KCC SOFTWARE LIMITED

(CIN: U72200DL1994PLC058140)

Annual Report

2023-24

REFERENCE INFORMATION

BOARD OF DIRECTORS	
Mr. Deepak Gupta	Managing Director
Ms. Poonam Gupta	Whole Time Director
Mr. Ravi Gupta	Independent Director *(Resigned on 1st August, 2023)*
Mr. Pramil Kumar Garg	Independent Director
KEY MANAGERIAL PERSONNEL	
Mr. Deepak Gupta	Managing Director
Ms. Poonam Gupta	Whole Time Director
Mr. Saurabh Gupta	Chief Financial Officer
STATUTORY AUDITOR	
M/s. Kailash Sushil& Associates	Chartered Accountants 301 & 302, Vardhman Plaza Tower, H-3, Netaji Subhash Place, Pitampura, New Delhi - 110034
INTERNAL AUDITOR	Mr. Vikas Gupta
REGISTRAR & SHARE TRANSFER AGENT	
Alankit Assignments Limited	205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055
CORPORATE IDENTIFICATION NUMBER	
CIN	U72200DL1994PLC058140
REGISTERED OFFICE	M-78, Connaught Place, New Delhi-110001
CORPORATE OFFICE	2B, 2C, Knowledge Park III, Greater Noida, Noida- 201306
E-MAIL	**kccsoftware1994@gmail.com**

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KCC SOFTWARE LIMITED

CIN: U72200DL1994PLC058140
Regd. Office: M-78 Connaught Place New Delhi-110001, Ph.: 9810084113

Email: kccsoftware1994@gmail.com,Website: www.kccsoftwareltd.com

NOTICE OF 30th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **30th** Annual General Meeting of the members of **KCC Software Limited** will be held on **Monday, 30th September, 2024** at **04:00 P.M.** (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:-

ORDINARY BUSINESS:

1. **ADOPTION OF STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024**

   To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the year 2023-24 including Balance Sheet as at 31st March, 2024, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **Ordinary Resolution**:

   "RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.

2. **RE-APPOINTMENT OF MR. DEEPAK GUPTA (DIN: 01033043), DIRECTOR WHO RETIRES BY ROTATION**

   To re-appoint **Mr. Deepak Gupta (DIN: 01033043)**, who retires by rotation as Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Deepak Gupta (DIN: 01033043)**, who retires by rotation at this meeting and being eligible, offers himself for Re-appointment, be and is hereby appointed as Director of the Company.**"**

SPECIAL BUSNIESS

3. **INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

"**RESOLVED THAT** pursuant to the provision of Section 13 read with Section 61 & 64 of The Companies Act, 2013, Rule 15 of The Companies (Share capital and Debenture) Rules, 2014 and any other applicable provisions of the Act read with Rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and applicable provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each to **Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs)** Equity Shares of Rs. 10 (Rupees Ten only) each ranking pari passu in all respect with the existing Shares of the Company.

"**RESOLVED FURTHER THAT** the "Clause V" of the Memorandum of Association of the Company be altered and read as follows:-

V. "The Share Capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only)".

"RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized on behalf of the Company to file necessary returns/documents with the Registrar of Companies, or with any other authority(s) and to do all such acts, deeds and things as may be required for the purposes of giving effect to the above resolution.**"**

4. **APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force)**,** the Company's Policy on Materiality of and Dealing with Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and based on the approval/ recommendation of the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) falling within the definition of 'Related Party Transaction' under Section 188 of the Companies Act, 2013 and the rules made thereunder to be entered into between the Company and Related party falling within the definition of 'Related Party' under Section 2(76) of the Companies Act, 2013,on such material terms and conditions as may be mutually agreed between the parties, for a period commencing from the 30^{th} Annual General Meeting upto 33^{rd} Annual General Meeting of the Company to be held in the year 2027 provided that the said contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) shall be carried out in the ordinary course of business and at an arm's length basis."

FURTHER RESOLVED that Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this Resolution, for and on behalf of the Company, without being required to seek further consent or approval of the Members or otherwise and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

FURTHER RESOLVED that all actions taken by the Board of Directors of the Company in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

5. **APPROVAL FOR BORROWING LIMITS OF THE COMPANY AS PROVIDED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company and in suppression of all earlier resolutions passed (if any) in this regard under the Companies Act, 1956 (earlier in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company and / or any Committee thereof to borrow at its discretion, either from the Company's Bank(s) or any other Indian or Foreign Bank(s), Financial Institution(s) and / or any other Lending Institutions or Person(s) from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers / FIs in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves and securities premium of the Company that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 50 Crores (Rupees fifty Crores only) at any given point of time."

RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

6. APPROVAL UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the Board of Directors of the Company and / or Committee thereof be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages/ charges/ hypothecation and / or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and /or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company wheresoever situate, present and future such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the Company in favour of Indian or Foreign Bank(s), Financial Institution(s), Foreign Financial Institution(s), and other Lending Institution, and / or to such other Persons, if any, from whom the Company has / or proposed / proposes to borrow money/ sums of moneys by way of Term Loans, Cash Credits, Overdrafts, discounting of bills, inter corporate deposits, commercial papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered / to be entered into by the Board of Directors / Committee(s) thereof of the Company within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013 i.e. Rs. 50 Crores (Rupees Fifty Crores only) at any given point of time.

RESOLVED FURTHER THAT any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

7. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

"**RESOLVED FURTHER THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for inserting following new Article No. 66A in the existing Articles of Association of the Company :-

66A. BORROWING POWERS OF THE BOARD

i.The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and to do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

ii.Subject to the provisions of these Articles and Section 179 & 180 of the Companies Act, 2013 and rules made thereunder or any statutory modifications thereof for the time being in force, the Board of Directors may from time to time at its discretion, by a resolution passed at a Meeting of the Board raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company; provided, however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the company's bankers in the ordinary course of business) exceed the aggregate of the paid up capital of the company and its free reserves (not being reserves set apart for any specific purpose), the Board of Directors shall not borrow such moneys without the consent of the Company by a special resolution in the General Meeting.

iii. The Board of Directors shall have necessary authority and power to borrow money from any banks, institutions, or other body corporate or from individuals for the businesses of the company and to meet capital expenditure and shall have necessary authority to create securities in favour of the lenders, including but not limited to creation of mortgage on the

immovable properties of the company either by deposit of title deeds or by any other means, as may be prescribed by such institution(s)/ bank(s) from time to time.

iv. ***The Board of Directors are also authorized to offer as securities any movable or immovable properties owned or possessed by the company including creation of equitable or other types of mortgages on the immovable properties owned or possessed by the company or on any lease hold rights for any loan or other facility that may availed by any other body corporate, association or individuals on such terms and conditions as may be decided by the Board from time to time.***

v. ***The Board shall maintain a register in accordance with the provisions of Companies Act of all Mortgagers and charges specifically affecting the property of the Company.***

vi. ***If the Directors or any other person shall become personally liable for the payment of the sum primarily due from the Company, the Directors may subject to the Provisions of the Act, execute or cause to be executed by mortgage charges or security over or effecting whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.***

8. APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force) and in supersession of all earlier resolutions passed in this regard under the Companies Act, 1956 (earlier in force), the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 20 Crore (Rupees Twenty Crore only) over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.**"**

“**RESOLVED FURTHER THAT** any of the Director of the Company be is hereby authorized to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.**”**

By order of the Board of Directors
For KCC Software Limited

Sd/-
Deepak Gupta
Managing Director
(DIN: 01033043)

Date: 04.09.2024
Place: New Delhi

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) specified under Item No. 3, 4, 5, 6, 7 & 8 to be transacted at the Annual General Meeting (AGM) are annexed hereto.

2. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated 5th May, 2020 read with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. MCA had vide circular no. 10/2022 dated 28th December, 2022&Circular no. 09/2023, dated September 25, 2023 has allowed the Companies whose AGM are due to be held in the year 2023 or 2024, to conduct their AGMs on or before 30th September, 2024 in accordance with the requirement provided in this Circular. In compliance with the provisions of the Companies Act, 2013 (“Act”), and MCA Circulars, the 30thAGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the e-AGM.

3. Those members who are attending AGM through VC/OAVM hereinafter referred as “e-members” and others as “members” of the Company for the purpose of this 30th AGM unless otherwise stated.

4. The Company has appointed **Beetal Financial & Computer Services Limited** as “Facilitator of VC/OAVM” to facilitate to join the meeting through VC/OAVM.

5. Pursuant to the provisions of the Companies Act, 2013 a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, Proxy Form and Attendance Slip are not annexed to this Notice.

6. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the 30thAGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to jainpandassociates@gmail.com with a copy marked to Company kccsoftware1994@gmail.com & helpdesk.evoting@cdslindia.com.

7. Brief details of the director, who is eligible to be regularized in 30thAGM, is annexed hereto as per provisions of the Act.

8. The facility of joining the AGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-AGM, i.e., from 03:45 P.M. to 04:15 P.M. and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key and senior managerial personnel, auditors, etc.

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

10. In the case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting

11. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. Notice of 30th AGM along with the Annual Report for FY 2023-2024 is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the Notice and Annual Report for FY 2023-2024 will also be available on the Company's website at https://kccsoftwareltd.com and on the website of the facilitator of VC/OAVM at http://www.beetalfinancial.com.The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., Central Depository

Services (India) Limited (CDSL), viz. **www.evotingindia.com.**

12. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their e-mail id by sending e-mail to our **RTA‘ Alankit Assignments Limited’** on email **rta@alankit.com** and cc to company’s email id**kccsoftware1994@gmail.com**. Members are requested to register their email id and support the green initiative efforts of the Company.
13. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
14. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

15. The Company has been maintaining, inter alia, the following statutory registers at its Registered Office at **M-78 Connaught Place New Delhi-110001**

    a. Register of contracts or arrangements in which directors are interested under Section 189 of the Act.
    b. Register of directors and key managerial personnel and their shareholding under Section 170 of the Act.

16. The Register of Members and Share Transfer Books will remain closed from **Wednesday, 25thSeptember, 2024 to Monday, 30thSeptember, 2024** (both days inclusive).
17. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at https://kccsoftwareltd.com/).In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

18. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Tuesday, 24th September, 2024** such person may obtain the user id and password from by email request on **evoting@cdsl.co.in.**

19. For more details on shareholders’ matters, please refer to the section on 'General

Shareholder Information', included in the Annual Report

20. Members need to may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to **kccsoftware1994@gmail.com** for obtaining the Annual Report and Notice of AGM.

21. The attendance of the Members attending the e-AGM through VC/OAVM will also be counted along with members attending physically for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
22. The Board of Directors of the company has appointed **Ms. Preeti Mittal (Mem. No. F12900, COP No. 17079), Proprietor of M/s. Jain P & Associates, Practicing Company Secretaries,** as Scrutinizer for conducting the voting process for the Annual General Meeting in a fair and transparent manner.

23. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **"Consolidated Scrutinizer's Report"** and submit the same to the Chairperson. The Report shall be placed on Notice Board of the Company at premises of the Registered Office.

24. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.

25. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

    Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

26. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of

Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. **Tuesday, 24th September, 2024.**

27. The voting period begins on <**Friday, 27th September, 2024 from 09:00 A.M.**> and ends on <**Sunday, 29th September, 2024 till 05:00 P.M.**>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <**Tuesday, 24th September, 2024**> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

28. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, shall only be entitled to avail the facility of e-voting / Poll.

    Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

29. Instructions for remote e-voting and joining the AGM through VC/OAVM are as follows:

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **kccsoftware1994@gmail.com** (Company Email id) or **rta@alankit.com**(RTA Mail Id) or helpdesk.evoting@cdslindia.com

2. **For Demat shareholders** - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **kccsoftware1994@gmail.com** (Company Email id) or **rta@alankit.com**(RTA Mail Id)or helpdesk.evoting@cdslindia.com

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

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

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

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

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

v. Click on "Shareholders" module.

vi. Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
OR
Alternatively, if you are registered for **CDSL's EASI/EASIEST** e-services, you can log-in at **https://www.cdslindia.com** from **Login – My easi** using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

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

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

viii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or Physical

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000 00001 in the PAN Field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyyformat) as recorded in your demataccount or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

ix After entering these details appropriately, click on "SUBMIT" tab.

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

xi. ForMembers holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.

xii. Click on the EVSN for <**KCC SOFTWARELIMITED**> on which you choose to vote.

xiii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same you will find an option "YES/NO" for voting. Select the option "YES" or "NO" as desired. The option "YES" Implies that you "Assent to the Resolution" and option "NO" implies that you "Dissent to the Resolution".

xiv Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution's details.

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

xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify yourvote

xvii. You can also take a print ofthe votes cast by clicking on "Click here toprint" option onthe Voting page.

xviii. Ifademataccount holder has forgotten the loginpassword then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix. Note for Non–**IndividualShareholdersand Custodians:-**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; **kccsoftware1994@gmail.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com; under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e.

	CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS"Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	Shareholders can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	**Vikas Gupta**
Designation	Head-Finance & Accounts
Address	M-78, Connaught Place, New Delhi-110001
Contact	7494024048
E-mail	**kccsoftware1994@gmail.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

ITEM NO. 3:

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

At present the Authorised Share Capital of the Company is Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause V of the Memorandum of Association to increase the Authorised Share Capital from Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs. 10 (Rupees Ten only) each. As per the provisions of Sections 13, 61 & 64 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a **Special Resolution**.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 03 for the approval of the Members by way of passing a Special Resolution. Pursuant to Section 102 of Companies Act, 2013.

*The Board of Directors of the Company do hereby confirm that None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the passing of **Special Resolution** as set out at Item No. 03 of the Notice.*

ITEM NO. 4. APPROVAL FOR RELATED PARTY TRANSACTION AS PER COMPANIES ACT, 2013

As per the provision of Section 188 of the Companies Act, 2013 read with rules made thereunder transactions with related parties which are at arm length basis and in ordinary course of business are exempt from the obligation of obtaining prior approval of shareholders. However, prior approval of the shareholders is required for the Related Party Transactions, as defined in Section 188 of the Companies Act, 2013, where the amount of transaction with Related party (i.e., Related party falling within the definition of 'Related Party' Section 2(76) of the Companies Act, 2013) exceeds the limits as specified in Section 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

Given the nature of the Company's business, the Company works closely with its related party to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and on an arm's length basis.

Amongst the transactions that the Company enters into with its related parties, the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with the Related Party may exceeds the threshold limits as specified in Section 188 of the Companies Act, 2013 read with Rule 15(3) of Companies (Meeting of Board and its Power) Rules, 2014.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, the Board/Committee sought consent/approval of the members for passing a **Special Resolution** as set out in Item No.04 of Notice.

ITEM NO. 5: APPROVAL FOR BORROWING LIMITS OF THE COMPANY AS PROVIDED UNDER SECTION 180 (1)(C) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business provided a consent by way of **Special Resolution** by the Shareholders of the Company has been obtained.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on **April 07, 2024** has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder's approval for giving authorization to Board of Directors under section 180(1)(c) of the Companies Act, 2013 upto an aggregate limit of **Rs. 50 crores (Rupees Fifty Crores only).**

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, the Board/Committee sought consent/approval of the members for passing a**Special Resolution** as set out in Item No. 05 of Notice.

ITEM NO. 6: APPROVAL UNDER SECTION 180 (1)(A) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of a**SpecialResolution** by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/ charge and/or hypothecation of its assets and properties both present and future in favour of the Lender.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held **on April 07, 2024**has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for setting up limit upto an aggregate limit of **Rs. 50 Crores(Rupees Fifty Crores only)**under Section 180(1)(a) of the Companies Act, 2013 due to the sanction of limits under Section 180(1)(c) of the Companies act, 2013.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any)

Accordingly, the Board/Committee sought consent/approval of the members for passing a **Special Resolution** as set out in Item No. 06 of Notice.

<u>ITEM NO.7: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY AS PER COMPANIES ACT, 2013</u>

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Company by way of a Special Resolution at a general meeting.

The Board of Directors' in their meeting held on August 22, 2024 has approved the amendment in the Article of Association of the Company by inserting new Article 66A in the existing Articles of Association of the Company as set out in item no. 10 of the notice, subject to the approval of members of the Company:

A copy of the proposed amended Articles of Association (AOA) is available for inspection in physical by the members at the registered office of the Company during normal business hours on all working days from the date of dispatch of the notice, up to the last date of voting i.e. September 29, 2024.

The Board recommends the **Special Resolution** set out at Item No 07 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolutions as item No. 07 except to the extent of their directorships and shareholding in the Company (if any).

<u>ITEM NO.8: APPROVAL OF LIMITS FOR THE LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY AS PER SECTION 186 OF THE COMPANIES ACT, 2013</u>

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give loan to any person or body corporate, give guarantee or provide security in connection with a loan to any other body corporate or person(s); and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sum of money(ies) on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect.

Keeping in view the future plans of the Company and to fulfil long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on **April 07, 2024** has, subject to the approval of shareholders of the Company, has proposed and approved for seeking the shareholder approval for setting up limit up to an amount of **Rs.20 Crores(Rupees Twenty Crore only)** over & above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a **Special Resolution** as set out at Item No.08 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a **Special Resolution.**

PURSUANT TO SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED IS FURNISHED BELOW:

Name	**Mr. Deepak Gupta**
Director Identification Number (DIN)	**01033043**
Date of Birth	**15.08.1963**
Date of Appointment in the Board	**29.03.1994**
Qualification	Law Graduate
Nature of Expertise in specific functional areas	He has a rich experience of more than 30 years in the field of Administration, Computer Education, Training and IT Industry.
Shareholding in the Company	Hold 15,27,875 shares of the Company
List of Directorship held in other companies	NIL
Relationship between Directors Inter-se	Mrs. Poonam Gupta is sister of Mr. Deepak Gupta
Terms and conditions of appointment/re-appointment	Re-appointment as Director who retires by rotation

KCC SOFTWARE LIMITED

CIN: U72200DL1994PLC058140

Regd. Office: M-78 Connaught Place New Delhi-110001, Ph.: 9810084113

Email: kccsoftware1994@gmail.com,Website: www.kccsoftwareltd.com

DIRECTORS' REPORT

To
The Members,
KCC Software Limited

Your Directors are pleased to present to the valued stakeholders, the **30th** Annual Report on the business and operations of the Company together with the Audited Statement of Accounts and the Auditors' Report of **KCC Software Limited,** for the financial year ended March 31st, 2024.

FINANCIAL HIGHLIGHTS- AT A GLANCE

➢ **The financial summary, performance highlights operations/state of affair of yourCompany for the year are summarized below:**

Amount (In thousand)

PARTICULARS	**Standalone**	
	2023-24	**2022-23**
Income from Business Operations	43382.21	40175.35
Other Income	587.15	1723.79
Total Income	**43969.36**	**41899.14**
Less: Employees Benefit Expense	2685.26	2110.37
Less: Finance Cost	5926.21	5142.14
Less: Depreciation and amortization Expenses	5502.17	4670.43
Less: Other Expenses	27248.08	24378.59
Profit/Loss before Tax	**2607.63**	**5597.60**
Less: Tax Expense	348.00	1438.73
Less: Deferred Tax Asset	76.70	(158.67)
Net Profit/Loss after Tax	**2336.33**	**4317.55**
Earnings per share:		
Basic	**0.40**	**0.74**
Diluted	**0.40**	**0.74**

➢ **RESULTS OF OPERATIONS & STATE OF COMPANY'S AFFAIRS UNDER SECTION 134(3)(i) OF THE COMPANIES ACT, 2013**

During the year under review, the total revenue from operations was Rs. 4,33,82,211.09/- as compared to the last year's revenue Rs.4,01,75,353.00/-. Earning before Tax (EBT) for the period is Rs. 26,07,634.33 /-as compared to Rs. 55,97,603.93/-of last financial year. Earning after Tax (EAT) on standalone basis, stood at Rs. 23,36,333.61/-as compared to Rs. 43,17,553.69/-of last financial year and EPS stood at Rs 0.40 per share as compared to Rs. 0.74 per share of last financial year.

- **BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR**

The Company is engaged in the activities like Instructor Lead Online Training, Soft Skills and Employee Ability Enhancement, Software development, IT consulting and Student Housing.

- **INSTRUCTOR- INSTRUCTOR-LED ONLINE/OFFLINE TRAINING**

Company provide instructor lead online & offline tutorials for learning at the convenience of learners. In online tutorials, there is flexibility in learning and real time access as students have the freedom to learn whenever they are comfortable and the instructors update the lessons over the network instantly. Also, company's learning management system helps students to grasp things faster and retain it longer. In offline tutorials, students are imparted with classroom training.
Extensive study material and expert instructors are provided. The quality material with the liberal use of videos and images makes learning fun and exciting. Moreover, with the benefit of learning at any time, from anywhere, help reduce carbon footprint. Company is offering Instructor- Led Online training courses in Big Data and Hadoop, Python Programming, Mongo DB and Big Data Analytics.

- **SOFTWARE DEVELOPMENT AND IT CONSULTING**

KCC offers a plethora of services in the following technology in India:
• Open Source Technologies and platforms
• Microsoft Technologies
• Systems Programming and
• Enterprise Tools

With a dedicated team of quality system programmers and software developers backed up with our quality processes, we serve as Partner Company for both Software Product Companies (ISVS) and Software Service Companies in addition IT Departments of end clients.

- **STUDENT HOUSING**

Owing to increasing enrollments in Higher Education Institutions (HEIs), dearth of well-maintained and affordable space and various Government initiatives, Purpose built student accommodations (PBSAs) have gained impetus over the years. While Student Housing acts a Value addition to the services HEIs, provide, PBSAs provide a new platform for developers to diversify from the traditional real estate assets.

Delhi-NCR and Bengaluru were the first activity centers for the students co-living segment. However the demand for such accommodations has been expanded to other Tier-1 and Tier-2 & 3 cities. New Student Housing opportunities are emerging in cities like Kota, Indore, Coimbatore and Ahmedabad. This can be attributed to low cost of lands and needs to bridge the demand-supply gap.

Although student housing in India is growing at a rapid pace operatorsand developers should focus on brand building and equipping the properties with basic amenities.The student housing segment in India might be at nascent stages, but it has tremendous potential for scalability. The Government and Industry players have to work in tandem in order to take the student living Sector to soaring heights. Your Company is managing Student Housing facility of 500 Seat/Beds in Greater Noida.

- **DIVIDEND UNDER SECTION 134(3)(k) OF THE COMPANIES ACT, 2013**

With a view of augmenting financial resources for generating stable growth in future, the Board of Directors of the company have decided to carry forward entire profit and hence do not propose to recommend any dividend for the financial year on equity shares.

- **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

- **TRANSFER TO RESERVE UNDER SECTION 134(3)(j) OF THE COMPANIES ACT, 2013**

The Board proposes no amount for transfer to the General Reserve and entire amount of profit to be retained in surplus.

- **PUBLIC DEPOSITS**

During the year under review, the Company has not accepted any deposits in terms of *section 73* of the Companies Act, 2013 to be read with the Companies (Acceptance of Deposits) Rule, 2014 as amended from time to timeand also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

- **SHARE CAPITAL**

During the year under report, there was no change in the Authorized and Paid-up Share Capital of the Company. As at 31st March, 2024 the Authorized Share Capital of the Company was Rs.6,50,00,000/- consisting of 6500000 Equity Share of Rs.10/-each. The Paid Up Share Capital of the Company as on 31.03.2024 was Rs.5,81,80,000/-consisting of 5818000 Equity Share of Rs.10/-each and during the year under report, your Company has not issued any shares under any employee stock option schemes, sweat equity shares or any equity shares with differential rights, as to dividend, voting or otherwise. Further, the Company has not bought back its own securities, during the year under report.

- **DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT, IF ANY UNDER SECTION 134(3)(l) OF THE COMPANIES ACT, 2013**

There are no Material Changes or commitments have taken place, effecting the financial position of the company, from the end of the financial year till the date of this report.

- **SUBSIDIARY / ASSOCIATE/ JOINT VENTURES COMPANIES OF THE COMPANY**

During the financial year ended 2023-24 the Company has no subsidiary company's within the meaning of Section 2(87) of the Companies Act, 2013 ("Act") and there are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary is mentioned in Form AOC-1 is not applicable.

- **REVISION OF FINANCIAL STATEMENT**

There was no revision of the financial statements, of the company, for the year under review.

- **ANNUAL RETURN UNDER SECTION 134(3)(a) OF THE COMPANIES ACT,2013**

As required under Section 134(3)(a) of the Companies Act, 2013 the Annual Return for the financial year ended on 31st March 2024 in Form MGT-7 pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 is put on the Company's website and can be accessed at www.kccsoftwareltd.com

- **CHANGE IN NATURE OF BUSINESS**

During the year under review, there was no change in nature of business of the Company as same line of business is carried out by the Company.

- **CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR**

The changes in the composition of the Board of Directors/Key Managerial Personnel during the year 2023-24 are stated below

Name	Designation	Appointment/Resignation	Date of Event
Mr. Ravi Gupta	Independent Director	Resignation	01.08.2023

- **RETIREMENT BY ROTATION**

Pursuant to Section 152(6) of the Companies Act, 2013 stipulates that 2/3rd of the total number of directors of the public company should be liable to retire by rotation and out of such directors, 1/3rd should retire by rotation at every Annual General Meeting of the company. To meet the requirement of provisions of Section 152(6) of the Companies Act, 2013 **Mr. Deepak**

Gupta (DIN: 01033043), Director will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Board of Directors the Company at the ensuing Annual General Meeting.

- **STATEMENT ON DECLARATION GIVEN BY DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013**

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder.

- **BOARD ANNUAL EVALUATION UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013**

The provisions of Section 134(3)(p) of the Companies Act, 2013 mandate that a Formal Annual Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the company. The evaluation was carried out through a structured evaluation process to judge the performance of individual Directors including the Chairperson of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement & contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

NUMBER OF MEETINGS OF THE BOARD& ITS COMMITTEES

During the year under review, 13 (Thirteen) Board Meetings were convened and held. All the Meetings were duly held and convened and the intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 and SS-1.

Board Meetings			
S. No.	**Date of Meeting**	**Total Number of directors associated as on the date of meeting**	**Number of directors Attended**
1.	**06.04.2023**	4	4
2.	**20.04.2023**	4	4
3.	**26.04.2023**	4	3
4.	**05.05.2023**	4	2
5.	**01.06.2023**	4	4
6.	**27.06.2023**	4	3
7.	**01.08.2023**	4	4
8.	**12.08.2023**	3	3

9.	**01.09.2023**	3	3
10.	**06.11.2023**	3	2
11.	**14.12.2023**	3	3
12.	**08.03.2024**	3	2
13.	**18.03.2024**	3	2

Audit Committee Meetings			
S. No.	**Date of Meeting**	**Total Number of Members associated as on the date of meeting**	**Number of Members Attended**
1.	**20.04.2023**	3	3
2.	**01.08.2023**	3	3
3.	**01.09.2023**	3	3
4.	**08.03.2024**	3	2

Nomination & Remuneration Committee Meetings			
S. No.	**Date of Meeting**	**Total Number of Members associated as on the date of meeting**	**Number of Members Attended**
1.	**01.08.2023**	3	3

Stakeholders' Relationship Committee Meetings			
S. No.	**Date of Meeting**	**Total Number of Members associated as on the date of meeting**	**Number of Members attended**
1.	**20.04.2023**	3	3
2.	**01.08.2023**	3	3
3.	**01.09.2023**	3	3
4.	**08.03.2024**	3	2

COMPOSITION OF AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Four Audit Committee Meetings were convened and held.

Composition

Mr. Ravi Gupta*	Chairperson
Mr. Pramil Kumar Garg**	Chairperson
Mrs. Poonam Gupta	Member
Mr Deepak Gupta***	Member

Note:

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Audit Committee w.e.f. 01.08.2023*
*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Audit Committee w.e.f. 01.08.2023*
****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Audit Committee w.e.f. 01.08.2023*

COMPOSITION OF NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee of the Company is not constituted in line with the provisions of Section 178 of the Companies Act, 2013 and One Nomination & Remuneration Committee Meetings were convened and held.

Composition	
Mr. Ravi Gupta*	Chairperson*
Mr. Pramil Kumar Garg**	Chairperson
Mrs. Poonam Gupta	Member
Mr Deepak Gupta***	Member

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Nomination & Remuneration Committee w.e.f. 01.08.2023*
*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Nomination & Remuneration Committee w.e.f. 01.08.2023*
****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Nomination & Remuneration Committee w.e.f. 01.08.2023*

COMPOSITION OF STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of section 178 of the Companies Act, 2013 and Four Stakeholders' Relationship Committee Meeting were convened and held.

Composition	
Mr. Ravi Gupta*	Chairperson
Mr. Pramil Kumar Garg**	Chairperson
Mrs. Poonam Gupta	Member
Mr Deepak Gupta***	Member

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Stakeholders' Relationship Committee w.e.f. 01.08.2023*
*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Stakeholders' Relationship Committee w.e.f. 01.08.2023*
****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Stakeholders' Relationship Committee w.e.f. 01.08.2023*

REMUNERATION POLICY OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board on the recommendation of Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management Personnel and fixation of the remuneration thereof. The Policy contains, inter-alia, directors' appointment and remuneration including criteria for determining qualifications, positive attributes independence of a Director, etc.

MANAGERIAL REMUNERATION

A. Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

i. Payment of remuneration to Mr. Deepak Gupta, Managing Director in accordance with the provisions of Schedule V as in force as recommended by the Remuneration Committee.
ii. Payment of remuneration to Mrs. Poonam Gupta, Whole Time Director in accordance with the provisions of Schedule V as in force as recommended by the Remuneration Committee.
iii. Mr. Ravi Gupta*, Mr. Pramil Kumar Garg, Non- Executive Directors is not drawing any remuneration.

Note:

**Mr. Ravi Gupta (DIN: 02590694) resigned from the post of Independent Director of the Company w.e.f. 01.08.2023*

B. Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

None of the employees of Company is covered under the provisions of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

C. Any director who is in receipt of any commission from the company and who is a Managing Director or Whole-time Director of the Company shall receive any remuneration or commission from any Holding Company or Subsidiary Company of such Company subject to its disclosure by the Company in the Board's Report.

There is no such Director claiming any remuneration or commission from any holding Company or subsidiary Company.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The Company has Two Executive Director and remuneration have been paid to them during the year within limits. Further, no sitting fee has been paid to any Director during the year.

The remuneration paid to all Key Managerial Personnel was in accordance with the remuneration policy as adopted by the company.

STATUTORY AUDITOR& SECRETARIAL AUDITORWITH THEIR QUALIFICATION, RESERVATION ORADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS BY THE DIRECTORS

A. STATUTORY AUDITOR

The members at their 26th AGM, re-appointed **M/s. Kailash Sushil & Associates, Chartered Accountants (Firm Reg. No.003952N)**, as Statutory Auditors of the Company for a period of **five years** from the conclusion of the 26th Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) of the Company to be held for the financial year 2024-25, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.

Qualification(s) and Directors' comments on the report of Statutory Auditor:

There is no qualification remark in the Audit Report for the financial year under review.

B. SECRETARIAL AUDITOR

Pursuant to provision of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014, the Company has appointed **M/s. Jain P & Associates, Company Secretaries** to undertake Secretarial Audit of the Company.

The Secretarial Audit was conducted by **Ms. Preeti Mittal**, **Company Secretary,** and the report thereon is annexed herewith as ***"Annexure- A."***

Qualification(s) and Directors' comments on the report of Secretarial Auditor:

The Company did not provide E-Voting facility to the members in respect of the Annual General Meeting for the FY 2022-2023.

The Qualifications in the Secretarial Audit Report are self-explanatory. The management is working so as to avoid such lapse in compliance of various applicable rules and laws as mentioned therein the report.

INTERNAL AUDIT

The Board of Directors at their meeting held on November 07, 2022 has appointed Mr. Vikas Gupta as Internal Auditor to conduct the internal audit function for the company.

COST AUDITOR

Provision of Section 148 of the Companies act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, with respect to maintenance of Cost records and Cost Audit does not apply on the Company, during the year under review.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITOR

There were no instances of fraud, those have been observed by the Statutory Auditor during audit of the financial statements for the financial year 2023-2024, which are required to be disclosed by the company in its Board Report under Section 143 (12) of the Companies Act, 2013.

- **DISCLOSURE OF CHANGE IN ACCOUNTING TREATMENT IN FINANCIAL STATEMENTS**

During the period under review, there were no changes in the Accounting treatment in the Financial Statements for the financial year 2023-2024, different from that as prescribed in Accounting Standards, prescribed by the Institute of Chartered Accountants of India (ICAI).

- **VIGIL MECHANISM**

The Company has a vigil mechanism policy to deal with instances of unethical behavior, actual or suspected, fraud or violation of Company's Code of Conduct or ethics policy.

- **SECRETARIAL STANDARDS**

The Board of Directors of the company state that, during the year under review the applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to Board Meetings and General Meetings respectively have been duly followed by the Company.

- **PARTICULAR OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

The Company has not made any investments or given guarantee(s) covered under the provision of the Section 186 of the Companies Act, 2013 during the year under review.

All Loans and Advances made during the year were within the stipulated limits of lawprovided in Audit Report.

- **PARTICULAR OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013**

All contracts/arrangements/transactions entered into during the financial year with the courtparties were on arm's length basis and were in the ordinary course of business. **Form AOC-2** has also been attached with this report as **"*Annexure B."***

- **MATERIAL CHANGES AND COMMITMENTS, IF ANY**

There are no material change and commitments noticed by the Board during the financial year of the company ended on 31st March, 2024.

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

To the best of the Management's knowledge, no significant and material order(s) were passed by any regulator(s) or courts or tribunals which could impact the going concern status and company's operation in future.

- **DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

During the Financial Year 2023-24, there was no application made and proceeding initiated /pending under the Insolvency and Bankruptcy Code, 2016, by any Financial and/or Operational Creditors against your Company.

As on the date of this report, there is no application or proceeding pending against your company under the Insolvency and Bankruptcy Code, 2016.

- **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

During the year under review, there has been no one time settlement of loan taken from Bank & Financial Institution.

- **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT-GO**

The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3)(m) of the Companies Act, 2013, readwith Companies (Accounts) Rules, 2014 is given below:

	Conservation of energy	
1.	the steps taken or impact on conservation of energy	1. The Energy Conservation efforts in the Company are being pursued on a continuous basis and the Company is making its full efforts to minimize wastage and to make optimum utilization of energy. 2. Conducting regular training programme to educate the employees for proper and efficient utilization of energy.
2.	the steps taken by the company for utilizing alternate sources of energy	Nil
3.	the capital investment on energy conservation equipment	Nil

	Technology Absorption	
1.	the efforts made towards technology absorption	Nil
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
4.	the details of technology imported	N.A.
5.	the year of import	N.A.
6.	whether the technology been fully absorbed	N.A.
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
8.	the expenditure incurred on Research and Development	N.A.

	Foreign exchange earnings and Outgo	
1.	The Foreign Exchange earned in terms of actual inflows during the year	N.A.
2.	The Foreign Exchange outgo during the year in terms of actual outflows	N.A.

Further, there were no foreign exchange earnings and outgo during the year under review.

- **RISK MANAGEMENT**

As per Section 134 (3) (n) of Companies Act 2013, the company regularly maintains a proper check in normal course of its business regarding risk management. Currently, the company does not identify any element of risk which may threaten the existence of the company.

- **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has in place, a sound Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairperson of the Audit Committee of the Board. The Management monitors and evaluates the efficacy & adequacy of internal control system in the Company, in compliance with operating systems, accounting procedure and policies. Bases on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

- **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The company does not fall under the criteria of net worth, turnover or profit for applicability of Corporate Social Responsibility (CSR) as per provisions of Section 135 of the Companies Act, 2013; hence the same are not applicable to the company for the period under review.

- **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

As per the requirement of “The Sexual Harassment of Women at Workplace (Prevention, Prohibition &Redressal) Act, 2013” and Rules made thereunder, your Company has constituted Internal Complaints Committee (ICC) at its workplaces. During the year, no complaints were filed with the Company.

- **HUMAN RESOURCE**

The relationship with employees continues to be harmonious. The company always considers its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company

- **PERSONNEL RELATIONS**

Your Directors hereby place on record their appreciation for the services rendered by executives, staff and other workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the Employees and the Management continued to remain cordial.

- **CODE OF CONDUCT**

The Board of Directors has laid down the code of conduct for all Board Members and members of the Senior Management of the Company. Additionally, all Independent Directors of the company shall be bound by duties of Independent Directors as set out in Companies Act, 2013.

All Board Members, Key Managerial Personnel and Senior Management Personnel have affirmed compliance with the Code of Conduct.

- **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(3) of the Companies Act 2013, the Directors, would like to state as follows:

(a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

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

(c) The Directors had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing & detecting fraud & other irregularities;

(d) The Directors had prepared the Annual Accounts on a going concern basis;

(e) The Directors had laid down Internal Financial Controls to be followed by the Company and such controls are adequate and are operating effectively;

(f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **STOCK EXCHANGE LISTING**

The Company was previously listed on Delhi Stock Exchange and Ahmedabad Stock Exchange which have been De-recognized by the regulator i.e., Securities Exchange Board of India (SEBI). Therefore, the Company has been moved to the Dissemination Board of BSE limited. Further, The Company has made an application to Metropolitan Stock Exchange of India (MSEI) for Direct Listing of Shares of the Company and the said application for Direct Listing is under process at MSEI during the financial year 2023-2024.

- **DEMATERIALIZATION OF SHARES**

The Securities of the Company were being admitted by NSDL & CDSL. The ISIN of the Company is INE983A01019.

- **ACKNOWLEDGEMENT**

Your Directors would like to express their sincere appreciation forassistance and co-operation received from the various stakeholders including Financial Institutions co., Banks, Government authorities and other business associates who have extended their valuable support and encouragement during the year under review.

Your Directors take the opportunity to place on record their appreciation of the committed services rendered by the employees at all levels of the Company, who have contributed significantly towards Company's performance and for enhancing its inherent strength. Your Directors also acknowledge with gratitude the encouragement and support extended by our valued stakeholders.

By Order of the Board of Directors
For KCC Software Limited

	Poonam Gupta	**Deepak Gupta**
Date: 04.09.2024	**Whole Time Director**	**Managing Director**
Place: New Delhi	**DIN:02379548**	**DIN: 01033043**

JAIN P & ASSOCIATES
Company Secretaries
Add: B-40, Phase-2, Vivek Vihar, Delhi-110095
E-Mail: jainpandassociates@gmail.com, Ph: +91-9599473294

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
KCC SOFTWARE LIMITED
M-78, Connaught Place,
New Delhi-110001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **KCC Software 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 **KCC Software Limited'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 there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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 (Listing Obligations & Disclosure Requirements) Regulations, 2015;

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not applicable for the period under review**

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable for the period under review**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period under review**

(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; **Not applicable during the period under review**

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the period under review**

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review**

(j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

(k) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009- **Not applicable during the period under review**.

(l) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993- **Not applicable during the period under review.**

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

(i) Secretarial Standards (SS-1 & SS-2) 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. mentioned above subject to the following observation:

1. **The Company did not provide E-Voting facility to the members in respect of the Annual General Meeting for the FY 2022-23.**

We further report that

- ✓ The composition of the Board of Directors of the Company is duly constituted with proper balance of Executive & Non-Executive Directors.
- ✓ According to representation given by the management, adequate notices were 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.

- ✓ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that based on review of compliance mechanism established by the Company, we are of the opinion that there are adequate systems and processes in place in the company commensurate with the size and operations of the company to monitor compliance with applicable laws, rules, regulations and guidelines:-

- ✓ As informed, the Company has responded appropriately to the notices received from various statutory/ regulatory authorities including initiating actions for corrective measures, wherever found necessary.

We further report that during the audit period there were no events/actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc subject to the following:

The Company was listed on Delhi Stock Exchange and Ahmedabad Stock Exchange which have been De-recognized by the regulator i.e. Securities and Exchange Board of India (SEBI). Therefore, the Company was moved to the Dissemination Board of BSE Limited and is being considered as an "Unlisted Company". Further, the Company approached to "Metropolitan Stock Exchange of India" (MSEI) to get itself listed, however, the Company still has not been able to get itself listed on MSEI or any other Stock exchange with nationwide trading terminals.

For Jain P& Associates,
Company Secretaries
(Peer Review No.: 2985/2023)

Preeti Mittal
Company Secretary
Membership No.:12900
C P No.:17079
UDIN: F012900F001185885

Date: 01.09.2024
Place: Delhi

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,
KCC SOFTWARE LIMITED
M-78, Connaught Place,
New Delhi-110001

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. Where ever 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 future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Jain P& Associates,
Company Secretaries
(Peer Review No.: 2985/2023)

Preeti Mittal
Company Secretary
Membership No.: 12900
C P No.:17079
UDIN: F012900F001185885

Date: 01.09.2024
Place: Delhi

Annexure B

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 arms length transactions under third proviso thereto

1	**Details of contracts or arrangements or transactions not at Arm's Length basis**		
	a)	Name(s) of the related party and nature of relationship	-
	b)	Nature of contracts/arrangements/ transactions	-
	c)	Duration of the contracts/ arrangements/ transactions	-
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any	-
	e)	Justification for entering into such contracts or arrangements or transactions.	-
	f)	Date(s) of approval by the Board	-
	g)	Amount paid as advances, if any	-
	h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	-

2	**Detail of material contracts or arrangement or transactions at Arm's Length basis**		
	a)	Name(s) of the related party and nature of relationship	As per annexure
	b)	Nature of contracts/arrangements /transactions	
	c)	Duration of the contracts/arrangements/ transactions	
	d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	
	e)	Date(s) of approval by the Board, if any	
	f)	Amount paid as advances, if any	

Annexure

List of Related Parties, Relationship and Transaction:

	NAME	RELATIONSHIP
1.	Mr. Deepak Gupta	Managing Director (KMP)
2.	Mrs. Poonam Gupta	Whole Time Director (KMP)
3.	Deepak Gupta Education Trust	Director is one of the Trustee
4.	Ms. Preeti Bhardwaj	Relative of Director
5.	Mr. Utkrisht Mittal	Relative of Director

Particulars	**(Rs. In Thousands) Year ended 31st March 2024**
Remuneration to Directors	
1. Mr. Deepak Gupta	720.00
2. Mrs. Poonam Gupta	720.00
Salary to others	
1.Preeti Bhardwaj (Relative of Director)	1260.00
Loans repaid	
1. Utkrisht Mittal	1000.00

On behalf of the Board of Directors
For KCC SOFTWARE LIMITED

Poonam Gupta
Whole Time Director
DIN: 02379548

Deepak Gupta
Managing Director
DIN: 01033043

Date: 04.09.2024
Place: New Delhi

CORPORATE GOVERNANCE REPORT

Corporate Governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, (the 'SEBI Listing Regulations'), given below are the corporate governance policies and practices of **KCC Software Limited** (the 'Company') for F.Y 2023-2024.

This Report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act'), the SEBI Listing Regulations, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to practice good Corporate Governance in all its activities and processes. The Directors' endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company adheres to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015 or SEBI Regulations) and your management is taking all possible steps to fulfill its commitment in a judicious, fair and transparent manner.

In accordance with this philosophy, the Company has adopted Code of Conduct for its Senior Management Personnel and Board of Directors.

APPROPRIATE GOVERNANCE STRUCTURE WITH DEFINED ROLES AND RESPONSIBILITIES

The Company has put in place an internal governance structure with defined roles and responsibilities of every constituent of the system. The Company's shareholders appoint the Board of Directors, which in turn governs the Company. The Board has established various committees to discharge its responsibilities in an effective manner. The Company has Managing Director (MD) and Whole time Director (WTD) to guide the functioning of the Board. The Managing Director (MD) and Whole time Director (WTD), who in consultation with the Board of Directors provides overall direction and guidance to the Company. The MD and WTD is responsible for the corporate strategy, planning, external contacts and the overall management of the Company.

ETHICS/GOVERNANCE POLICIES

At KCC Software Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

1. Policy for determination of material events
2. Preservation of records policy
3. Code of conduct for Directors and Senior Management
4. Code of Conduct under regulation 9 of SEBI (Prohibition of Insider Trading) Regulation, 2015
5. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
6. General Code of Conduct
7. Performance Evaluation Policy
8. Policy on materiality of Related Party Transactions
9. Prevention of Sexual Harassment Policy
10. Related Party Transactions Policy
11. Risk Management Policy
12. Vigil Mechanism and Whistle-blower Policy

AUDITS AND INTERNAL CHECKS AND BALANCES

M/s. Kailash Sushil & Associates, Chartered Accountants (Firm Reg. No.003952N) are the Statutory Auditors of the Company. **CA Vikas Gupta** is the Internal Auditor of the Company. The Statutory Auditors and the Internal Auditor perform independent reviews of the ongoing effectiveness of Company's various components of the systems of internal controls and present the same before the Audit Committee for their review and necessary action.

RISK MANAGEMENT, INTERNAL CONTROLS AND COMPLIANCE

The Board of Directors of the Company have designed Risk Management Policy and framework to avoid events, situations or circumstances which may lead to negative impact on the Company's businesses as a whole and have defined a structured approach to manage uncertainty and outcomes. Key business risks and their mitigation are considered as a part of the annual/strategic business plans and is reviewed by the Audit Committee on frequent basis. The Company's internal as well as operational controls are commensurate with its size and the nature of its operations. The Company has put in place a defined risk management framework to identify, assess, monitor and mitigate the risks at enterprise level. Organization adopted a systematic approach to mitigate risks associated with accomplishment of objectives, operations, performance and regulations. Company believes that such steps would help to achieve stated objectives of the organizations. The Company shall continue to have periodic review mechanism for monitoring of various risk events in relation to various functional activities being undertaken by the organization.

BEST CORPORATE GOVERNANCE PRACTICES

The Company strives for highest Corporate Governance standards and practices. It, therefore, endeavors to continuously improve and adopt the best of Corporate Governance codes and practices. Some of the implemented best governance norms and practices include the following:

- All securities related filings with Stock Exchanges are reviewed every quarter by the Stakeholders' Relationship Committee and the Board of Directors.
- The Company has independent Board Committees covering matters related to Stakeholder Relationship, Directors Remuneration and the nomination of Board Members.
- The Senior Management Personnel review the ongoing effectiveness of operational and financial risk mitigations and governance practices.
- The Company undertakes Annual Secretarial Audit from an Independent Company Secretary who is in whole-time practice.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring compliances with all applicable laws to the Company and that the Board (including Committees thereof) procedures are followed and regularly reviewed. The Company Secretary acts as Secretary to all the Committees of the Board of Directors of the Company. The Company Secretary also ensures that all relevant information, details and documents are made available to the Directors and Senior Management for effective decision-making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company to ensure compliance with applicable statutory requirements, to provide guidance to Directors and to facilitate convening of meetings. The Company Secretary Interfaces and act as link between the management and regulatory authorities for governance matters.

II. BOARD OF DIRECTORS

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

A. Composition & Category of the Board of Directors and attendance of each director at the meeting of the board of directors and the last annual general meeting

As on 31st March 2024, there were 3(Three) Directors comprising 1 (One) Managing Director (Category: Executive), 1 (One) Whole Time Director (Category: Executive) and 1(One) Independent Director (Category: Non-Executive).

The Board consists of eminent persons with considerable professional experience in business, industry, finance, audit and law. None of the Director is a member of more than ten committees and Chairperson of more than five Committees across all the Companies in which they are Directors. All the members have made disclosures regarding their directorship and memberships in various committees.

As on 31st March, 2024, the composition of Board of Directors is in conformity with the provisions of Companies Act, 2013.

Category and attendance of each of the Directors at the Board Meetings held during 2023-24 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held during the year 2023-2024			Whether attended last AGM for FY 2022-23	No. of Membership/ Chairpersonship in mandatory Committees**		No. of Membership/ Chairpersonship in Nomination & Remuneration Committee
			No. of Board Meeting held	No. of meetings which director was entitled to attend	Attended		Chairpersonship	Membership (including as Chairperson)	
1	Mr. Deepak Gupta (DIN: 01033043)	Managing Director (Executive)	13	13	13	Yes	0	2	0
2	Mrs. Poonam Gupta (DIN: 02379548)	Whole Time Director (Executive)	13	13	9	Yes	0	2	1 (M)
3	Mr. Pramil Kumar Garg (DIN: 02926116)	Non-Executive Independent Director	13	13	11	Yes	2	2	1(C& M)
4	Mr. Ravi Gupta* (DIN: 02590694)	Non-Executive Independent Director	13	7	6	Yes	0	2	1(C & M)

Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Independent Director of the Company w.e.f. 01.08.2023

*****Note:** Chairmanship / Membership of Board Committees include Audit Committee & Stakeholders Relationship Committee of the Company;*

Number of other Board of Directors or Committees in which a Director is a Member or Chairperson as on 31.03.2024 (including the Company)

Sr. No.	Name of Director	Directorships			Committee positions in listed and unlisted public limited companies* *		No. of Membership/ Chairpersonship in other Committees#
		In equity listed companies	In unlisted public limited companies	In private limited companies	As member (including as chairperson)	As Chairperson	
1.	Mr. Deepak Gupta (DIN: 01033043)	1	0	0	1	0	0
2.	Mrs. Poonam Gupta (DIN: 02379548)	1	0	1	2	0	1(M)
3.	Mr. Pramil Kumar Garg (DIN: 02926116)	1	0	2	2	2	1(C& M)
4.	Mr. Ravi Gupta* (DIN: 02590694)	2	0	0	3	0	2(M)

Note:
*******Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Independent Director of the Company w.e.f. 01.08.2023*

******** *Chairmanship / Membership of Board Committees include Audit Committee & Stakeholders Relationship Committee;*
 # Chairmanship / Membership of Board Committees include Nomination & Remuneration Committee;

I) None of the director holds office as a director, including as an alternate director, in more than twenty companies at the same time. None of them has directorships in more than ten public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included and directorships in dormant companies are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.

II) As per declarations received, none of the directors serve as an independent director in more than seven equity listed companies or in more than three equity listed companies in case he/she is a whole-time director in any listed company.

III) None of the directors was a member in more than ten committees, nor a chairperson in more than five committees across all public companies in which he/she was a director.

Directorship in equity listed companies and Name of equity listed entities where directors of the Company held directorships as on 31st March 2024 (including the Company)

Sr. No.	Name of Director	Listed Entity	Category
1.	Mr. Deepak Gupta (DIN: 01033043)	-	-
2.	Mrs. Poonam Gupta (DIN: 02379548)	-	-
3.	Mr. Pramil Kumar Garg (DIN: 02926116)	-	-
4.	Mr. Ravi Gupta* (DIN: 02590694)	-	-

*******Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Independent Director of the Company w.e.f. 01.08.2023*

Disclosure of relationships between Directors inter-se

Mr. Deepak Gupta (DIN: 01033043) & Mrs. Poonam Gupta (DIN: 02379548), are relatives to each other as defined in Section 2 (77) of Companies Act, 2013 and Rule 4 of the companies (Specification of definitions details) Rules, 2014.

None of the other Directors are related to any other Directors on the Board.

Number of meetings of the Board of Directors held and dates on which held

During the period, the Board of Directors of your Company met 13 (Thirteen) times. The dates on which the meetings were held are **06.04.2023, 20.04.2023, 26.04.2023, 05.05.2023, 01.06.2023, 27.06.2023, 01.08.2023, 12.08.2023, 01.09.2023, 06.11.2023, 14.12.2023, 08.03.2024 & 18.03.2024** and the gap requirement of 120 days between two meetings have been complied with. The necessary quorum was present for all the meetings.

Orderly succession to Board and Senior Management

The framework of succession planning for appointment of Board/Management is passed by the Board. In addition, changes in the Senior Management and their responsibilities are updated to the Board from time to time.

Number of shares and convertible instruments held by Non-Executive Directors:
None of the Non-Executive Directors holds any share in the Company.

Letters of appointment of Independent Directors & policy to familiarize

The company issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013.

The company has also formulated a policy to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

A. Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Non-Executive Directors during the financial year 2023-24.

B. Familiarization Program for Directors

The Company has Familiarization Program Module ("the Program") for Independent Directors ("ID") of the Company. As per the requirement regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company is required to familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through this programmes.

C. Skill/Expertise/Competence of the Board of Directors

The Board of Directors along with Nomination& Remuneration Committee (NRC) identifies the right candidate with right qualities, skills and practical expertise/ competencies required for the effective functioning of individual member to possess and also the Board as a whole. The Committee focuses on the qualification and expertise of the person, the positive attributes, standard of integrity, ethical behavior, independent judgment of the person in selecting a new Board member. In addition to the above, in case of independent directors, the Committee shall satisfy itself with regard to the independence of the directors to enable the Board to discharge its functions and duties effectively. The same are in line with the relevant provisions of the Listing Regulations. The NRC has identified the following core skills, expertise and competencies for the effective functioning of the Company which is currently available with the Board:

a) Expertise in Legal, Finance & Accountancy
b) Human Resource
c) Risk Management
d) Knowledge of the Industry
e) Leadership
f) Board Services & Corporate Governance
g) Diversity
h) Personal Values
i) Functional & Managerial Experience

Given below is a list of core skills, expertise and competencies of the individual Directors:

Name of Director	Skills/Expertise/Competencies								
	Expertise in Legal, finance & Accountancy	Human Resource	Risk Management	Knowledge of the Industry	Leadership	Board Services & Corporate Governance	Diversity	Personal Values	Functional & Managerial Experience
Mr. Deepak Gupta (DIN: 01033043)	√	√	√	√	√	√	√	√	√
Mrs. Poonam Gupta (DIN: 02379548)	√	√	√	√	√	√	√	√	√
Mr. Pramil Kumar Garg (DIN: 02926116)	√	√	√	√	√	√	√	√	√
Mr. Ravi Gupta* (DIN: 02590694)	√	√	√	√	√	√	√	√	√

Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Independent Director of the Company w.e.f. 01.08.2023

D. The company is engaged to carry on the business, as per its memorandum of Association of the company,which is business of manufacturers and producers, importers and exporters, buyers and sellers, trading, stores and stockists, suppliers and distributors, wholesale and retail dealer in pharmaceuticals, medicals, chemicals, industrial and other preparations and articles, compound, drugs, veterinary and human medicines, crude drugs, packing material and containers or such other articles or things of similar nature or analogous to any of them or connected therewith.

III. COMMITTEES OF THE BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has ***Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.*** All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit *Committee*

i. The Audit Committee of the Company is constituted in line with the provisions of Section 177 of Companies Act, 2013.

ii. The term of reference of the Audit Committee is as per provisions of Companies Act 2013.

iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internalauditors to be present at its meetings.

iv. The previous Annual General Meeting (AGM) of the Company was held on 30th September, 2023 and was attended by Mr. Ravi Gupta, Chairperson of the Audit Committee.

v. As on 31st March, 2024, the composition of the Audit Committee and the details of meetings attended by its members aregivenbelow:

S.No.	Name	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Mr. Ravi Gupta* (DIN: 02590694)	Chairperson	4	2	2
2.	Mrs. Poonam Gupta (DIN: 02379548)	Member	4	4	4
3.	Mr. Pramil Kumar Garg **(DIN: 02926116)	Member & Chairperson	4	4	4
4.	Mr. Deepak Gupta*** (DIN: 01033043)	Member	4	2	2

Note:

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Audit Committee w.e.f. 01.08.2023*

*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Audit Committee w.e.f. 01.08.2023*

****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Audit Committee w.e.f. 01.08.2023*

vi. 4 (Four) Audit Committee meetings were held during the year 2023-2024 on **20.04.2023, 01.08.2023, 01.09.2023 & 08.03.2024.**

vii. The necessary quorum was present for all the meetings.

viii. The role of the **audit committee** includes the following:

1. Oversight of the listed entity‘s financial reporting process and the disclosure of its financial information to ensure that the financial statementsare correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
4. Reviewing, with the management, the Annual Financial Statements and Auditor's Report thereon before submission to the board for approval, with particular reference to:
    a. matters required to be included in the director‘s responsibility statement to be included in the board‘s report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise ofjudgment by management;
    d. significant adjustments made in the financial statements arising out of auditfindings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of fundsraised through an issue (public issue, rights issue, preferential issue, etc.), thestatement of funds utilized for purposes other than those stated in the offerdocument / prospectus / notice and the report submitted by the monitoringagency, monitoring the utilization of proceeds of a public or rights issue, andmaking appropriaterecommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor‘s independence & performance, andeffectiveness of audit process;
8. Approval or any subsequent modification of transactions of the listed entity withrelated parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors,adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structureof the internal audit department, staffing and seniority of the official heading thedepartment, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up thereon;

15. Reviewing the findings of any internal investigation by the internal auditors intomatters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the natureand scope of audit as well as post-audit discussion to ascertain any area ofconcern;
17. To look into the reasons for substantial defaults in the payment to the depositors,debenture holders, shareholders (in case of non-payment of declared dividends)and creditors;
18. To review the functioning of the whistle blower mechanism;
19. Approval of appointment of chief financial officer after assessing thequalification, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of theaudit committee.

ix. The audit committee shall **mandatorily** review the following information:

1. Management discussion and analysis of financial condition and results ofoperations;
2. Statement of significant related party transactions (as defined by the auditcommittee), submitted by the management;
3. Management letters / letters of internal control weaknesses issued by thestatutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditorshall be subject to review by the audit committee.
6. Statement of deviations:
   a) Quarterly statement of deviation(s) including report of monitoring agency, ifapplicable, submitted to stock exchange(s) in terms of Regulation 32(1).
   b) Annual statement of funds utilized for purposes other than those stated in theoffer document/prospectus/notice in terms of Regulation 32(7).

x. **Audit& other duties**

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. Stakeholders Relationship Committee (erstwhile Shareholders' Grievance Committee)

i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 andRegulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted Stakeholders' Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders and other security holders.

ii. As on 31st March, 2024, the composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Mr. Ravi Gupta* (DIN: 02590694)	Chairperson	4	2	2
2.	Mrs. Poonam Gupta (DIN: 02379548)	Member	4	4	4
3.	Mr. Pramil Kumar Garg **(DIN: 02926116)	Member & Chairperson	4	4	4
4.	Mr. Deepak Gupta*** (DIN: 01033043)	Member	4	2	2

Note:

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Stakeholders' Relationship Committee w.e.f. 01.08.2023*
*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Stakeholders' Relationship Committee w.e.f. 01.08.2023*
****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Stakeholders' Relationship Committee w.e.f. 01.08.2023.*

xi. 4 (Four) Stakeholders' Relationship Committee meetings on **20.04.2023, 01.08.2023, 01.09.2023 & 08.03.2024.**The necessary quorum was present for all the meetings.

iii. Functions and Terms of Reference:

The Committee considers and resolves the grievances of the security holders of the listed entity including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends.

The functioning and broad terms of reference of the Stakeholders' Relationship Committee of the Company are as under:

a) To consider and resolve the grievance of security holders of the Company.
b) To take note of compliance of Corporate Governance during the quarter/year.
c) To approve request for share transfer and transmissions.
d) To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicateshare certificate etc.

iv. Name, designation and address of Compliance Officer:

Name	**Mr. Deepak Gupta**
Designation	Managing Director

Address	M-78 Connaught Place New Delhi-110001
Phone No, & Email id	9810084113 kccsoftware1994@gmail.com

v. Number of shareholder's complaints received, not solved to the satisfaction of shareholders and pending during the financial year 2023-24 are as follows:

No. of Complaints pending as on 01.04.2023	No. of Complaints received during the year 2023-24	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on 31.03.2024
NIL	NIL	NIL	NIL	NIL

C. Nomination & Remuneration Committee

i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has duly constituted the Nomination &Remuneration Committee, with all members being Non-Executive Directors and Independent Director as Chairperson.As on 31st March, 2024, the composition of Nomination & Remuneration Committee and details of meetings attended by its members are given below:

ii.

S.No.	Name of the Member	Category	No. of Committee Meetings held	No. of meetings which director was entitled to attend	No. of Committee Meetings Attended
1.	Mr. Ravi Gupta* (DIN: 02590694)	Chairperson	1	1	1
2.	Mrs. Poonam Gupta (DIN: 02379548)	Member	1	1	1
3.	Mr. Pramil Kumar Garg **(DIN: 02926116)	Member & Chairperson	1	1	1
4.	Mr. Deepak Gupta*** (DIN: 01033043)	Member	0	0	0

**Mr. Ravi Gupta (DIN: 02590694), resigned from the post of the Chairperson of Nomination & Remuneration Committee w.e.f. 01.08.2023*
*** Mr. Pramil Kumar Garg (DIN: 02926116), has been re-categorized as Chairperson of Nomination & Remuneration Committee w.e.f. 01.08.2023*
****Mr. Deepak Gupta (DIN: 01033043), has been appointed as member of the Nomination & Remuneration Committee w.e.f. 01.08.2023*

xii. During the year 2023-24, **one** committee meetings were held on **01.08.2023**. The necessary quorum was present for all the meetings.

iii. The terms of reference of the committee are as follows:

a) Formulation of the criteria for determining qualification, positive attributes and independence of a director and to recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
b) Formulation of criteria for evaluation of performance of independent directors and the board of directors;
c) Devising a policy on diversity of board of directors;
d) 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 of directors their appointment and removal.
e) 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.
f) The remuneration policy as adopted by the company envisages the payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

iv. Performance Evaluation Criteria For Independent Directors:

Performance Evaluation Criteria of Board members including Independent Directors as approved by the Board provides:

a) Each of the director(s) are required to assign the rating on different parameters for the evaluation of board, independent director(s) and committees of the Board of Directors andhas to submit the same to the Nomination & Remuneration Committee.

b) The rating is to be assigned on a scale of five for the purpose of evaluation of performance as under:

Rating Scale	Scale Performance
5	Exceptionally Good
4	Good
3	Satisfactory
2	Needs Improvement
1	Unacceptable

c) The Nomination & Remuneration Committee shall receive the Evaluation Forms in sealed cover and summarize the results. The Chairperson of the Nomination & Remuneration Committee may have discussions with individual director where clarification or interpretation is required.
d) The Chairperson of the NRC shall develop a report on the basis of evaluation rating received. The Committee shall review the result and submit its recommendation for the consideration of Board.
e) The Board shall review the recommendations of the Nomination & Remuneration Committee and issue necessary directions.

IV. Remuneration of Directors

The remuneration payable to all Directors including Managing Director, if any is decided by the shareholders in the General Meeting. As per the Companies Act, 2013, the Board of Directors of the Company is empowered to determine the sitting fee payable to Independent Directors within the ceiling prescribed under the Companies Act, 2013.

None of the Independent Directors were paid any sitting fees during the financial year 2023-24.

Remuneration of Executive Directors for the financial year 2023-24

(Amount in Rupees)

S. No.	Name of Director	Designation	Salary	Benefits	Performance Related Pay (PRP) for the year 2023-24	Total
1.	Mr. Deepak Gupta	Managing Director	720000	-	-	720000
2.	Mrs. Poonam Gupta	Whole Time Director	720000	-	-	720000

The Company had not given any stock options during the year 2023-24.

Except as mentioned above, there was no pecuniary relationship or transaction with Non-Executive Directors vis-a-vis theCompany during the financial year 2023-24.

V. GENERAL BODY MEETING

a) Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Date	Venue	Time	Whether any Special Resolution passed
2020-21	30.11.2021	M-78, Connaught Place, New Delhi-110001	11:00 AM	0
2021-22	30.09.2022	M-78, Connaught Place, New Delhi-110001	01:00 PM	2
2022-23	30.09.2023	M-78, Connaught Place, New Delhi-110001	01:00 PM	0

b) No Extraordinary General Meeting of Members was held during the year under review.

c) No Postal Ballot was conducted during the year under review.

VI. GENERAL SHAREHOLDER INFORMATION

S.	Particulars	Information

No.		
1.	Annual General Meeting:	**30^{th} September, 2024**
	Day	**Monday**
	Date& Time	**04:00 P.M**
	Deemed Venue	M-78 Connaught Place New Delhi-110001
2.	Financial year	April 1, 2023 to March 31, 2024
3.	Book Closure	25.09.2024 to 30.09.2024
4.	Dividend payment date	The Company has not recommended or paid any dividend during the financial year under review.

VII. VOTING THROUGH ELECTRONIC MEANS

Pursuant to section 108 of Act and the Rules made thereunder, every listed company and every Company having 1000 members or more is required to provide its members the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with CDSL, the authorized agency for this purpose, to facilitate such e-voting for its members.

The shareholders would therefore be able to exercise their voting rights on the items put up in the Notice of AGM through such e-voting method.

Cut-off date, as per the said Rules, is **Tuesday, 24^{th} September 2024** and the remote e-voting shall be open for a period of 3 (three) days, from **Friday, 27^{th} September, 2024 (9.00 a.m.) till Sunday, 29^{th} September, 2024 (5.00 p.m.).**

The Board has appointed **Ms. Preeti Mittal** (Membership No. FCS – 12900 & CP No. – 17079) Proprietor of **M/s. Jain P & Associates**, Practicing Company Secretary, as Scrutinizer for the voting process.

Detailed procedure is given in the Notice of the 30^{st}Annual General Meeting (AGM.

VIII. DISCLOSURE

a) There have been no materially significant related party transactions which may have potential conflict with the interests of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is attached with the Directors' Report.

b) The Company has not raised any funds through preferential allotment or qualified institutions placement.

c) There were no instances where the Board has not accepted any recommendation of any committee of the board which was mandatorily required during the financial year in concern.

d) Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network of the statutory auditor is **Rs. 1,25,000/-.**

IX. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10)

It is to confirm that the Company has not incurred any non-compliance of any information contained in this Corporate Governance Report.

X. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company has constituted Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace. The Company's process ensures complete anonymity and confidentiality of information.The below table provides details of complaints received/disposed during the financial year 2023-24:

No. of Complaints Filed during the financial year 2023-24	No. of Complaints Disposed off during the financial year 2023-24	No. of Complaints Pending as on 31.03.24
NIL		

XI. DISCLOSURE REGARDING SHARES IN SUSPENSE ACCOUNT

(a) Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: NIL

(b) Number of shareholders who approached issuer for transfer of shares from suspense account during the year: NIL

(c) Number of shareholders towhom shares were transferred from suspense account during the year: NIL

(d) aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: NIL

(e) that the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL

XII. INDEPENDENT DIRECTORS

The Board of the Company has been duly constituted with an optimum combination of Executive Directors, Non-Executive and Independent Directors. All the members are financially literate and possess sound knowledge of accounts, audit, finance, law, etc.

As on **31st March, 2024**, the Board of the Company comprises of 1 (One) Independent Director:

- *Mr. Pramil Kumar Garg*

XIII. MANAGEMENT DISCUSSION AND ANALYSIS

A separate chapter on Management Discussion and Analysis is given in this Annual Report.

Categories of Equity Shareholders as on March 31, 2024:-

	Category	No. of Shares	% of Holding
1.	**Promoters Holding**		
	Promoters	-	-
	-Indian Promoters	2231043	38.35
	- Foreign Promoters	-	-
	-Persons acting in concert	-	-
	Sub Total	**2231043**	**38.35%**
2.	**Non Promoters Holding**		
	Institutional Investor	-	-
	Mutual Fund and UTI	-	-
	Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	FII's	300000	5.16
	Sub Total	**300000**	**5.16%**
3.	**Others**		
	Corporate Bodies	46608	0.8
	Indian Public	3137999	53.93
	NRI's/OCB's	52900	0.91
	Any Other (HUF/Firm/Foreign Companies) Clearing Member	49450	0.85
	Sub Total	**3286957**	**56.49%**
	Grand Total	**5818000**	**100%**

XIV. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The shares of the Company are in the compulsory dematerialized segment and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Number of shares held in dematerialized and physical mode as on **31st March 2024**

Particulars	Total Shares	% to Equity
Issued capital	5818000	100

Paid Up Capital	5818000	100
Shares in dematerialized form with NSDL	2282366	39.23
Shares in dematerialized form with CDSL	816479	14.03
Physical	2719155	46.74
Total	**5818000**	**100**
Difference between Issued Capital and Listed and paid up Capital (if any)	NIL	

ISIN of the Company : INE983A01019

The names and addresses of the depositories are as under:

1. **National Securities Depository Limited**
   Trade World, A-Wing, 4th & 5th Floors,
   Kamala Mills Compound,
   Senapati Bapat Marg,
   Lower Parel, Mumbai - 400 013

2. **Central Depository Services (India) Limited**
   Marathon Futurex, A-Wing, 25th floor,
   NM Joshi Marg, Lower Parel, Mumbai 400013

XV. Disclosure by the Company and its subsidiaries of 'loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount

The Company has not given loans and advances to Firms/Companies in which Directors are interested.

XVI. Details of material subsidiaries of the Company; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries- NIL

During the financial year ended 2023-24, the Company has no subsidiary companies within the meaning of Section 2(87) of the Companies Act, 2013.

XVII. Company Details:

Registered Office : M-78 Connaught Place New Delhi-110001

Addressfor communication : Same as Above

The phone numbers and e-mail addresses for communication are given below:

Particulars	Telephone Number	Mail ID
Registered office:		
M-78 Connaught Place New Delhi-110001	9810084113	kccsoftware1994@gmail.com

On behalf of Board of Directors
For KCC Software Limited

Deepak Gupta
Managing Director
DIN: 01033043

Date: 04.09.2024
Place: New Delhi

Kailash Sushil & Associates
CHARTERED ACCOUNTANTS

301 & 302, Vardhman Plaza Tower, H-3, Netaji
Subhash Place, Pitampura, New Delhi - 110034
Phones Off. : 011-4155 3650, 813070 3650
Mobile : KCG - 98110 41558, DNB - 98110 41559
Email : davender.bhardwaj@gmail.com
kailashchandgupta@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
KCC SOFTWARE LIMITED

I. Report on the Audit of the Financial Statements

1. Opinion

A. We have audited the accompanying Financial Statements of KCC SOFTWARE LIMITED ("the Company"), which comprise the Balance Sheet as at **March 31, 2024**, the Statement of Profit and Loss, *(statement of changes in equity)* and statement of cash flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements").

B. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Financial Statements of the current period. These matters were addressed in the context of our audit of the Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

4. **Information Other than the Financial Statements and Auditor's Report Thereon**

A. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises 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 Financial Statements and our auditor's report thereon.

B. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

C. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

D. 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.

5. **Management's Responsibility for the Financial Statements**

A. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

B. In preparing the 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 are also responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibilities for the Audit of the Financial Statements

A. Our objectives are to obtain reasonable assurance about whether the 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 Financial Statements.

B. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

i) Identify and assess the risks of material misstatement of the 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.

ii) Obtain an understanding of internal financial controls 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 with reference to financial statements in place and the operating effectiveness of such controls

iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management

iv) 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 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.

v) Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation

C. Materiality is the magnitude of misstatements in the Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in

i) planning the scope of our audit work and in evaluating the results of our work; and

ii) to evaluate the effect of any identified misstatements in the Financial Statements.

D. 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.

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

F. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

II. 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 in terms of Section 143(11) of the Act, we give in "**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 account 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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the relevant books of account.

D. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

F. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**"

G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

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 on its financial position in its Financial Statements

ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts

iii) The provision of transferring the amount to the Investor Education and Protection Fund is not applicable to the company

iv) (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("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, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("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; and

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

v) No dividend has been declared or paid by the company during the year, as such the compliance with section 123 of the Companies Act, 2013 is not applicable to the company.

vi) Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Further, as the proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from 1st April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per statutory requirements for record retention is not applicable for the financial year ending 31st March 2024.

Place: DELHI
Date: 22-08-2024
UDIN: 24084643BKHPBJ6398

For Kailash Sushil and Associates
Chartered Accountants
FRN: 003952N

Davender Nath Bhardwaj
M.No. 084643

ANNEXURE-A TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **KCC SOFTWARE LIMITED** for the year ended **31st March 2024**.

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its Property, plant and equipment.

   (b) These Property, plant and equipment have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.

   (c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.

   (d) The company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year

   (e) The company is not holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

2. The company is not having any inventory. Therefore, this clause of CARO, 2020 is not applicable to the company.

3. The company has not made any investment or provided any security or granted any loans or advances in the nature of loans during the year, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.

4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. The company has not accepted any deposits or any amount which are deemed to be deposits.

6. As per information & explanation given by the management, necessary cost records are being maintained although cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

7. (a) The company is regular in depositing undisputed statutory dues including income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. However, the Company is not regular in depositing provident fund and Employee's state insurance.

(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time, there is no dispute pending on the part of company.

8. No transaction have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. (a) The company hasn't made any default in repayment of loans or borrowing to any lender.

(b) The company has not been declared a wilful defaulter by any bank or financial institution or other lender.

(c) The term loans were applied for the purpose for which the loans were obtained.

(d) The funds raised on short term basis have not been utilised for long term purposes

(e) The Company does not have subsidiaries, associates or joint ventures, as such clause (e) and (f) are not applicable.

10. (a) The company have not raised any money by way of initial public offer or further public offer (including debt instruments).

(b) The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

11. (a) Neither company has done any fraud nor any fraud has been done on the Company.

(b) 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 complaints have been received from whistle-blower during the year by the Company.

12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.

13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

14. (a) The company has an adequate internal audit system commensurate with the size and nature of its business.

(b) The provision of Section 138 of the Companies Act 2013 are not applicable to the Company.

15. The company has not entered into any non-cash transactions with directors or persons connected with him.

16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

17. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.

18. No statutory auditors have resigned during the year.

19. We are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. 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.

20. In our opinion and according to the information and explanations given to us, the provisions of corporate social responsibility as per section 135 of the Companies Act 2013 are not applicable on the company, hence reporting under clause (xx) of the Order is not applicable to the company.

Place: DELHI
Date: 22-08-2024
UDIN: 24084643BKHPBJ6398

For Kailash Sushil and Associates
Chartered Accountants
FRN No. 003952N

Davender Nath Bhardwaj
M. No. 084643

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 3 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of KCC SOFTWARE LIMITED on the financial statements for the year ended March 31, 2024.

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 **KCC SOFTWARE LIMITED** ("the Company") as of **March 31, 2024** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place: DELHI
Date: 22-08-2024
UDIN: 24084643BKHPBJ6398

For Kailash Sushil and Associates
Chartered Accountants
FRN No. 003952N

Davender Nath Bhardwaj
M. No. 084643

KCC SOFTWARE LIMITED
CIN: U72200DL1994PLC058140

BALANCE SHEET AS ON 31ST MARCH 2024

(All amounts in Rs. Thousands unless otherwise stated)

		PARTICULARS	Note No.	Figures as at the end of current reporting period 31.03.2024	Figures as at the end of previous reporting period 31.03.2023
I		**EQUITY AND LIABILITIES**			
		Shareholders' Funds			
	a	Share Capital	2	58180.00	58180.00
	b	Reserve and Surplus	3	145118.83	142782.49
		Non-Current Liabilities			
	a	Long Term Borrowings	4	33773.83	30622.27
	b	Deffered tax Liabilities (net)		-	-
	c	Other Long Term Liabilities	5	3684.00	2080.00
	d	Long term provisions		-	-
		Current Liabilities			
	a	Short term borrowings	6	14690.22	6319.64
	b	Trade Payables	7	2794.27	1063.51
	c	Other Current Liabilities	8	569.60	455.81
	d	Short term provisions	9	3224.76	3944.73
		Total		**262035.51**	**245448.45**
II		**ASSETS**			
		Non Current Assets			
	a	Property, Plant and Equipment and Intangible assets	10		
		(i) Property, Plant and Equipment		74080.05	72698.64
		(ii) Intangible Assets		-	-
		(iii) Capital work in progress		-	-
		(iv) Intangible assets under development		-	-
	b	Non Current Investments		-	-
	c	Deffered Tax Assets (net)	11	3168.65	3004.06
	d	Long term Loans and Advances	12	100089.36	104121.85
	e	Other Non-Current Assets	13	20406.45	20411.61
		Current Assets			
	a	Current Investments			
	b	Inventories		-	-
	c	Trade Receivables	14	802.22	28.22
	d	Cash and Cash Equivalents	15	45946.36	35454.80
	e	Short Term Loans & Advances	16	17542.43	9729.26
	f	Other Current Assets	17	-	-
		Total		**262035.51**	**245448.45**

Significant Accounting Policies 1

In terms of our attached report of even date

The above notes form an integral part of Balance Sheet

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

Davender Nath Bhardwaj
Partner
Membership No: 084643

Place: Delhi
Date : 22.08.2024

For & on behalf of the Board

Poonam Gupta **Whole-Time Director**
DIN: 02379548

Deepak Gupta **Managing Director**
DIN: 01033043

Saurabh Gupta **Chief Finance Officer**
PAN: BRLPG8123M

KCC SOFTWARE LIMITED
CIN: U72200DL1994PLC058140

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH 2024

(All amounts in Rs. Thousands unless otherwise stated)

	PARTICULARS	Note No.	Figures as at the end of current reporting period 31.03.2024		Figures as at the end of previous reporting period 31.03.2023	
I	Revenue from Operations	18		43382.21		40175.35
II	Other Income	19		587.15		1723.79
III	**Total Income (I+II)**			43969.36		41899.14
IV	Expenses:					
	Employees benefit Expenses	20		2685.26		2164.37
	Finance Costs	21		5926.21		5142.14
	Depreciation and amortization expenses	10		5502.17		4670.43
	Other Expenses	22		27248.08		24324.59
	Total Expenses			41361.72		36301.54
V	**Profit before exceptional and extraordinary items and tax (III-IV)**			2607.63		5597.60
VI	Exceptional Items			-		-
VII	**Profit before extraordinary Items and Tax (V-VI)**			2607.63		5597.60
VIII	Extraordinary Items			-		-
IX	**Profit Before Tax (VII - VIII)**			2607.63		5597.60
X	Tax Expenses					
	(i) Current Tax		348.00		1438.73	
	(ii) Deferred Tax		-164.59		-155.64	
	(iii)Earlier Year Tax		87.89		-3.03	
	(iv) Fringe Benefit Tax		-	271.30	-	1280.05
XI	**Profit for the period from continuing operations (IX-X)**			2336.33		4317.55
XII	Profit from Discontinuing operations			-		-
XIII	Tax expenses of discontinuing operation			-		-
XIV	**Profit from Discontinuing Operations (after Tax (XII - XIII)**			-		-
XV	**Profit(loss) for the period (XI + XIV)**			2336.33		4317.55
XVI	Earning Per Equity Share					
	(i) Basic (In Rupees)			0.40		0.74
	(ii) Diluted (In Rupees)			0.40		0.74

This is the profit and Loss refer to in our report of even date

The above notes form an integral part of Profit and Loss

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

For & on behalf of the Board

Poonam Gupta — **Whole-Time Director**
DIN: 02379548

Davender Nath Bhardwaj
Partner
Membership No: 084643
Place: Delhi
Date : 22.08.2024

Deepak Gupta — **Managing Director**
DIN: 01033043

Saurabh Gupta — **Chief Finance Officer**
PAN: BRLPG8123M

KCC SOFTWARE LIMITED
CIN: U72200DL1994PLC058140

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2024

(All amounts in Rs. Thousands unless otherwise stated)

Particulars	31ST MARCH 2024		31ST MARCH 2023	
	Amount in Rs.	Amount in Rs.	Amount in Rs.	Amount in Rs.
A. Cash Flow from Operating Activities				
Net Profit before tax & extraordinary items		2607.63		5597.60
Add: Adjustment for		0.00		0.00
Depreciation	5502.17		4670.43	
		5502.17		4670.43
Operating Profit before Working Capital Changes		8109.81		10268.04
Increase/ decrease in Trade & Other Receivable	-773.99		1900.79	
Increase/ Decrease in Loans & Advances	-7813.16		-664.93	
Increase/ Decrease in Other Current Assets	-		2026.69	
Loss on Sale of Fixed Assets	-		-	
Increase/ decrease in Current Liabilities	9495.15	908.00	141.42	3403.97
Cash generated from operations		9017.81		13672.00
Taxes Paid	348.00		1438.73	
Taxes Paid/ Refund (Earlier Years)	87.89	435.89	-3.03	1435.69
Cash Flow before extrordinary items		8581.92		12236.31
Extraordinary items		-		-
Net Cash flow from Operating Activities		8581.92		12236.31
B. Cash Flow from Investing Activities				
Purchase of fixed Assets	-6883.59		-4689.00	
Sales of Fixed Assets	-		177.58	
Loans & Advances Return	4032.50		-2791.37	
Acquisition of Other Non-current Assets	5.16	-2845.93	-1914.95	-9217.73
Net Cash used in Investing Activities		-2845.93		-9217.73
C. Cash Flow from Financing Activities		4755.57		8593.66
Net Increase in Cash & Cash equivalents (A+B+C)		10491.56		11612.23
Opening Balance of Cash & Cash equivalents		**35454.80**		**23842.57**
Closing Balance of Cash & Cash equivalents		**45946.36**		**35454.80**

This is the Cash Flow Statement referred to in our report of even date.

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

Davender Nath Bhardwaj
Partner
Membership No: 084643

Place: Delhi
Date : 22.08.2024

The above notes form an integral part of Cash Flow

For & on behalf of the Board

Poonam Gupta — **Whole-TimeDirector**
DIN: 02379548

Deepak Gupta — **Managing Director**
DIN: 01033043

Saurabh Gupta — **Chief Finance Officer**
PAN: BRLPG8123M

STATEMENT OF CHANGES IN EQUITY

KCC Software Limited
CIN: U72200DL1994PLC058140
Statement of changes in equity for the period ended 31st, March 2024

A. Equity Share Capital

(1) Current reporting period

Balance at the beginning of the reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
58180.00	-	-	-	58180.00

(2) Previous reporting period

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
58180.00	-	-	-	58180.00

B. Other Equity

(1) Current reporting period

	Share Application money pending allotment	Equity Component of compounded financial instruments	Reserve and Surplus				Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluation surplus	Exchange difference on translating the financial statements of a foreign operations	Other items of other comprehensive income	Money received against share warrents	Total
			Capital Reserve	Security premium reserve	General Reserve	Retained earnings								
Balance at the beginning of the current reporting period	-	-	-	-	-	142782.49	-	-	-	-	-	-	-	142782.49
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	2336.33	-	-	-	-	-	-	-	2336.33
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	-	-	-	145118.83	-	-	-	-	-	-	-	145118.83

(2) Previous reporting period

	Share Application money pending allotment	Equity Component of compounded financial instruments	Reserve and Surplus				Debt instruments through other comprehensive income	Equity instruments through other comprehensive income	Effective portion of cash flow hedges	Revaluation surplus	Exchange difference on translating the financial statements of a foreign operations	Other items of other comprehensive income	Money received against share warrents	Total
			Capital Reserve	Security premium reserve	General Reserve	Retained earnings								
Balance at the beginning of the previous reporting period	-	-	-	-	-	124669.62	-	-	-	-	-	-	-	124669.62
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	4317.55	-	-	-	-	-	-	-	4317.55
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the previous reporting period	-	-	-	-	-	128987.17	-	-	-	-	-	-	-	128987.17

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

For & on behalf of the Board

Davender Nath Bhardwaj
Partner
Membership No: 084643

Poonam Gupta
DIN: 02379548
Whole-TimeDirector

Deepak Gupta
DIN: 01033043
Managing Director

Saurabh Gupta
PAN: BRLPG8123M
Chief Finance Officer

Place: Delhi
Date : 22.08.2024

KCC SOFTWARE LIMITED
CIN: U72200DL1994PLC058140

NOTES TO FINIANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2024

1. Significant accounting policies

A. Corporate Information
KCC Software Limited ("the Company") is a limited company registered under the provisions of the Companies Act, 2013 having its registered office situated at M-78 Connaught Place, New Delhi, New Delhi, Delhi, India, 110001. The Company was incorporated on 28th March 1994. The Company is engaged in activities of Instructor Lead Online Training, Soft Skills and Employee Ability Enhancement, Software development, IT consulting and rendering of Student Accomodation Facility in Delhi NCR and also provide infrastructure facilities to corporate entity.

B. Significant accounting policies

(i) Basis for preparation of Financial Statements
The financial statements which have been prepared under the historical cost convention on the accrual basis of accounting, are in accordance with the applicable requirements of the Companies Act, 2013 (the 'Act') and comply in all material aspects with the Accounting Standards prescribed by the Central Government, in accordance with the Companies (Accounting Standards) Rules, 2006 as adopted consistently by the company, to the extent applicable.

The presentation of financial statements in conformity with GAAP requires management of the Company to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the company may undertake in future, actual results ultimately may differ from the estimates.

(ii) Revenue recognition

The Company derives its revenue from the Professional Income, Rental Income and Interest Income. The revenue from its operations is recorded on accrual basis.

(iii) Expenditure

Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.

(iv) Fixed assets/ Depreciation & Amortization

Fixed assets are stated at cost less accumulated depreciation and impairment loss, if any. Costs include all expenses incurred to bring the assets to its present location and condition for its intended use.

Depreciation on other intangible fixed assets is provided at the Straight method at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition to fixed assets is provided on pro-rata basis from the date the assets are put to use. Depreciation on sale / deduction from fixed assets is provided for up to the date of sale, deduction, discardment as the case may be. No Depreciation has been charged on Land and Building thereto as the same is treated as non-business asset and given on rent.

Assets costing less than Rs. 5,000 are fully depreciated in the year of purchase except in case of deployment as project assets (if any)

(v) Employee benefits
(a) Short term employee benefits
Short term employee benefits are recognized in the period during which the services have been rendered. No provision for gratuity is made as Gratuity Act is not applicable

(vi) Provision for tax

Tax expense for the year comprises current and deferred is included in determining the net profit for the year.

Provision for current tax is based on the tax liabilities computed in accordance with the provisions of the Income Tax Act, 1961.

Deferred Tax expense or benefit is recognized on timing Difference between accounting and taxable income that originates in one year and are capable of reversal in one or more subsequent period. Deferred tax assets and liabilities are measured using the tax rates and laws that are enacted or substantively enacted by the balance sheet date.

The deferred tax Liability is recognized subject to principle of prudence and conservatism and carried forward only to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax asset will be realized.

(vii) Other Matter

In 2014 most of the reginonal stock exchanges in the country were derecognised by the finance ministry and SEBI. Delhi stock exchange was also one of them. In Jan 2017 Delhi Stock Exchange was shut completely and its assests were also being sold. At Present the Company is not listed anywhere. Though application was filed with MSE two years back but there is no much of progress. For the last couple of years Company is an unlisted company. The shares of company are not listed anywhere.

(viii) Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(ix) Earning per share

Basic Earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders after tax (and including post tax effect of any extra-ordinary item) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period, are adjusted for events of bonus issue to existing shareholders.

For the purpose of calculating diluted earning per share, the net profits or loss attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares, if any.

(x) Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profits before tax is adjusted for the effect of transaction of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities are segregated.

(xi) Previous year figures have been regrouped, rearranged or reclassified wherever necessary to make them comparable with current year's figures.

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

For & on behalf of the Board

Davender Nath Bhardwaj
Partner
Membership No: 084643

Place: Delhi
Date : 22.08.2024

Poonam Gupta **Whole-Time Director**
DIN: 02379548

Deepak Gupta **Managing Director**
DIN: 01033043

Saurabh Gupta **Chief Finance Officer**
PAN: BRLPG8123M

KCC SOFTWARE LIMITED
CIN: U72200DL1994PLC058140

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDING 31ST MARCH, 2024

Note No- 2 - SHARE CAPITAL

1 **Share Capital**

(All amounts in Rs. Thousands unless otherwise stated)

SHARE CAPITAL	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of Rs. 10/- each	6,500,000	65000.00	6,500,000	65000.00
Issued Subscribed and paid up				
Equity Shares of Rs. 10/- each fully paid up	5,818,000	58180.00	5,818,000	58180.00
Total	5,818,000	58180.00	5,818,000	58180.00

The company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

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

2 **Reconcilation**

Particulars	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	5,818,000	58180.00	-	-
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,818,000	58180.00	-	-

3 **Shareholdings**

Name of Shareholder	As at 31 March 2024		As at 31 March 2023	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Deepak Gupta	1,527,775.00	26.26%	1,527,775.00	26.26%
Poonam mittal	563,068.00	9.68%	563,068.00	9.68%
Bank Julius Baer & Co. Ltd.	300,000.00	5.16%	300,000.00	5.16%

4 **Promoter's Shareholdings**

Name of the Shareholder	**As at 31 March 2024**			**As at 31 March 2023**		
	No. of Shares	**% of total shares**	**% change during the year**	**No. of Shares**	**% of total shares**	**% change during the year**
Deepak Gupta	1,527,775	26.26%	-	1,527,775	26.26%	-
Poonam mittal	563,068	9.68%	-	563,068	9.68%	-

Note No-3 Reserves & Surplus

Reserves & Surplus	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Surplus (Profit & Loss A/c)		
Opening Balance	142782.49	138464.94
(+) Net Profit for the Current Year	2336.33	4317.55
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Dividend Tax	-	-
(-) Transfer to Genral Reserves	-	-
Closing Balance	145118.83	142782.49
Total	145118.83	142782.49

Note No-4 Long Term Borrowings

	Long Term Borrowings	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
	Secured Loans		
a	Aditya Birla Finance Limited (Secured against property, repayable in 180 monthly installments, Rate of Interest is 11%)	16426.94	17515.60
b	ICICI Bank CAR Loan- LUDEL00043569404 (Secured against Vehicle)	55.52	674.14
c	ICICI Bank Car Loan- SPDEL00043569498 (Secured against Vehicle)	40.41	490.86
d	Cholamandalam Investment & Finance Company Limited (Secured against property of Director, repayable in 120 monthly installments, Rate of Interest is 10.50%)	6657.73	7221.91
	Unsecured Loans		
a	HDFC Bank Loan	-	-
b	IDFC First Bank	256.78	1893.83
c	Poonawalla Fincorp Limited (MAGMA Finance Corp. Ltd.)	- 0	313.45
d	ICICI Bank- UPNOD0045648524	-	240.95
e	Indusind Bank Loan- 706000177455	213.36	1271.53
f	Utkrisht Mittal	-	1000.00
g	Clix Capital Services Pvt. Ltd.	246.61	-
h	ICICI Bank Loan -UPNOD00047821422	291.17	
i	Federal Bank	2237.26	-
j	HDFC Bank Loan New	1113.47	-
k	IDFC Bank Limited	3709.10	-
l	Kotak Mahindra Bank	358.92	-
m	Tata Capital	2166.57	-
	Total	**33,773,834**	30,622,267

Note No-5 Other Long Term Liabilties

Other Long Term Liabilities	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Rent Security Deposit	3684.00	2080.00
Security Deposit-Others	-	-
Total	3684.00	2080.00

Note No-6 Short Term Borrowings

	Long Term Borrowings	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
	Secured Loan		
	Current Maturitities of Long term Borrowings		
a	Aditya Birla Finance Limited (Secured against property, repayable in 180 monthly installments, Rate of Interest is 11%)	1088.66	987.91
b	ICICI Bank CAR Loan- LUDEL00043569404 (Secured against Vehicle)	618.62	538.18
c	ICICI Bank Car Loan- SPDEL00043569498 (Secured against Vehicle)	450.46	391.89
d	Cholamandalam Investment & Finance Company Limited (Secured against property of Director, repayable in 120 monthly installments, Rate of Interest is 10.50%)	564.18	508.18
	Unsecured Loan		
a	HDFC Bank Loan	-	45.63
b	IDFC First Bank	1083.51	794.17
c	Poonawalla Fincorp Limited (MAGMA Finance Corp. Ltd.)	89.03	-
d	Tata Capital Finance	-	684.94
e	ICICI Bank- UPNOD0045648524	-	1319.05
f	Indusind Bank Loan- 706000177455	1148.80	1049.68
g	Utkrisht Mittal	-	-
h	Clix Capital Services Pvt Ltd	2525.26	-
i	ICICI Bank Loan -UPNOD00047821422	1589.64	-
j	Federal Bank	772.74	
k	HDFC Bank Loan New	805.30	-
l	IDFC Bank Limited	1290.90	-
m	Kotak Mahindra Bank	1294.70	-
n	Tata Capital	1368.43	-
		14690.22	6319.64

Note No-7 Trade Payables

Trade Payables	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Due to Micro and Small enterprises	825.26	-
Due to Others	1969.01	1063.51
	2794.27	1063.51

Trade payable ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	825.26	-	-	-	825.26
Others	1880.75	88.26	-	-	1969.01
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-

Trade payable ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
MSME	-	-	-	-	-
Others	950.62	112.89	-	-	1063.51
Disputed dues-MSME	-	-	-	-	-
Disputed dues-Other	-	-	-	-	-

Note No-8 Other Current Liabilities

Trade Payables	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Loan Payable	-	-
Advance from Customers	569.60	455.81
	569.60	455.81

Note No-9 Short Term Provision

	Short Term Provision	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
a	**Provision for employees benefits**		
	Salary and Reimbursements	1506.76	1579.76
	Contribution To PF & ESI	211.65	167.49
b	**Others**		
	Expenses Payable	971.05	910.00
	Auditors Fee Payable	125.00	322.86
	Provision for Income Tax	-	269.86
	Statuory liabilities	-	
	-TDS Payable	410.30	694.76
	-GST Payable	-	-
		3224.76	3944.73

KCC SOFTWARE LIMITED

Note No. 10 Property, Plant and Equipment and Intangible assets

(All amounts in Rs. Thousands unless otherwise stated)

Description	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
	As at April 1, 2023	Additions	Deletions/ Adjustments	As at March 31, 2024	As at April 1, 2023	For the Period	Deletions/ Adjustments	As at March 31, 2024	As at March 31, 2024	As at April 1, 2023
Property, Plant and Equipment										
Land	7869.99	-	-	7869.99	-	-	-	-	7869.99	7869.99
Flat At S.EX	1512.00	-	-	1512.00	573.52	21.51	-	595.03	916.97	938.48
Building at SEC 44	48152.40	-	-	48152.40	-	-	-	-	48152.40	48152.40
Computer Equipments	15967.86	2490.25	-	18458.11	14736.16	1680.68	-	16416.84	2041.27	1231.70
Furniture Fixture & Equipments	49926.21	465.26	-	50391.47	39538.59	2701.54	-	42240.13	8151.33	10387.62
Education Portal	9827.27	-	-	9827.27	9335.90	-	-	9335.90	491.36	491.36
Vehicles	4365.77	2270.47	-	6636.23	4227.56	283.58	-	4511.13	2125.10	138.21
Plant & Machinery	6416.83	1657.62	-	8074.45	2927.95	814.87	-	3742.82	4331.63	3488.88
Total	**144038.32**	**6883.59**	**-**	**150921.91**	**71339.68**	**5502.17**	**-**	**76841.85**	**74080.05**	**72698.64**
Intangible Assets	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Capital Work in Progress	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Intangible Assets under Development	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Grand Total	**144038.32**	**6883.59**	**0.00**	**150921.91**	**71339.68**	**5502.17**	**0.00**	**76841.85**	**74080.05**	**72698.64**
Previous Year	*143546.80*	*4689.00*	*4197.48*	*144038.32*	*70689.14*	*4670.43*	*4019.90*	*71339.68*	*72698.64*	*72857.65*

Note No-11 Deferred tax Asset (net)

(All amounts in Rs. Thousands unless otherwise stated)

Deferred Tax Liability (net)	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
(a) Deffered Tax Liability	-	-
(b) Deferred Tax Assets	3004.06	2848.42
- Depreciation net of difference in composition of actual cost of assets	164.59	155.64
- Expenses disallowed under section 43	-	-
Deferred Tax Liability (net)	3168.65	3004.06

Deferred tax assets and liabilities have been offset wherever the Company has a legally enforceable right to set off current tax assets against current tax liabilities and where the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority.

Note No-12 Long Term Loans and Advances

	Long Term Loans and Advances	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
a	**Security Deposits**		
	Secured Considered Good	3326.00	3326.00
b	**Others Loans & Advances**		
	Secured Considered Good:	-	-
	Unsecured Considered Good:-	-	-
	Loans & Advances to Related Party	90200.28	93276.78
	Other long term Advances	6563.08	7519.08
			-
	Doubtful		-
	Less : Provision for doubtful advances		-
		96763.36	100795.85
		100089.36	104121.85

Note No-13 Other Non- Current Assets

Other Non-Current Assets	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Earnest money	302.60	302.60
Advance for Listing of Shares to MSE	603.75	603.75
Long term Trade Receivables		
(A) Secured, considered good;	-	-
(B) Unsecured, considered good;	7276.88	7282.05
(C) Doubtful.	12223.21	12223.21
	20406.45	20411.61

Trade Receivables ageing schedule as at 31st March 2024

Particulars	**Outstanding for following periods from due date of payment**					
	0-6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables -considered good	-	802.22	-	7276.88	-	8079.10
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	12223.21	12223.21
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March 2023

Particulars	**Outstanding for following periods from due date of payment**					
	0-6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables -considered good	-	28.22	1914.95	5367.10	-	7310.27
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	12223.21	12223.21
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Note No-14 Trade Receivables

	Trade Receivables	As at 31 March 2024 Amount	As at 31 March 2023 Amount
(a)	Secured, considered good		
(b)	Unsecured, considered good	802.22	28.22
(c)	Doubtful	-	-
	Less: Provision for doubtful debts	-	-
	Trade receivables	802.22	28.22

Trade Receivables ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment					
	0-6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables -considered good	-	802.22	-	7276.88	-	8079.10
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	12223.21	12223.21
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Trade Receivables ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment					
	0-6 months	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed Trade receivables -considered good	-	28.22	1914.95	5367.10	-	7310.27
(ii) Undisputed Trade receivables -considered doubtful	-	-	-	-	12223.21	12223.21
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Note No-15 Cash and cash equivalents

	Cash and cash equivalents	As at 31 March 2024 Amount		As at 31 March 2023 Amount	
a	**Balance with banks**				
	Kotak C/A 01912180000270	24696.71		12304.43	
	ICICI Bank A/C NO-348805000485	29.67		866.33	
	Yes Bank C/A No. 017263300000473	0.18		0.18	
	HDFC Bank A/c-9771	25.00		-	
	HDFC Bank A/c 50200093694040	25.00		-	
b	**Bank Deposit with more than 12 months maturity**				
	FDR with Bank of Baroda	131.45		107.45	
	FDRs with other Banks	1.58		10.47	
			24909.59		13288.86
c	Interest Accrued on FDR		-		-
d	Cheques, drafts on hand		-		-
e	Cash on hand		21036.77		22165.94
			45946.36		35454.80

Note No-16 Short Term Loans & Advances

	Short Term Loans & Advances	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
a	Advance to Suppliers	4317.50	106.51
b	Advance Tax & TDS	621.57	-
c	Income Tax Refundable	5906.17	5906.17
d	Staff Advance	260.00	260.00
e	Prepaid Expenses	54.83	317.05
f	Amount Recoverable in respect of borrowings	356.93	277.15
g	GST Cenvat Credit c/f	5125.43	1962.39
h	Other Advances	900.00	900.00
		17542.43	9729.26

Other Advance Includes the Payment made to Registrar of Delhi High Court as Security Deposit received from Tenant and Tenant has not paid the Rent, So, the Case is Pending agianst tenant in High Court and such amount is deposited in high Court against the

Note No-17 Other Current Assets

Other Current Assets	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Income Receivable	-	-
	-	-

Note No-18 Revenue from Operations

Revenue from Operations	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Income from Services		
- Hostel Fees/Accomodation Charges	34476.21	28922.31
- Infrastructure Charges Received	8906.00	11253.04
	43382.21	40175.35

Note No-19 Other Income

Other Income	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Interest Income	561.15	814.77
Profit on Sale of Fixed Assets	-	407.92
Other Income	26.00	501.10
	587.15	1723.79

Note No-20 Employee benefit expenses

	Employee Benefit Expenses	As at 31 March 2024	As at 31 March 2023
		Amount	Amount
a	Salaries and incentives	2599.46	1998.87
b	Contribution to -	-	-
	Provident Fund & Other Funds	22.08	19.83
c	Staff Welfare	63.72	145.67
		2685.26	2164.37

Note No-21 Finance Cost

Finance Cost	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Interest on Loan	5266.25	4696.92
Bank charges & Loan Processing Charges	659.96	445.22
	5926.21	5142.14

Note No-22 Other Expenses

Other Expenses	As at 31 March 2024	As at 31 March 2023
	Amount	Amount
Administrative & Other Expenses		
Audit Fee	125.00	100.00
Advertisement	2010.57	63.28
Travelling & Conveyance	45.71	167.52
Car Running & Maintenance	53.14	15.87
Director Remuneration	1440.00	1440.00
Electricity,Water & Generator Exp.(Net of Receipts)	1297.96	2392.65
Repair & Maintenance Charges	1848.23	1877.28
Insurance expenses	49.14	81.44
Internet Expenses	235.00	265.00
Brokerage	847.00	550.00
Legal & Professional Fee	513.70	717.80
Office Expenses	2835.98	1242.52
Postage, Telephone, Telegram & Courier	5.50	14.12
Printing & Stationery	60.41	205.52
Rates & Taxes	495.82	1063.09
Rent	13200.00	13750.00
Security Charges	238.07	126.00
Fees & Subscription	133.84	162.42
Infrastructure Charges	38.02	90.09
Hostel Expenses	1775.00	-
	27248.08	24324.59

	Year ended 31st March 2024	**Year ended 31st March 2023**
23 **Earning per share (EPS)**		
Calculation of Profit for Basic EPS		
Net profit attributable to equity shareholders		
Net profit after tax and prior period items	2336.33	4317.55
Net profit available for calculation of basic EPS (A)	**2336.33**	**4317.55**
Calculation of Profit for Diluted EPS		
Net profit available for calculation of basic EPS	2336.33	4317.55
Effect of dilutive equity shares equivalent	-	-
Net profit available for calculation of diluted EPS (B)	**2336.33**	**4317.55**
No. of Weighted average equity shares		
Basic (C)	**5,818,000**	**5,818,000**
Effect of dilutive equity shares equivalent	-	-
-Partly paid shares	-	-
Diluted (D)	**5,818,000**	**5,818,000**
Nominal value of equity share [Rs.]	**10.00**	**10.00**
EARNING PER SHARE [Rs.]		
Basic (In Rupees)	**0.40**	**0.74**
Diluted (In Rupees)	**0.40**	**0.74**

24 Claims against the company not acknowledged as debts Rs. NIL/- (Previous year Rs. NIL)

25 **Related party transactions**

As per Accounting Standard 18, the disclosures of transactions with related parties as defined in Accounting Standard are given as below:

(i) List of related parties & relationships:

Name of Related Party	Relationship	DIN / CIN
Deepak Gupta	Managing Director	01033043
Poonam Gupta	Whole-time Director	02379548
Pramil Kumar Garg	Director	02926116
Deepak Gupta Education Trust	Director is one of the Trustee	AAATD9552E
Preeti Bhardwaj	Relative of Director	AIRPB0661M
Utkrisht Mittal	Relative of Director	BYOPM0084M

The detail of related party transactions entered into by the Company, for the year ended 31st March 2024 and 31st March 2023 are as follows:

Particulars	Year ended 31st March 2024	Year ended 31st March 2023
Balance at Year end		
Loans & Advances		
Deepak Gupta Education Trust	90200.28	93215.24
Preeti Bhardwaj	-	620.00
Salary and Reimbursements Payable		
Poonam Gupta	362.09	1102.09
Unsecured Loan		
Utkrisht Mittal	-	1000.00
Transactions during the year		
Remuneration to Directors		
Deepak Gupta	720.00	720.00
Poonam Mittal	720.00	720.00
Salary		
Preeti Bhardwaj	1260.00	1465.00
Loan taken		
Utkrisht Mittal	-	1000.00
Loan repaid		
Utkrisht Mittal	1000.00	-

All transactions with related parties have been entered into in the normal course of business.

26 **Employee benefits**

(a) During the year, the company has recognized the following amounts in the Profit and loss Account

Defined contribution plan

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
Employers Contribution to Provident Fund	22.08	19.83
Employer's Contribution to ESI	-	-
	22.08	**19.83**

Contributions to provident fund and ESIC are deposited with the appropriate authorities and charged to the profit and loss account on accrual basis.

Defined benefit plan

Gratuity- Since the number of employees is below ten, therefore, the gratuity act is not applicable.

Short term employees benefits are recognised in the period during in which the services have been rendered

Leave Encashment

Company encashes unutilized leaves of employees annually in March. No accumulation and deferment of unutilized leaves is done.

27 **Payments to Auditors**

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
Statutory Audit fees	125.00	100.00
	125.00	**100.00**

28 **Obligations on long-term, cancelable operating leases**

The lease rentals charged for the years ended March 31, 2024 and March 31, 2023 and maximum obligations on long-term, cancelable operating leases (cancelable on giving 3 months notice period) payable as the rentals stated in the respective agreements are as follows:

Particulars	**As at 31st March 2024**	**As at 31st March 2023**
Lease rentals recoginized during the year	13200.00	13750.00

Legal obligations Payable

	Year ended	**Year ended**
Particulars	**-**	**-**
Within one year of the Balance Sheet date	9900.00	13200.00
Due in period between one year and five years	-	
Due after five years	-	

29 **C.I.F. value of Import**

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
Capital goods	-	-
Trading googs	-	-
	-	**-**

30 **Expenditure in foreign currency**

(On payment basis)

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
	-	-
	-	-
	-	**-**

31 **Earning in foreign currency**

(On accrual basis)

Particulars	**Year ended 31st March 2024**	**Year ended 31st March 2023**
	-	-
	-	**-**

32 Other Regulatory Requirements

(a) The company does not have any Benami property ,whereany proceeding has been intiated or pending against the company for holding any Benami property

(b) The Company does not have any borrowings from banks or financial institutions on the basis of security of current assets.

(c) The Company has not been declared a wilful defaulter by any bank or financial Institution or other lender.

(d) The company has not entered into any transactions with struck off Companies during the year ending 31st March 2024. The amounts outstanding in respect of the struck off Companies are given as below:

Name of Struck off Company	Nature of Transaction	Balance Outstanding as on 31st March 2024	Balance Outstanding as on 31st March 2023	Relationship
PHB Publishers Pvt. Ltd.	Amount Receivable	1263.08	1263.08	NA
Aviation India Pvt. Ltd.	Amount Receivable	4500.00	4500.00	NA
Key Note Corpoerate Advisor	Amount Receivable	300.00	300.00	
Rolex Learning Solution Pvt. Ltd.	Amount Receivable	4191.92	4191.92	NA

(e) The company does not have any charges or satisfaction which yet to be registered with ROC beyond the statutory period.

(f) The company has complied with the number of layers prescribed under section 2(87) of the Act read with the companies (Restriction on number of Layers) rules , 2017.

(g) The accounting ratios required under schedule III of the Companies Act 2013 given as follows:

Ratio	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance
Current Ratio	Current Assets	Current Liabilities	3.02	3.84	-21.25%	
Debt-equity ratio	Total Debt	Shareholder’s Equity	0.24	0.18	29.68%	
Debt service coverage ratio	Earnings available for debt service	Interest expense + Principal repayment	1.21	1.27	-4.75%	
Return on equity ratio	Net Profits after taxes – Preference Dividend (if any)	Average Shareholder’s Equity	0.01	0.02	-46.78%	Refer Note 1
Inventory turnover ratio	Cost of goods sold OR sales	Average Inventory	NA	NA		
Trade receivables turnover ratio	Net Credit Sales	Average Accounts Receivable	2.21	2.15	2.88%	
Trade payables turnover ratio	Net Credit Purchases	Average Trade Payables	NA	NA		
Net capital turnover ratio	Net Sales	Average Working Capital	1.15	1.43	-19.48%	
Net profit ratio (%)	Net Profit	Net Sales	5.31%	10.30%	-48.44%	Refer Note 1
Return on capital employed	Earning before interest and taxes	Capital Employed	0.04	0.05	-21.45%	
Return on investment (%)	Income generated from investments	Time weighted average investments	NA	NA		

Note:

1. During the financial year 31st March 2024, the expenditure has increased whith higher increase in income thereby resulting in above deviation

(h) The company does not have any scheme of Arrangements which have been approved by the Competent Authority in terms of section 230 to 237 of the Act.

(i) The Company has not advanced or loaned or invested fund (either from borrowed funds or share premium or any other sources or kind of funds) to or in any other person(s) or entity(ies), including foreign entities (“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;

(j) The Company has not received from any person(s) or entity(ies), including foreign entities (“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;

(k) The company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act,1961(such as ,searchor surveyor any other relavent provision of the Income Tax Act 1961)

(l) The provisions of section 135 of the Companies Act 2013 relating to corporate social responsibility are not applicable to the Company.

(m) The company has not traded or invested in Crypto currency or Virtual currency during the respective financial year.

33 Impairment of assets. As per Accounting Standard (AS 28) on “Impairment of Assets” issued by Institute of Chartered Accounts of India, Provision of impairment Loss on the assets of the company is not necessary as in the opinion of management there is no impairment of assets during the year.

34 Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. Nil (previous year Nil).

35 The Company had no amounts payable to small-scale industrial undertaking as defined under section 3(j) of Industries (Development and Regulation) Act, 1951 as at 31st March 2024 and as at 31st March 2023.

36 As per the information and explanation given by the management, information relating to 'Suppliers' identified as MSME Enterprises under the Micro Small & Medium Enterprises Act, 2006 has been provided to the extent where such parties has made the claim as being MSME Enterprises. Further, no interest to such supplier (if any) has been paid during the year and there is no such specific claim by any supplier.

37 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 (MSME Act) are provided as under, to the extent the Company has received intimation from the “Suppliers” regarding their status under the Act:

S. No.	Particulars	As at 31st March 2024	As at 31st March 2023
(i)	Principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	825.26	-
(ii)	Interest paid by the buyer in terms of section 16 of MSME Act along with the amount of the payment made to the supplier beyond the appointed day during each accounding year	-	-
(iii)	Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the	-	-
(iv)	Interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	Interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of MSME Act.	-	-

38 Approval of Financial Statements
The Financial Statements for the period ended 31st March 2024 were approved by the Board of Directors and authorised for issue on 22.08.2024

39 Figures of the previous years have been regrouped/rearranged to conform the current year’s presentation.

For Kailash Sushil & Associates
FRN - 003952N
Chartered Accountants

For & on behalf of the Board

Poonam Gupta **Whole-Time Director**
DIN: 02379548

Davender Nath Bhardwaj
Partner
Membership No: 084643

Deepak Gupta **Managing Director**
DIN: 01033043

Place: Delhi
Date : 22.08.2024

Saurabh Gupta **Chief Finance Officer**
PAN: BRLPG8123M