAL					
a. Authorised		200,000		100,000	
2,00,00,000 Equity Shares of Rs. 10/- each [Previous Year : 1,00,00,000 Equity Shares of Rs.10/- each]					
b. Issued, Subscribed and Fully Paid up		93,503		93,503	
93,50,258 Equity Shares of Rs.10/- each fully paid-up [Previous Year : 93,50,258 Equity Shares of Rs.10/- each]					
TOTAL		93,503		93,503	
c. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:					
	Nos	Rs.	Nos	Rs.	
Equity Shares at the beginning of the year	9,350,258	93,503	4,675,129	46,751	
Add: Shares issued During the Reporting Period	-	-	-	-	
Add: Bonus Shares Issued	-	-	4,675,129	46,751	
Total	9,350,258	93,503	9,350,258	93,503	
Less: Buy back of Shares	-	-	-	-	
Less Reduction in Capital	-	-	-	-	
Equity shares at the end of the year	9,350,258	93,503	9,350,258	93,503	
d. Rights, Preferences & Restrictions attached to Equity Shares					
The Company has one class of equity shares having a par value of Rs.10/- (Rs.10/-) each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.					
During the year ended 31st March, 2024, the amount of per share dividend recognised as distribution to equity shareholders was Rs. Nil/-. (Previous Year "NIL")					
e. Details of shareholders holding more than 5% shares in the company					
Name Of Shareholders	In Nos	In %	In Nos	In %	
Vineet Pandey	2,591,630	27.72	2,591,630	27.72	
Vishal Panchal	2,591,630	27.72	2,591,630	27.72	
Marfatia Stock Broking Pvt Ltd	558,000	5.97	168,000	1.80	
f. During FY 2022-23, the company has issued 46,75,129 Equity Shares as fully paid up by way of Bonus Shares.					
g. Disclosure of shareholding of Promoters					
Promoter Name	As at 31-Mar-2024		As at 31-Mar-2023		% Change during the year
	Nos. of shares	% of Total Shares	Nos. of shares	% of Total Shares	
Vineet Pandey	2,591,630	27.72%	2,591,630	27.72%	0.00%
Vishal Panchal	2,591,630	27.72%	2,591,630	27.72%	0.00%
Total	5,183,260	55.43%	5,183,260	55.43%	
h. Shares in respect of each class in the company held by its holding company or its ultimate holding company including shares held by or by subsidiaries or associates of the holding company or the ultimate holding company in aggregate - NA					
i. Shares reserved for issue under options and contracts/commitments for the sale of shares/disinvestment, including the terms and amounts -NA					
j. Terms of any securities convertible into equity/preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date -NA					
k. Calls unpaid (showing aggregate value of calls unpaid by directors and officers) - NA					
l. Forfeited shares (amount originally paid-up) - NA					
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023		
	Rs.	Rs.	Rs.	Rs.	
NOTE '3'					
RESERVES AND SURPLUS					
Securities Premium					
Opening Balance		-		38,025	
Add : Received on Issue of Shres		-		-	
Less : Utilised for Bonus issue		-		(38,025)	
Less : Utilisation		-		-	
Closing Balance	(A)	-		-	
Surplus (Balance in Statement of Profit and Loss)					
Opening Balance		(59,322)		27,275	
Add: Profit During the Year		(50,581)		(77,871)	
Add/(Less): Appropriations/ Adjustment		-		-	
Less: Bonus Issue		-		(8,726)	
Closing Balance	(B)	(109,903)		(59,322)	
TOTAL	(A+B)	(109,903)		(59,322)	

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '4'				
LONG TERM BORROWINGS				
a. Secured				
Term Loans				
From Bank				
(Primary Secured by way of Hypothecation of Book Debts, Stock and Machinery)				
(Collateral Security in the form of Mortgage of Residential House Property in the name of Directors, Fixed Deposits in the name of the company and Director)				29,682
(Repayable in 48 month, Last Installment - 01-July-2024, Rate of Interest - 9.25%)				
b. Unsecured				
From NBFC				
Atul Adani Financial Services Pvt Ltd		208		-
(Repayable in 36 Bi Monthly EMI, Last EMI - 10 May 2025, Rate of Interest - 21%)				
Neo Growth Credit Pvt Ltd-ROI		2,008		-
(Repayable in 30 EMI, Last EMI - 05 Sept 2026, Rate of Interest - 23.99%)				
TOTAL		2,216		29,682
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '5'				
DEFERRED TAX LIABILITY (NET)				
Deferred Tax Liabilities				-
<u>Deferred Tax Assets</u>				
On Account of depreciation under The Companies Act, 2013 and The Income Tax Act, 1961		1,115		770
TOTAL		1,115		770
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '6'				
Long Term Provision				
Provision for Gratuity		1,770		-
TOTAL		1,770		-
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '7'				
SHORT TERM BORROWINGS				
(a)Secured				
A)From Bank - Cash Credit Account				
(Secured by Hypothecation of Book Debts, Stock and Machinery having credit limit of Rs.600 Lakhs, Rate of Interest - 14.80%)		60,130		15,142
B)Balance in current Accounts		-		509
(b)Unsecured				
Loans and advances from related parties				
Loans from Directors (Repayable on or after 01st April, 2025)				
Loan From Director-Mr. Vineet Pandey	3,378		1,623	
Loan From Director-Mr. Vishal Panchal	3,378	6,756	2,698	4,321
TOTAL		66,886		19,972

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023			
	Rs.	Rs.	Rs.	Rs.		
NOTE '8'						
TRADE PAYABLES						
(i) Trade Payables for Goods						
- total outstanding dues of micro enterprises and small enterprises		1,030		157		
- total outstanding dues of creditors other than micro enterprises and small enterprises		836		1,050		
(ii) Trade Payables for Expenses						
- total outstanding dues of micro enterprises and small enterprises		437		310		
- total outstanding dues of creditors other than micro enterprises and small enterprises		3,744		2,109		
		6,047		3,626		
Agewise Trade Payables as on 31-Mar-2024						
Particulars	Outstanding for following Periods from Date of Transaction					
	Less than 6 Months	Less than a year	1-2 Years	2-3 Years	More than 3 years	Total
MSME	1,464	-	3	-	-	1,467
Others	4,276	62	153	39	50	4,580
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	5,739	62	156	39	50	6,047
Agewise Trade Payables as on 31-Mar-2023						
Particulars	Outstanding for following Periods from Date of Transaction					
	Less than 6 Months	Less than a year	1-2 Years	2-3 Years	More than 3 years	Total
MSME	428	28	10	-	-	466
Others	2,988	15	138	-	19	3,160
Disputed Dues - MSME	-	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-	-
Total	3,416	43	148	-	19	3,626
NOTE '9'						
OTHER CURRENT LIABILITIES						
Other Payables						
Statutory Dues				72,929		50,763
Payable to employees				20,612		16,801
Audit Fees Payable				500		500
Provision for Expenses				11,835		993
SEBI Penalty Payable				600		-
Term Loans (Current Maturities of Long Term Borrowings)						
Secured						
From Bank						
Emergency Credit Line Guarantee Scheme (Primary Secured by way of Hypothecation of Book Debts, Stock and Machinery) (Collateral Security in the form of Mortgage of Residential House Property in the name of Directors, Fixed Deposits in the name of the company and the Director) (Repayable in 48 month, Last Installment - 01-July-2024, Rate of Interest - 9.25%)			403		8,247	
Unsecured						
From NBFC						
Atul Adani Financial Services Pvt Ltd (Repayable in 36 Bi Monthly EMI, Last EMI - 10 May 2025, Rate of Interest - 21%)			1,667		-	
Neo Growth Credit Pvt Ltd-ROI (Repayable in 30 EMI, Last EMI - 05 Sept 2026, Rate of Interest - 23.99%)			992		-	
				3,062		8,247
TOTAL				109,538		77,304
NOTE '10'						
SHORT TERM PROVISIONS						
Provision for Income Tax Assessed Liability				3,447		3,447
Provision for Gratuity				201		-
TOTAL				3,648		3,447

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023			
	Rs.	Rs.	Rs.	Rs.		
NOTE '12' OTHER NON-CURRENT ASSETS Security Deposits for Leashold Premises Security Deposit with Clients / Tender Deposits GST Refund Claim						
		50		295		
		62		63		
		90		90		
TOTAL		202		448		
Particulars	As at 31-MARCH-2023		As at 31-MARCH-2022			
	Rs.	Rs.	Rs.	Rs.		
NOTE '13' INVENTORIES Consumables and Stores (At Cost) (Goods-in-transit - Rs. Nil)						
		12,978		15,608		
TOTAL		12,978		15,608		
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023			
	Rs.	Rs.	Rs.	Rs.		
NOTE '14' TRADE RECEIVABLES Considered Good Undisputed trade receivables Disputed trade receivables						
		54,954		34,719		
		-		-		
Considered doubtful Undisputed trade receivables Disputed trade receivables						
		7,353		7,702		
		-		-		
Less : Provision for Doubtful Debts		62,307		42,421		
		7,137		-		
TOTAL		55,170		42,421		
Agewise Trade Receivables as on 31-Mar-2024	Outstanding for following Periods from Date of Booking of Transaction					
Particulars	Less than 6 Month	Less than a year	1-2 Years	2-3 Years	More than 3 years	Total
Undisputed Receivable-Considered Good	54,254	207	403	69	21	54,954
Undisputed Receivable-Considered Doubtful	-	-	-	54	7,299	7,353
Disputed Receivable-Considered Good	-	-	-	-	-	-
Disputed Receivable-Considered Doubtful	-	-	-	-	-	-
Total	54,254	207	403	123	7,320	62,307
Agewise Trade Receivables as on 31-Mar-2023	Outstanding for following Periods from Date of Booking of Transaction					
Particulars	Less than 6 Month	Less than a year	1-2 Years	2-3 Years	More than 3 years	Total
Undisputed Receivable-Considered Good	34,720	(8)	227	156	(27)	35,068
Undisputed Receivable-Considered Doubtful	-	-	154	7,199	-	7,353
Disputed Receivable-Considered Good	-	-	-	-	-	-
Disputed Receivable-Considered Doubtful	-	-	-	-	-	-
Total	34,720	(8)	382	7,355	(27)	42,421
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023			
	Rs.	Rs.	Rs.	Rs.		
NOTE '15' CASH & CASH EQUIVALENTS a. Cash in hand b. Balances with Bank i. In current accounts ii. In Fixed Deposits (Fixed deposits of Rs. 135.36 lacs/- has been lien marked for total banking facility against the said fixed deposits.) iii. In Recurring Deposits c. Other Bank Balances						
		3,082		1,822		
		5,176		-		
		16,992		14,365		
		200		100		
TOTAL		25,450		16,287		
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023			
	Rs.	Rs.	Rs.	Rs.		
NOTE '16' SHORT TERM LOANS AND ADVANCES Loans and advances to related parties Kaarya Next Solutions Pvt Ltd Others Advance against salaries Loan to Employee Imprest account Others						
		21,527		17,246		
		5,669		6,361		
		1,660		1,535		
		2,052		2,161		
		715		93		
TOTAL		31,623		27,396		

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '17'				
Other Current Assets				
Prepaid Expenses		122		985
WIP for FM Contract	16,191			16,191
Less: Provision for WIP	(9,865)	6,326		
Balances with Revenue Authorities		14,452		15,856
		20,900		33,032
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '18'				
REVENUE FROM OPERATIONS				
Sale of Services		291,750		223,316
TOTAL		291,750		223,316
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '19'				
OTHER INCOME				
Interest on Advances		1,598		985
Interest on Fixed Deposit		731		199
Interest on Recurring Deposit		1		342
Interest on Income Tax Refund		203		-
Other Income		9		
Sundry Balances Write back		130		849
TOTAL		2,672		2,375
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '20'				
COST OF MATERIAL CONSUMED				
Stock at Commencement		15,608		35,318
Purchases		4,023		4,131
Uniform Expenses (Others)		897		643
Less:- Stocks write off		-		18,991
Less:- Stocks at Closed		12,978		15,608
TOTAL		7,550		5,491
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '21'				
EMPLOYEE BENEFITS EXPENSES				
Salaries, Wages & Bonus		237,570		193,870
Contribution to P.F, E.S.I and Other Statutory Funds		20,994		11,853
Employee Workmen and Staff Welfare Expenses		513		367
TOTAL		259,077		206,090

Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '22'				
OTHER EXPENSES				
Advertising expenses	50		32	
Remuneration to Auditor				
Statutory Audit Fees	400		400	
Tax Audit Fees	100		100	
Business Promotion Expense	30		-	
Gratuity Provision	1,971		-	
Miscellaneous Expenses	31		8	
Director's Remuneration	5,480		4,080	
Donation	15		36	
Electricity Expenses	83		106	
Employees Background Verification Charges	2		38	
Expense Billable to Client-Outsourced Contract	14,504		12,739	
Insurance	761		321	
IT Expenses	178		226	
Listing Fees	25		125	
Office Expenses	1,291		2,438	
Printing & Stationery Expenses			103	
Prior Period Expenses	120		8	
Professional Fees	1,938		2,195	
Provision for Doubtful Debtors and WIP -Expense	17,002		2,321	
Provision of Expense for unbilled revenue	9,039		-	
ROC charges	15		482	
Rent, Rates & Taxes	3,488		1,945	
Penalty	600		-	
Sitting Fees	21		19	
Tender Fees	2		50	
Appeal Fees	33		-	
Recruitment Expenses	-		60	
Commission	-		1,500	
Travelling, Hotels stay and Related Expenses	760		723	
Sundry Balances Write off	2			
TOTAL		57,941		30,056
		57,941		30,056
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
NOTE '23'				
FINANCE COSTS				
Interest on Debentures	-		12	
Interest on Term Loan	2,728		3,562	
Interest on Cash Credit	3,185	5,913	1,462	5,036
Other Financial Costs				
Bank Charges	1,184		516	
Other Financial Charges	145	1,329	-	516
TOTAL		7,242		5,552
		7,242		5,552
Particulars	As at 31-MARCH-2024		As at 31-MARCH-2023	
	Rs.	Rs.	Rs.	Rs.
Exceptional Items				
EXCEPTIONAL ITEMS				
Provident Fund & ESI paid for earlier years	6,326		6,392	
Advance Salary	-		2,316	
Stocks Write off	-		18,991	
Salary of earlier period	-	6,326	16,213	43,912
		6,326		43,912
		6,326		43,912
NOTE '25'				
RELATED PARTY DISCLOSURES (AS-18)				
Related party transactions				
(a) Details of related parties and nature of relationship:				
Description of relationship	Name of Related Party			
Entities over which key management personnel and their relatives exercise significant influence	Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell tech and Services		Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell tech and Services	
Key Managerial Personnel	Mr.Vineet Pandey - JMD Mr.Vishal Panchal - CMD		Mr.Vineet Pandey - JMD Mr.Vishal Panchal - CMD	

KAARYA FACILITIES AND SERVICES LIMITED
CIN - L93090MH2009PLC190063
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024
NOTE '11' PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

Rs. In Thousands

Sr. No.	Description of Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 1/4/2023	Addition during the year	Adj. during the year	Total cost as at 31/3/2024	Depreciation as at 1/4/2023	Addition during the year	Depreciation Adj.	Total Dep. As at 31/3/2024	As at 31/3/2024	As at 31/3/2023
	Tangible Assets:										
1	Plant And Machinery	46,040	194	-	46,233	25,720	3,703	-	29,423	16,811	20,320
2	Computer & Peripherals	3,778	-	-	3,778	3,408	169	-	3,577	201	371
3	Furniture And Fixtures	13,040	1,032	-	14,072	8,335	1,363	-	9,698	4,374	4,704
4	Office Equipment	8,390	-	-	8,390	6,780	723	-	7,503	888	1,610
5	Intangible Assets:										
	Softwares	22,428	-	-	22,428	17,182	1,254	-	18,436	3,992	5,246
	TOTAL RS.	93,676	1,226	-	94,902	61,425	7,211	-	68,636	26,266	32,251
	PREVIOUS YEAR'S FIGURES	93,224	452	-	93,676	51,840	9,585	-	61,425	32,251	41,384

Note : Depreciation is calculated as per WDV Method

PARTICULARS	31 March 2024	31 March 2023
NOTE 26: CONTINGENT LIABILITIES		
Other Dues		
- Income Tax Dues		
A.Y 2018-19	4,113	4,113
- Provident Fund Dues		
A.Y 2020-21	2,861	-
A.Y 2021-22	2,233	-
A.Y 2022-23	1,428	-
Service Tax		
Service Tax Demand FY 2013-14 to 2016-17 (upto June 2017)	6,828	6,828
NOTE 27: Disclosures under the Micro, Small and Medium Enterprises Development Act, 2006		
The information have been determined to the extend such parties have been identified on the basis of information available with the		
Particulars	31 March 2024	31 March 2022
Amount unpaid as at year end - Principal	1,467	467
Amount unpaid as at year end - Interest	Nil	Nil
The amount of interest paid by buyer in terms of Sec.16 of The Micro, Small and Medium Enterprises	Nil	Nil
The amount of interest due and payable for the year of delay in making payment (which have been	Nil	Nil
The amount of interest accrued and remaining unpaid at the end of each accounting year	Nil	Nil
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under sec.23 of the Act	Nil	Nil
Note : DISCLOSURE IN RESPECT OF ASSET TAKEN ON OPERATING LEASE:		
Particulars	31st March, 2024	31st March, 2023
The Lease rentals payable in future in respect of operating leases as under:		-
Obligations Payable		-
Within One Year	1,980,000	-
Later than one year but not later than five years	1,980,000	-
Beyond five years	-	-

Notes forming part of Financial Statements for the year ended 31st March, 2024

Note No. 28 Particulars

a. **Title deeds of immovable properties not held in the name of company**
The Company does not hold any immovable property during the year, therefore this disclosure is not applicable.

b. **Revaluation of Property Plant and Equipment**
During the year the company has not revalued the Property Plant and Equipment

c. **Loans or Advances in nature of loans granted to promoters, directors, KMPs and the related parties (severally or jointly)**

During the year, the company has advanced loan to its associate company "Kaarya Next Solutions Private Limited" and the said loan is repayable on demand without specifying the terms or period of repayment:

Type of Borrower	Amount of Loan or Advance in the nature of Loan outstanding	Percentage to the total loans and Advances in the nature of loans
Promoters	-	-
Directors	-	-
KMPs	-	-
Related Parties (Associate Company)	21,527.00	69.65%

d. **Capital-Work-in Progress (CWIP)**
The company does not have any capital work in progress hence reporting in this regard is not applicable.

e. **Details of Benami Property held**

There are no proceedings initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder

f. **Borrowings from banks and financial institutions on the basis of security of the current assets**

The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns filed by the Company with such banks or financial institutions are not in agreement with the unaudited books of accounts of the Company of the respective quarters. The details of variations are as under:

Sundry Debtors

Quarter	As per Statement filed with the Bank	As per Books of Accounts	Difference	Reason for Variance
Q1	20,481,774	19,621,130	860,643.82	Due to our practice of submitting the stock statement by the 10th of each month, there is often a discrepancy between the debtors reported in the stock statement and those in our books. This is primarily because, at the time of submission, some billing remains pending as we await client approvals. Consequently, we include an estimate of unbilled debtors in the stock statement, leading to a difference in the reported figures.
Q2	23,270,763	40,104,029	-16,833,266	
Q3	68,407,922	8,112,518	60,295,404	
Q4	69,326,591	59,298,416	10,028,175	

Sundry Creditors:

Quarter	As per Statement filed with the Bank	As per Books of Accounts	Difference	Reason for Variance
Q1	298,832	3,130,946	-2,832,114	we report creditors relating to purchase of materials, uniform machinery and tools.
Q2	1,709,356	3,317,477	-1,608,121	
Q3	1,805,061	3,891,320	-2,086,259	
Q4	1,737,328	6,046,835	-4,309,507	

g. **Wilful Defaulter**
The company has not been declared as wilful defaulter by any bank or financial institution or government or any government authority.

h. **Relationship with Struck off Companies**
The company has not entered in any transaction with struck off companies during the financial year.

i. **Registration of charges or satisfaction with Registrar of Companies**
The company has registered all the charges or satisfaction as required with the Registrar of Companies within the statutory period

j. **Compliance with number of layers of companies**
The company does not have any subsidiaries during the financial year. Hence the restrictions prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 is not applicable.

k. **Compliance with approved Scheme(s) of Arrangements**
The company is not under any scheme of Arrangements as prescribed under sections 230 to 237 of the Companies Act, 2013. Hence, there is no effect of such schemes in the books of accounts as at end of the year.

Notes forming part of Financial Statements for the year ended 31st March, 2024

Note No. 28	Particulars				
1.	<p>Utilisation of Borrowed funds and share premium</p> <p>(A) Where company has advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:</p> <p>(i) 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)</p> <p>(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries; the company shall disclose the following:-</p> <p>(I) date and amount of fund advanced or loaned or invested in Intermediaries with complete details of each Intermediary.</p> <p>(II) date and amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries alongwith complete details of the ultimate beneficiaries</p> <p>(III) date and amount of guarantee, security or the like provided to or on behalf of the Ultimate Beneficiaries</p> <p>(IV) declaration that relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act has been complied with for such transactions and the transactions are not violative of the Prevention of Money-Laundering act, 2002 (15 of 2003);</p>				
m.	<p>Corporate Social Responsibility</p> <p>The Provisions of Corporate Social Responsibility under Section 135 of The Companies Act, 2013 is not applicable to the company.</p>				
n.	<p>Undisclosed Income</p> <p>The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the current period in the tax</p>				
o.	<p>Details of Crypto Currency or Virtual Currency</p> <p>The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.</p>				
	<table style="width: 100%; border: none;"> <tr> <td style="width: 60%; vertical-align: top;"> <p>As per our report of even date attached For Shetty Naik and Associates Chartered Accountants</p> <p>SD/- CA. Jagdish Shetty Partner Membership No.: 111936 Date: 30 May 2024</p> </td> <td style="width: 40%; vertical-align: top; text-align: center;"> <p>For an on behalf of Board of Directors of Kaarya Facilities And Services Limited</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p> </td> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p> </td> </tr> </table> </td> </tr> </table>	<p>As per our report of even date attached For Shetty Naik and Associates Chartered Accountants</p> <p>SD/- CA. Jagdish Shetty Partner Membership No.: 111936 Date: 30 May 2024</p>	<p>For an on behalf of Board of Directors of Kaarya Facilities And Services Limited</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p> </td> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p> </td> </tr> </table>	<p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p>	<p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p>
<p>As per our report of even date attached For Shetty Naik and Associates Chartered Accountants</p> <p>SD/- CA. Jagdish Shetty Partner Membership No.: 111936 Date: 30 May 2024</p>	<p>For an on behalf of Board of Directors of Kaarya Facilities And Services Limited</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p> </td> <td style="width: 50%; vertical-align: top;"> <p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p> </td> </tr> </table>	<p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p>	<p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p>		
<p>SD/- Vishal Panchal Joint Managing Director DIN: 00687445</p> <p>SD/- Prashant Panchal CFO</p>	<p>SD/- Vineet Pandey Managing Director DIN: 00687215</p> <p>SD/- Saurabh Akhouri Company Secretary</p>				

KAARYA FACILITIES AND SERVICES LIMITED
Notes forming part of the financial statements
(D) Disclosure as per Accounting Standard 18 (Related Party Disclosure)

a) Names of related parties and description of relationship:

Enterprises owned or significantly influenced by key management personnel or their relatives	Kaarya Next Solution Pvt Ltd Evetan Fintech Pvt Ltd Brassbell Tech and Services
Key Management Personnel (JMD)	Mr.Vineet Pandey
Key Management Personnel (CMD)	Mr.Vishal Panchal

(b) Transactions along with related parties for the year ended March 31,2024 and March 31,2023 are as follows: (Previous Year's figures are shown in brackets) and Amount in Thousands

Particulars	Holding Company	Enterprises owned or significantly influenced by key management personnel or their relatives			Key Management Personnel and relatives	Total
		Kaarya Next Solution Pvt Ltd	Evetan Fintech Pvt Ltd	Brassbell Tech and Services		
Sales of Services	-	-	-	-	-	-
Sales of Goods Return	-	-	-	-	-	-
Purchase of Services	-	-	-	40	-	40
Purchase of capital goods	-	-	-	(540)	-	(540)
consumable and other expenses	-	-	-	-	-	-
Share Capital-15% Redeemable Cumulative Non convertible Preference shares	-	-	-	-	-	-
Loan Received	-	-	-	-	-	-
Loan Given	-	24,962	-	-	-	24,962
Advance taken	-	(48,405)	-	-	-	(48,405)
Advance Repaid	-	-	-	-	-	-
Advance Paid	-	-	-	-	-	-
Loan Repayment	-	22,119	-	-	-	22,119
Interest Received	-	(43,634)	-	-	-	(43,634)
Interest Paid	-	1,438	-	-	-	1,438
Commission Paid	-	(887)	-	-	-	(887)
Rent Paid	-	-	-	-	1,771	1,771
Remuneration to Key Management Personnel	-	-	-	-	6,225	6,225
Balance Outstanding at the year end:	-	-	-	-	(4,655)	(4,655)
Accounts Payable	-	-	-	-	-	-
Accounts Receivables	-	-	-	-	-	-
Loan Given	-	21,527	-	-	-	21,527
Remuneration payable to Key Management personnel	-	(17,246)	-	-	550	550
	-	-	-	-	(445)	(445)

For Kaarya Facilities And Services Limited

SD/-
Vishal Panchal
Director
DIN: 00687445

SD/-
Vineet Pandey
Director
DIN: 00687215

Note 28: Ratio Analysis and its elements						
Ratio	Numerator	Denominator	31 March 2024	31 March 2023	% change	Reason for variance
Current ratio	Current Assets	Current Liabilities	0.79	1.29	-38.98%	Additional borrowing has been availed in the Current year; thereby leading to increase in the Current Liabilities of the company
Debt- Equity Ratio	Total Debt	Shareholder's Equity	(4.21)	1.69	-348.74%	The negative debt-equity ratio is on account of increase in the Short term borrowings and accumulated losses in the previous years leading to negative networth of the company
Debt Service Coverage ratio	Earnings for debt service = Net profit after taxes + Non-cash operating expenses	Debt service = Interest & Lease Payments + Principal Repayments	(0.84)	(4.58)	-81.64%	The adverse change in the Earnings of Debt Service Ratio is on account of increase in the losses and increase in borrowings during the current year
Return on Equity ratio (%)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	308.42%	-227.82%	536.24%	Due to losses incurred during the year and negative Shareholder's Equity
Inventory Turnover ratio	Cost of goods sold	Average Inventory	-	-	0.00%	NA
Trade Receivable Turnover Ratio	Net credit sales = Gross credit sales - sales return	Average Trade Receivable	5.98	4.58	30.57%	There is improvement in collection from debtors
Trade Payable Turnover Ratio	Net credit purchases = Gross credit purchases - purchase return	Average Trade Payables	12.51	7.51	66.64%	There is increase in Trade Payable Turnover Ratio on account of increase in the value of Trade payables as compared to previous year
Net Capital Turnover Ratio	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	(7.29)	7.35	-199.27%	The Long term loan has been merged in to cash credit limit thereby leading to increase in current liabilities. Also the negative Ratio is because of the loss incurred during the current year
Net Profit ratio (%)	Net Profit	Net sales = Total sales - sales return	-17.34%	-34.87%	17.53%	NA
Return on Capital Employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability	-57.20%	-14.80%	-42.40%	The adverse effect on Return on Capital Employed is on account of loss incurred during the current year and negative Shareholders funds
Return on Investment (%)	Interest (Finance Income)	Investment	0.00%	0.00%	0.00%	NA

Earnings Per Share (AS 20)		
Particulars	31-Mar-24	31-Mar-23
Net Profit (Loss) attributable to shareholders	(50,581)	(77,871)
Nominal Value per Share (Rs.)	10.00	10.00
Weighted average number of equity shares used in computing basic/Diluted earning per share	9,350	71,728
Basic/Diluted Earning Per Share	(5.41)	(1.09)

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF KAARYA FACILITIES AND SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **KAARYA FACILITIES AND SERVICES LIMITED** (the "Company"), which comprise the Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date and 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, except for the possible effects of the matters described in the 'Basis for Qualified Opinion' section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") as amended 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 of the Company as at March 31, 2024 in the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date, and in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for Qualified Opinion

- i) We have been informed that considering the nature of business in which the company is engaged into, the company acts as an intermediary for supply of manpower to its customers and therefore for the years prior to FY 2023-24, the company has a policy of making payment of Employee's and Employer's contribution to Provident Fund and other components of Employee Benefit Expenses solely based on the approvals/payments received from the Principal (Customer) or when the said

amount of contribution is demanded by the concerned employee.

Accordingly, the effect of the said policy for payment of Provident Fund for earlier years in the Statement of Profit and Loss for FY 2023-24 amounts to Rs. 63.26 Lakhs. We are unable to comment on the total amount of Provident Fund Liability pending for earlier years.

- ii) The Company has outstanding statutory liabilities as on 31-Mar-2024 for various previous years as under:

Particulars	Amount (Rs.)
Goods and Service Tax	3,81,84,458

Since these statutory liabilities attract mandatory interest, the Company is required to provide for the interest on accrual basis. However, Company has not provided for the interest on said statutory liabilities. This has resulted in loss being understated to the extent of such non-provision.

- iii) The Company has made the provision for gratuity liability based on the actuarial valuation as referred in the Accounting Standard 15 "Employee Benefits" only for limited Corporate Employees leaving out temporary corporate employee. On the basis of information and explanations received from the management, the Gratuity provision has been made only in respect of permanent corporate employees and does not cover field staff in view of recoverability of such employee benefits from the principal employer. The said practice is at variance with AS -15. The impact of same on Statement of Profit and Loss is unascertained.

Emphasis of Matter

- i) As per the information received from the company, the following statutory liabilities for FY 2023-24 are outstanding as at 31st March, 2024:

Particulars	Amount (Rs.)
--------------------	---------------------

Particulars	Amount (Rs.)
Goods and Service Tax	1,93,28,199
Karnataka Labour Welfare Fund	4,560
Provident Fund (Employee & Employer's Contribution)	1,20,35,856
TDS	3,83,078
ESIC	2,75,391
Profession Tax	4,81,225

The above Statutory Liabilities are in agreement with the books of accounts.

Our opinion is not modified in respect of this matter.

Material Uncertainty Related to Going Concern

We draw attention to disclosure made in Note 1 – Significant Accounting Policies to the financial statements, which indicates that the Company incurred a net loss of Rs. 5,05,81,135/- during the year ended 31st March, 2024 (Previous Year ended 31st March, 2023, Loss of Rs. 7,78,70,932/-) and the company's networth has completely eroded indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the audited financial statements of the current period. These matters were addressed in the context of our audit of the audited financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Basis for Opinion section we have determined the matters described below to be

the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Sales Contracts - Accuracy of revenues and onerous obligations in respect of fixed price contracts.	<p>Principal Audit Procedures. Our audit approach was a combination of test of internal controls and substantive procedures which included the following: -</p> <p>Evaluated the design of internal controls relating to recording of efforts incurred and estimation of efforts required to complete the performance obligations.</p> <p>Tested the access and application controls pertaining to time recording, allocation and budgeting systems which prevents unauthorized changes to recording of efforts incurred.</p> <p>Selected a sample of contracts and through inspection of evidence of performance of these controls, tested the operating effectiveness of the internal controls relating to efforts incurred and estimated.</p> <p>Selected a sample of contracts and</p>

		<p>performed a retrospective review of efforts incurred with estimated efforts to identify significant variations and verify whether those variations have been considered in estimating the remaining efforts to complete the contract.</p> <p>Reviewed a sample of contracts with unbilled revenues to identify possible delays in achieving milestones, which require change in estimated efforts to complete the remaining performance obligations.</p>
--	--	---

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the consolidated financial statements, 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 and, in doing so, consider whether the

other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 Responsibilities 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 financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of The Act, read with Rule 7 of The Companies (Accounts) Rules, 2014 ('the Rules') and The Companies (Accounting Standards) Rules, 2021. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 management 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 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 SAs 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 standalone financial statements.

As part of an audit in accordance with SAs, 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 financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls 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 the 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 standalone 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 standalone 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 the 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

1. 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 Companies Act, 2013, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 accounts as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and the Statement of Cash Flows 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 Standards specified under Section 133 of the Act read with rules except for the matters as specified in the "*Basis of Qualified Opinion*" Paragraph.
 - e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors are 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 with reference to the financial statements of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”.
- g) With respect to the matter to be included in the Auditor’s report under Section 197(16) of The Companies Act, 2013:

In our opinion and according to the information and explanation given to us, the remuneration paid during the current year by the Company to its directors is in accordance with the provisions of Section 197 of the Act read with schedule v. The remuneration paid to directors by the Company is not in excess of the limit laid down under Section 197 of the Act read with Schedule v.

- h) 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 disclosed the impact of pending litigations/contingent liabilities as on 31st March, 2024 in its financial statements- Refer note 27 of financial statements.
 - ii. The Company did not have long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred in Investor Education and Protection Fund by the Company.
 - iv. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of accounts, which has a feature of recording audit trail (edit log) facility which has been enabled throughout the Financial Year 2023-24.

In continuation to the above and based on our examination it is seen that the audit trail provides the list of altered records. Based on our test check, we did not come across any instance of the audit trail feature being tampered with.
 - v. As per Rule 11(e), we report as under:

- (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) 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, no funds (which are material either individually or in the aggregate) 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 (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- vi. As stated in Notes forming part of the financial statements:
- (a) No final dividend was proposed by the company during the previous year;
 - (b) No interim dividend was declared and paid by the Company during the year;

For Shetty Naik & Associates

Chartered Accountants

Firm Registration No.: 124851W

SD/-

CA. Jagdish Shetty

Partner

Membership No.: 111936

Place: Mumbai

Date: 30th May, 2024

UDIN: 24111936BKCJBP4064

Annexure referred to the Auditors' Report

“Annexure A” to Independent Auditors 'Report referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements “ of our report of even date.

To the best of our information and according to the explanations provided to us by the Company and the books of accounts and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) According to the information and explanations given to us by the company and on the basis of our examination of the records, the Company has a programme of physical verification of its Property, Plant and Equipment, in a phased manner since major part of its Property, Plant & Equipment is located at onsite. During the Financial Year, the company has conducted the physical verification of its Plant & Machineries and and have provided a report in this regard. No material discrepancies were noticed on verification of such assets as per the report provided to us. We are unable to comment on the functional status and usability of certain old assets and have relied on the verification report provided by the management.
 - (c) According to the information and explanations given to us, the company does not own any immovable property at any point of time during the Financial year.
 - (d) According the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has not

revalued any of its Property, Plant and Equipment.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company as at 31st March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the inventory has been physically verified by the management during the year at regular intervals. As per the verification report provided by the management, the coverage and procedure for verification is appropriate and no material discrepancy has been identified, however, we are unable to comment on the usability and physical condition of the Inventory and have relied on the verification report provided by the management.
- (b) According to the information and explanations given to us and on the basis of our examination of the records during the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and on the basis of our examination of records, the returns and statements filed with the banks and financial institutions are not in agreement with the Books of Accounts. As per the information and explanation given to us by the company, the details of variations in returns/statements submitted to the Bank as against the Books of Accounts have been tabulated hereunder:

Sundry Debtors:

Quarter	As per Statement filed with the Bank	As per Books of Accounts	Difference
----------------	---	---------------------------------	-------------------

Q1	2,04,81,774	1,96,21,130	8,60,643.82
Q2	2,32,70,763	4,01,04,029	(1,68,33,266)
Q3	6,84,07,922	81,12,518	6,02,95,404
Q4	6,93,26,591	5,92,98,416	1,00,28,175

Sundry Creditors:

Quarter	As per Statement filed with the Bank	As per Books of Accounts	Difference
Q1	2,98,832	31,30,946	(28,32,114)
Q2	17,09,356	33,17,477	(16,08,121)
Q3	18,05,061	38,91,320	(20,86,259)
Q4	17,37,328	60,46,835	(43,09,507)

Inventory:

Quarter	As per Statement filed with the Bank	As per Books of Accounts	Difference
Q1	1,05,144	1,44,94,358	(1,43,89,214)
Q2	1,36,232	1,39,62,348	(1,38,26,116)
Q3	1,37,43,695	1,37,43,695	-
Q4	1,29,77,870	1,29,77,870	-

- iii. (a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has granted advances in the nature of unsecured loans to its associate Company during the year:

A) During the year, the company has advanced unsecured loan to its associate company, the details of which are tabulated hereunder:

Name of the Party	Opening Balance as on 01-04-2023	Loans Advanced during the year	Interest Income	Loans repaid	Closing Balance as on 31-03-2024
Kaarya Next Solutions Private Limited	1.72 cr	2.50 cr	0.16 Cr	2.23 cr	2.15 Cr

B) During the year, the company has given loans or advances to its employees, the details of which are tabulated hereunder:

Name of the Party	Opening Balance as on 01-04-2023	Loans Advanced during the year	Interest Income	Loans repaid	Closing Balance as on 31-03-2024
Loans to Employees	0.15Cr	0.03Cr	-	0.02Cr	0.16 Cr
Advance against Salary paid to Employees	0.64Cr	0.03Cr	-	0.10	0.57Cr

(b) As per the information and explanation given to us, since the rate of interest on which the loan has been advanced to the associate company is not in line with the prevailing Bank Rate, accordingly, the unsecured loans granted by the company during the year are prejudicial to the interest of the company.

(c) As per the information and explanation provided to us, the company has duly entered into an Inter-corporate deposit agreement with its associate company specifying the terms and conditions of loan and payment of Interest thereon. However, the schedule of repayment of principal is not stipulated in the agreement. Nonetheless, the payment of interest as well as repayment of principal is regular during the year.

(d) As per our examination of records, the interest has been regularly serviced by the company during the year. Since the schedule of repayment of principal has not been specified and regularly serviced, we cannot comment on the amount overdue for payment of principal for more than ninety days.

(e) There is no loan or advance in the nature of loan granted which has fallen due during the year and has been renewed or extended or settled and therefore, clause 3(iii)(e) is not applicable.

(f) The loan granted to associate company during the year is repayable on demand without specifying the terms or period of repayment. The details are as under:

Aggregate amount of loan granted during the year	2.50cr
% to total loans granted	98%

Further, it is observed that the loans / advance salary given to employees are given without specifying any terms or period of repayment are not being deducted from the salaries of the respective employees. We are unable to comment on the policy of the company in recovery of advances and loans from its employees

Particulars	Amount (Rs.)	% Total
Loans to Employees	Rs. 16.60 Lakhs	100%
Advance Salary	Rs. 56.69 Lakhs	100%

iv. According to the information and explanations given to us and on the basis of our examination of the records during the year, the Company has complied with the provisions of Section 185 and Section 186 of The Companies Act, 2013.

v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of section 73, 74, 75 and 76 or any other

provisions of the Companies Act, 2013 and the rules framed thereunder to the extent notified. Accordingly, clause 3(v) of the order is not applicable.

- vi. According to the information and explanations given to us, the company is not liable to maintain cost records specified by the Central Government under Section 148(1) of The Companies Act, 2013. Accordingly, clause 3(vi) of the Order is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues are not deposited regularly and with serious delays during the year. The undisputed statutory dues which are pending to be paid for a period of more than six months from the date on which they become payable are tabulated as under:

Particulars	Amount (Rs.)
Goods & Service Tax (FY 2020-21)	30,64,096
Goods & Service Tax (FY 2021-22)	86,78,768
Goods & Service Tax (FY 2022-23)	2,64,41,593

Further, according to the information and explanations given to us, in respect of Provident Fund which are in arrears for a period of more than six months from the date they become payable, we are unable to comment on the amount of Provident Fund (Employee as well as Employer's Contribution) payable in respect of the said years as the same cannot be quantified as on date.

(b) According to the records of the Company and the information and explanations given to us, there are no disputed dues on account of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Goods and Service Tax, Cess which have not been deposited by the Company on account of disputes, *except for the following* :

Nature of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount (Rs.)
Income Tax	Income	Writ Petition, High	AY 2018-19	41,13,420

Act, 1961	Tax	Court, Mumbai		
Income Tax Act, 1961	Income Tax	CIT(Appeal)	AY 2020-21	28,61,490
Income Tax Act, 1961	Income Tax	CIT(Appeal)	AY 2021-22	22,33,130
Income Tax Act, 1961	Income Tax	CIT(Appeal)	AY 2022-23	14,27,660
Finance Act, 1994	Service Tax	Writ Petition, High Court, Mumbai	AY 2014-15 to AY 2017-18 (till June-17)	68,28,493

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed in the tax assessments under the Income-tax Act, 1961, any transactions, previously unrecorded as income in the books of account during the year.
- ix. (a) According to the information given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company the term loans have been applied, on an overall basis, for the purposes for which they were obtained.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not utilized any funds raised on short term basis for long term purpose. Accordingly reporting under clause 3(ix)(d) of the order is not applicable.

- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not taken any loan from any entity or person to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any loans on the pledge of securities of its subsidiaries, associates or joint ventures. Accordingly reporting under clause 3(ix)(f) of the order is not applicable.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debenture (fully or partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- xi. (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, considering the principles of materiality outlined in Standards on Auditing, we report that no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government
- (c) No whistle blower complaints have been received by the Company during the year (and up to the date of this report).

- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Accounting Standards.
- xiv. (a) Based on information and explanations provided to us the provisions of Section 138 of The Companies Act, 2013 related to Internal Audit is applicable to the company. The company has appointed the Internal Auditor on 30th March, 2023 and in our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- (b) The Internal Audit report issued by the Internal Auditor appointed by the company under Section 138 of The Companies Act, 2013 has been considered by us for the period under audit.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted any Non-Banking Financial / Housing Finance Activities during the year. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of

the Order is not applicable.

(d) According to the information and explanations provided to us during the course of audit, the Group does not have any CIC. Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. During the year, the company has a cash loss of Rs. 4,37,14,666/-. The cash loss during the immediately preceding Financial Year 2022-23 is Rs. 6,34,20,060/-.

xviii. There has been no resignation of the statutory auditors during the year. Accordingly, Clause 3(xviii) is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, as informed to us about the management plans and based on our examination of the evidence supporting the assumptions, circumstances exist as on the date of audit which may cast a doubt on the ability of the company to meet its financial liabilities as at that date.

However, the management has confirmed that the process of further infusion of equity is under process and accordingly planned further infusion of capital coupled with the projects in hand, past record of mobilization of funds and the introduction of new prospective clients, the company will be able to stabilize the cash flow and hence we does not foresee any issues to meet the financial liabilities existing as on the date of audit. We further state that our reporting is based on the facts up to the date of the 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 date, will get discharged by the Company as and when they fall due.

xx. The provisions of Corporate Social Responsibility under Section 135 of The Companies Act, 2013 is not applicable to the Company. Therefore, Clause 3(xx) of the order is not applicable.

For Shetty Naik & Associates

Chartered Accountants

Firm Registration No.: 124851W

SD/-

CA. Jagdish Shetty

Partner

Membership No.: 111936

Place: Mumbai

Date: 30th May, 2024

UDIN: 24111936BKCJBP4064

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Kaarya Facilities & Services Limited of even date)

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 KAARYA FACILITIES & SERVICES LIMITED (“the Company”) as of 31st 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 Board of Directors of the Company 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. 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal financial controls. 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 judgement, 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 internal financial controls system over financial reporting of the Company.

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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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 have become inadequate because of changes in condition or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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 31st 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 Financials Controls Over Financial Reporting issued by the Institute of Chartered Accountant of India.

S

For Shetty Naik & Associates

Chartered Accountants

Firm Registration No.: 124851W

SD/-

CA. Jagdish Shetty

Partner

Membership No.: 111936

Place: Mumbai

Date: 30th May, 2024

UDIN: 24111936BKCJBP4064

Statement on Impact of Audit Qualifications (for audit report with modified opinion)
submitted along-with Annual Audited Financial Results - (Standalone)

(Rs. In thousands)

I.	Sl. No	Particulars	Audited Figures (as reported before adjusting for qualifications)	Audited Figures (as reported after adjusting for qualifications)
	1.	Turnover/Total Income	2,94,422	2,94,422
	2.	Total Expenditure	3,45,347	3,45,347
	3.	Net Profit/(Loss) Before tax effect	(50,925)	(50,925)
	4.	Earnings per Share (In Rs.)	(5.41)	(5.41)
	5.	Total Assets	1,73,705	1,73,705
	6.	Total Liabilities	1,90,105	1,90,105
	7.	Net Worth	(16,400)	(16,400)
	8.	Any other Financial item(s) (as felt appropriate by the management)	-	-
II.	Audit Qualification (each audit qualification separately):			
	1. A. Details of audit Qualification:			
	<p>We have been informed that considering the nature of business in which the company is engaged into, the company acts as an intermediary for supply of manpower to its customers and therefore for the years prior to FY 2023-24, the company has a policy of making payment of Employee's and Employer's contribution to Provident Fund and other components of Employee Benefit Expenses solely based on the approvals/payments received from the Principal (Customer) or when the said amount of contribution is demanded by the concerned employee.</p>			

Accordingly, the effect of the said policy for payment of Provident Fund for earlier years in the Statement of Profit and Loss for FY 2023-24 amounts to Rs. 63.26 Lakhs. We are unable to comment on the total amount of Provident Fund Liability pending for earlier years.

B. Type of Audit Qualification: Qualified Opinion

C. Frequency of Qualification: Repetitive

D. For Audit Qualification(s) where the impact is quantified: Not Applicable

E. For Audit Qualification(s) where the impact is not quantified:

i. Management's estimation on impact: Considering the nature of business activities of the company, Payment of Salaries and Contribution to statutory funds is dependent on the approvals received from the respective clients. Therefore, before FY 2023-24, the company had the policy of charging its books of accounts towards Employers contribution to PF only to the extent approvals have been obtained and the amount has actually been deposited. Accordingly, the impact of Employers & Employee Contribution to PF for the earlier years prior to FY 2023-24 has been charged to the Statement of Profit & Loss of the current FY depending upon the approvals received from the respective clients.

The impact of the above policy in the financial statements of current FY is Rs. 63.26 Lakhs

ii. If Management is unable to estimate the impact, reasons for the same:
In case of balance PF Liability, the impact can be quantified only after approvals have been obtained from the client therefore the said impact cannot be quantified as at 31st March, 2024

iii. Auditor's Comment on (i) or (ii) above: The impact of the said audit

qualification has already been given in profit and loss account and is reported in exceptional item in the books of accounts to the tune of Rs. 63.26 Lakhs.

However, the impact of the balance PF Liability cannot be quantified

2. A. Details of audit Qualification:

The Company has outstanding statutory liabilities as on 31-Mar-2024 for various previous years as under:

Particulars	Amount (Rs.)
Goods and Service Tax	3,81,84,458

Since these statutory liabilities attract mandatory interest, the Company is required to provide for the interest on accrual basis. However, Company has not provided for the interest on said statutory liabilities. This has resulted in profit being overstated / loss being understated to the extent of such non-provision.

B. Type of Audit Qualification: Qualified Opinion

C. Frequency of Qualification: First Time

D. For Audit Qualification(s) where the impact is quantified: Not Applicable

E. For Audit Qualification(s) where the impact is not quantified:

- i. Management's estimation on impact: The Company has outstanding GST Liability since FY 2020-21 and the same is paid by the company in piecemeal on account of Cash Flow and Fund Flow Issues. The Management is of the opinion that the provision for interest and penalty shall be done at the time of actual payment of liabilities and therefore the

effect of the same has not been given in the books of accounts.

ii. If Management is unable to estimate the impact, reasons for the same:
Not Applicable

iii. Auditor's Comment on (i) or (ii) above: The impact of the said audit qualification has not been given in the books of accounts or Financial Statements.

3. A. Details of audit Qualification:

The Company has made the provision for gratuity liability based on the actuarial valuation as referred in the Accounting Standard 15 "Employee Benefits" only for limited Corporate Employees leaving out temporary corporate employee. On the basis of information and explanations received from the management, the Gratuity provision has been made only in respect of permanent corporate employees and does not cover field staff in view of recoverability of such employee benefits from the principal employer. The said practice is at variance with AS -15. The impact of same on Statement of Profit and Loss is unascertained.

B. Type of Audit Qualification: Qualified Opinion

C. Frequency of Qualification: Repetitive

D. For Audit Qualification(s) where the impact is quantified: Not Applicable

E. For Audit Qualification(s) where the impact is not quantified:

i. Management's estimation on impact: Not Applicable

ii. If Management is unable to estimate the impact, reasons for the same:
Based on the Company's nature of business, the provision for Gratuity in respect of Field staff is reimbursable by the Principal Employer, i.e., the company will be compensated for the future liability to that extent.

Further, for the Back office staff, the Provision has been created for 19 out of 32 staff since there is high employee turnover and accordingly it is observed in the past that very few employee continue with the company beyond 5 years and accordingly the company accounted for the Gratuity provisions for the Corporate Employees which are employed only on permanent basis.

iii. Auditor's Comment on (i) or (ii) above: The said Audit Qualification is non-compliant with AS-15. The Acturial report includes valuation for part employees and the provision for balance employees cannot be quantified

SD/-

Mr. Vishal Panchal

Director

DIN: 00687445

SD/-

Mr. Vineet Pandey

Director

DIN: 00687215

SD/-

CA. Jagdish Shetty

Statutory Auditor

Shetty Naik & Associates

Place: Mumbai

Date: 30-May-2024

Form No. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management Administration) Rules, 2014)

KAARYA FACILITIES AND SERVICES LIMITED

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 1101, LOTUS LINK SQUARE, D N NAGAR, NEW LINK ROAD, ANDHERI WEST, MUMBAI, MAHARASHTRA, INDIA, 400053

Name of Member : _____

Registered Address : _____

E Mail ID : _____

Folio No./ Client ID : _____

DP ID : _____

I/We, being the member(s) of _____ Shares of Kaarya Facilities And Services Limited, hereby appoint

1. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

2. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

3. Name : _____ Email ID : _____

Address : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Monday, September 30, 2024 at 11.00 a.m. at the registered office of the Company at Unit No 1101, Lotus Link Square, D N Nagar, New Link Road, Andheri West, Mumbai, Maharashtra, India, 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1.To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2024, along with the Board of Directors Report and Auditors Report thereon - Ordinary Business.		
2. To Appoint M/s. Piyush Kothari & Associates, Chartered Accountants as Statutory Auditors of the Company for Financial year 2024-2025 - Ordinary Business.		

Signed this _____ day of _____ 2024

Signature of Shareholders _____

Signature of Proxy Holder(s) _____

Affix Rs. 1 Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

KAARYA FACILITIES AND SERVICES LIMITED

CIN : L93090MH2009PLC190063

Regd Office: UNIT NO 1101, LOTUS LINK SQUARE, D N NAGAR, NEW LINK ROAD, ANDHERI
WEST, MUMBAI, MAHARASHTRA, INDIA, 400053

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the Annual General Meeting of the Shareholders of the Company being held on, Monday, September 30, 2024 at 11.00 a.m. at the registered office of the Company at Unit No 1101, Lotus Link Square, D N Nagar, New Link Road, Andheri West, Mumbai, Maharashtra, India, 400053.

DP Id. : _____

Client ID : _____

Folio No. : _____

No. of Share Held : _____

Name of Shareholder: _____

Name of Joint holder : _____

Name of Proxy _____

(To be Filed in case of the proxy attends instead of shareholder)

Signature of Shareholder/Proxy