

September 06, 2025

To,  
Listing Compliance Department,  
National Stock Exchange of India Ltd (SME Emerge),  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai- 400051

Scrip Code: WHITEFORCE

Dear Sir/Madam

**Sub: Submission of 08th Annual Report of the Company for the FY - 2024-25 and Notice of 08th Annual General Meeting ("AGM") :**

Pursuant to Regulation 30 and Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 08th Annual Report of the Company for the financial year 2024-25 together with Notice of 08th Annual General Meeting (AGM) to be held on **Monday, September 29, 2025 AT 11:00 A.M. IST** through Video Conferencing/Other Audio Visual Means (VC/OAVM) in accordance with Circular No. 9 / 2024 dated 19th September, 2024 read together with General Circular No. 14 / 2020 dated 8th April, 2020, General Circular No. 17 / 2020 dated 13th April, 2020 and General Circular No. 20 / 2020 dated 5th May, 2020 ("MCA Circulars") and all other relevant circulars issued from time to time has allowed conduct of Annual General Meetings ("AGM") by Companies through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM").

Pursuant to the relevant circulars issued by the **Ministry of Corporate Affairs**, the Notice convening the AGM and the Annual Report 2024-25 are being sent by e-mail to those members who have registered their e-mail address with the Bank / its Registrar and Share Transfer Agent / Depository Participants (in case of demat holding).

A letter having **web-link** giving the exact path where complete details of the Notice of AGM and the Annual Report 2024-25 is being sent to those members who have not registered their e-mail address.

The 08th Annual Report and Notice of 08th AGM are also being made available on the website of the Company at [www.white-force.com](http://www.white-force.com)

Thanking You,

**For & On Behalf of**  
**Happy Square Outsourcing Services Limited**

**Angha Ambalkar**  
**M. No. A66821**  
**Company Secretary and Compliance Officer**

[www.white-force.com](http://www.white-force.com) | [info@white-force.com](mailto:info@white-force.com)

White Force - Premium Brand of Happy Square Outsourcing Services Limited Has All Right Reserve.  
(Previously Known as Happy Square Outsourcing Services Private Limited).

Regd. Address :1st Floor of Rajpal Tower, 240, Madan Mahal, Nagpur Road,  
Jabalpur(M.P.) 482001, Mob. : 6261900736, CIN: U80904MP2017PLC043153

# **EIGHTH ANNUAL REPORT OF**



**White Force**

*Think Different, Do Different*

**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

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## Company Information

S.no.	Name	Designation
<b>Board of Directors</b>		
1.	Mrs. Poonam Rajpal	Managing Director
2.	Mrs. Deepika Ondela	Whole Time Director
3.	Mrs. Rani Mathya	Non- Executive Director
4.	Mrs. Gurpreet Kaur Dhanjal	Independent Director
5.	Mrs. Pavithra P.	Independent Director
6.	Mrs. Rupali Kesharwani	Independent Director
<b>Audit Committee</b>		
1.	Mrs. Rupali Kesharwani	Chairperson
2.	Mrs. Gurpreet Kaur Dhanjal	Member
3.	Mrs. Pavithra P.	Member
4.	Mrs. Poonam Rajpal	Member
<b>Nomination &amp; Remuneration Committee</b>		
1.	Mrs. Rupali Kesharwani	Chairperson
2.	Mrs. Gurpreet Kaur Dhanjal	Member
3.	Mrs. Pavithra P.	Member
4.	Mrs. Rani Mathya	Member
<b>Stakeholder Relationship Committee</b>		
1.	Mrs. Rupali Kesharwani	Chairperson
2.	Mrs. Gurpreet Kaur Dhanjal	Member
3.	Mrs. Pavithra P.	Member
4.	Mrs. Poonam Rajpal	Member
<b>Key Managerial Personnel</b>		
1.	Mrs. Angha Ambalkar	Compliance Officer & Company Secretary
2.	Ms. Kanchan Patel	Chief Financial Officer
<b>Statutory Auditor</b>		
M/s. Jyoti Asrani & Associates, Chartered Accountants Address: 40 & 41 Methodist Centre, Opp. Hotel Kartik, Jabalpur, MP, India 482002		
<b>Registrar And Transfer Agent</b>		
M/s. Purva Shareregistry (India) Private Limited Address: Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Near Lodha Excelus, Lower Parel (E), Mumbai – 400 011		
<b>Secretarial Auditor</b>		
M/s. B.S. Vyas and Associates, Company Secretaries, Ahmedabad		
<b>Registered Office</b>		
240, Nagpur Road, Madan Mahal, Jabalpur, Madhya Pradesh, India - 482 001		
<b>JURISDICTION</b>		
ROC : ROC Gwalior		
RD : North Western Region		
<b>Company's ISIN: INE0TLP01015</b>		



**NOTICE OF EIGHTH  
ANNUAL GENERAL MEETING OF**



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**NOTICE OF EIGHTH ANNUAL GENERAL MEETING OF  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Registered Office:** 240, Nagpur Road, Madan Mahal, Jabalpur - 482008, Madhya Pradesh, India  
[CIN: U80904MP2017PLC043153] [E-Mail: [info@white-force.com](mailto:info@white-force.com)]  
**Website:** [www.white-force.com](http://www.white-force.com)

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NOTICE IS HEREBY GIVEN THAT THE EIGHTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HAPPY SQUARE OUTSOURCING SERVICES LIMITED (FORMERLY KNOWN AS HAPPY SQUARE OUTSOURCING SERVICES PRIVATE LIMITED) WILL BE HELD ON MONDAY, 29<sup>TH</sup> SEPTEMBER, 2025 AT 11:00 A.M. IST. THE ANNUAL GENERAL MEETING SHALL BE HELD BY MEANS OF VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") IN ACCORDANCE WITH THE RELEVANT CIRCULARS ISSUED BY THE MINISTRY OF CORPORATE AFFAIRS, TO TRANSACT THE FOLLOWING BUSINESS:

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**ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial year ended 31st March 2025 and the Reports of the Board of Directors and Auditors thereon

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2025 and the reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby received, considered and adopted."

- (2) To appoint a Director in place of Mrs. Rani Mathya, Non- Executive Director, (DIN: 10604021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mrs. Rani Mathya, Non- Executive Director, (DIN:10604021) who retires by rotation at this meeting and being eligible for re-election by rotation, has offered herself for re-appointment in accordance with the applicable provisions of the Companies Act, 2013, be and is hereby re-appointed as a Director of the Company."

**SPECIAL BUSINESS:**

- (3) **To approve Material Related Party Transactions**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Section 188 of



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the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, the Policy on Related Party Transactions and pursuant to the approval / recommendation of the Audit Committee and the Board of Directors, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) for entering into and / or continuing with arrangements/ contracts / agreements / transactions (whether individual transaction or transactions taken together or series of transactions or otherwise), with any of the related parties within the meaning of Section 2(76) of the Act or under the applicable accounting standards or the provisions of any other law as may be applicable, whether by way of continuation(s) or renewal(s) or extension(s) or modification(s) of earlier arrangements / transactions or as fresh and independent transaction(s) or otherwise, as mentioned hereunder and as set out in the explanatory statement annexed to this notice, notwithstanding the fact that all such transactions during period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, whether individually and/or in the aggregate with other transactions, may exceed the limits prescribed under the SEBI Listing Regulations or any other materiality threshold as may be applicable under any law/ regulations from time to time, provided that such arrangement(s) / contract(s) / agreement(s) / transaction(s) shall be carried out at an arm’s length basis and in the ordinary course of business of the Company:

Illustrative list of related parties	Type of Transaction (with any of the related party)	Projections (in Rs.)
White Force Outsourcing Services Private Limited or any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013 or under the applicable accounting standards	Remuneration Engagement for projects and tenders Unsecured Loan Received Loans & Advances Received Investments Received Any other type of related party transaction falling under the ambit of applicable laws	15 crore cumulative for all related party transactions

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Date:** 05/09/2025

**For and on behalf of Board of Directors  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Place:** Jabalpur

Sd/-

Sd/-

**Registered office:**

240, Nagpur Road, Madan  
Mahal, Jabalpur - 482008,  
Madhya Pradesh, India

**Poonam Rajpal  
Managing Director  
(DIN: 08693498)**

**Deepika Ondela  
WholeTime Director  
(DIN: 10885553)**

## NOTES:

1. The Ministry of Corporate Affairs ("MCA"), Government of India has, vide General Circular No. 9 / 2024 dated 19th September, 2024 read together with General Circular No. 14 / 2020 dated 8th April, 2020, General Circular No. 17 / 2020 dated 13th April, 2020 and General Circular No. 20 / 2020 dated 5th May, 2020 ("MCA Circulars"), permitted companies to hold general meetings through Video Conferencing ("VC") or Other Audio Visual Means up to 29th September, 2025, without physical presence of the members at a common venue. Accordingly, the Eighth Annual General Meeting ("AGM") of the members of the Company is being held through VC.
2. The registered office of the Company shall be deemed to be the venue for the AGM.
3. Information regarding appointment/re-appointment of Director and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto.
4. Your Board has recommended passing of all the resolutions in the accompanying Notice.
5. Documents, if any, referred to in the accompanying Notice will be available for inspection through electronic mode, without any fee, by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [info@white-force.com](mailto:info@white-force.com)
6. Pursuant to the MCA Circulars read with SEBI Circular dated 3<sup>rd</sup> October, 2024 ("SEBI Circular"), the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Institutional/Corporate Shareholders are required to send a scanned copy (PDF/JPG format) of its Board or governing body resolution/authorisation etc., authorising its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company Secretary by email to [info@white-force.com](mailto:info@white-force.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and scrutinizer at [csbhargavvyas@gmail.com](mailto:csbhargavvyas@gmail.com) at least 48 hours before the commencement of AGM. No Route map has been sent along with this Notice of the Meeting as the meeting is held through VC/OAVM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. In terms of applicable provisions, the facility of participation at the AGM through VC/OAVM is available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 relating to special business to be transacted at the AGM is annexed hereto.
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. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), MCA Circulars and SEBI Circular, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made necessary arrangement with National Security Depository Limited for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as voting on the day of AGM will be provided by National Security Depository Limited.
11. In line with the MCA Circulars and SEBI Circular, the Notice for calling the AGM has been uploaded on the website of the Company at <https://www.white-force.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
12. AGM is to be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circular.
13. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company is not required to be closed. Members whose names are recorded in the Register of Members or in the Register of beneficial Owners maintained by the Depositories as on the Cut-off date i.e. September 22<sup>nd</sup>, 2025, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
14. In accordance with, the MCA Circulars and SEBI Circular, copy of the financial statements and Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
15. Members holding shares in dematerialized mode are requested to register/update their e-mail addresses with the relevant Depository Participants. In case of any queries/difficulties in registering the e-mail address, Members may write to the Registrar and Share Transfer Agent of the Company.
16. The Company has appointed M/s B.S. Vyas & Associates Practicing Company Secretary, Ahmedabad to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
17. The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
18. Members, who would like to express their view/ ask questions during the 8<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 8<sup>th</sup> AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [info@white-force.com](mailto:info@white-force.com) latest by September 25<sup>th</sup>, 2025. Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 8<sup>th</sup> AGM, depending upon the availability of time.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The details of remote e-voting period are, as under:

**Commencement of remote e-voting: 25th September, 2025 (from 9:00 a.m. IST)**

**End of remote e-voting: 28th September, 2025 (till 5:00 p.m. IST)**

The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. September 22<sup>nd</sup>, 2025 may cast their vote electronically.

**How to vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**





**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "<b>Login</b>" 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</li></ol>



Type of shareholders	Login Method
	<p>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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="737 622 1230 929" data-label="Complex-Block"> <p><b>NSDL Mobile App is available on</b></p> <div>  <b>App Store</b>  <b>Google Play</b> </div> <div>   </div> </div> <p>5. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>

Type of shareholders	Login Method
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e- Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csbhargavvyas@gmail.com](mailto:csbhargavvyas@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [info@white-force.com](mailto:info@white-force.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 [info@white-force.com](mailto:info@white-force.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [Investors@white-force.in](mailto:Investors@white-force.in) . The same will be replied by the company suitably.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard 2 on General Meetings)

### ITEM NO. 3:

Regulation 23 of the SEBI Listing Regulations and Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) exceeds the threshold as prescribed therein.

The value of proposed aggregate transactions with related parties whether individually or taken together is likely to exceed the said threshold limit as per the projections mentioned hereunder for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. Accordingly, transaction(s) entered into with the related parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder and SEBI Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the related parties for a period between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

Details of the transactions as per SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 and other applicable laws:

Particulars	Details
Name of the transacting parties and nature of relationship	White Force Outsourcing Services Private Limited or any of the related parties as defined under the provision of section 2(76) of the Companies Act, 2013 or under the applicable accounting standards
Nature, duration/ tenure, material terms, monetary value and particulars of the contract or arrangement	<p><b>Particulars of transactions</b></p> <ul style="list-style-type: none"><li>a) Remuneration</li><li>b) Engagement for projects and tenders</li><li>c) Unsecured Loan Received</li><li>d) Loans &amp; Advances Received</li><li>e) Investments Received</li><li>f) Any other type of related party transaction falling under the ambit of applicable laws</li></ul> <p><b>Tenure:</b> Between the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company</p> <p><b>Value:</b> Rs. 15 crore cumulative for all related party transactions</p>
Percentage of Company's annual standalone turnover, for the immediately preceding financial year, that is represented by the value of the proposed transactions	Rs. 9,74,14,600 (Turnover Rs. 97,41,46,000*10%)
Details about valuation/ arm's length and ordinary	All transactions will be in ordinary course of business



<b>Particulars</b>	<b>Details</b>
course of business	and valuation or other external report, if any, relied upon by the Company in relation to the proposed transactions will be made available through the registered email address of the shareholders;
Rationale/ benefit of the proposed transactions or the justification as to why the transactions are in the interest of the Company	The transactions are in routine course of business for seamless operations of business of the Company and hence are in the interest of the Company
Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details, as applicable	Not Applicable
Any other information relevant or important for the Members to take a decision on the proposed resolution/ Any other information that may be relevant	All relevant/ important information forms a part of this Explanatory statement setting out material facts pursuant to Section 102(1) of the Act.

Except to the extent of related party transaction pertaining to remuneration of Directors or Key Managerial Personnel, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

In accordance with the facts of the proposal and the rationale as aforesaid, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 SECRETARIAL STANDARD ON GENERAL MEETINGS IN RESPECT OF DIRECTOR(S) BEING REAPPOINTED:**

<b>Name of Director</b>	<b>Mrs. Rani Mathya</b>
Date of birth/ Age	September 19, 1974
Date of initial appointment	May 29, 2024
Date of appointment (at current term)	-
Educational qualification	M.Sc. Post Graduate
Expertise in specific functional areas – job profile and suitability	She is a Non- Executive Director of the Company, with the expertise in design, digital printing and strategic HR skilled driving innovation, ensuring governance compliance, and enhancing operational efficiency. Committed to ethical leadership and sustainable growth.
Terms and conditions of appointment or re-appointment	Retirement by Rotation
Remuneration sought to be paid and the remuneration last drawn	NA (Non- Executive Director)
Directorship held in other Companies (excluding foreign companies, Section 8 companies and Struck off companies and our Company)	-
Name of Listed Companies in which the Director has resigned in the past three years	-
Memberships/ Chairmanships of committees of other public companies (including listed company)	-
Shareholding in the Company (as on March 31, 2025)	NIL
Inter-se relationship with other directors	-
No. of meetings of the board attended during the year ended on March 31, 2025	16 (Sixteen)

**Date:** 05/09/2025

**Place:** Jabalpur

**Registered office:**

240, Nagpur Road, Madan Mahal,  
Jabalpur - 482008, Madhya  
Pradesh, India

**For and on behalf of Board of Directors  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Sd/-**

**Sd/-**

**Poonam Rajpal**  
**Managing Director**  
**(DIN: 08693498)**

**Deepika Ondela**  
**WholeTime Director**  
**(DIN: 10885553)**

# **EIGHTH ANNUAL REPORT OF**



**White Force**

*Think Different, Do Different*

**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

## DIRECTORS' REPORT

To,

The Members,

**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**(FORMERLY KNOWN AS HAPPY SQUARE OUTSOURCING SERVICES PRIVATE LIMITED)**

The Board of Directors are pleased to present its Eighth Annual Report on the operations of **HAPPY SQUARE OUTSOURCING SERVICES LIMITED** ("the Company") and the Standalone Audited Financial Statements for the Financial Year ended March 31, 2025.

### FINANCIAL HIGHLIGHTS:

The summarized Financial Performance/highlights of the Company for the year ended on March 31, 2025 is as under:

(Rs. in lakh)

PARTICULARS	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2025	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2024
Revenue from Operations	9,741.46	6,928.87
Other Income	26.89	25.43
<b>Total Income</b>	<b>9,768.35</b>	<b>6,954.31</b>
<b>Expenses:</b>		
- Cost of Services Consumed	8,496.00	6,113.34
- Employee benefits Expenses	200.58	104.94
- Finance Costs	115.32	65.68
- Depreciation and Amortization Expenses	45.19	18.28
- Other Expenses	113.52	66.15
<b>Total Expenses</b>	<b>8,970.61</b>	<b>6,368.38</b>
<b>Profit / (Loss) before exceptional and extra-ordinary Items and tax</b>	<b>797.74</b>	<b>585.93</b>
Prior Period Items	-	23.05
<b>Profit / (Loss) after Extra Ordinary Items and before tax</b>	<b>797.74</b>	<b>562.88</b>
<b>Tax Expense:</b>		
A) Current Income Tax	206.06	147.30
B) Prior years tax expense	(4.15)	10.58
C) Deferred Tax (Assets)/Liabilities	1.34	(0.69)
<b>Profit / (Loss) After Tax</b>	<b>594.48</b>	<b>405.69</b>



#### **STATE OF COMPANY'S AFFAIRS AND OPERATIONS:**

Our Company was incorporated on April 20, 2017 as a private limited company as 'Splendid Academy Private Limited', under the Companies Act, 2013, pursuant to a certificate of incorporation dated April 20, 2017 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 16, 2020, and by the Shareholders in their Extraordinary General Meeting held on January 17, 2020, the name of our Company was changed to 'Happy Square Outsourcing Services Private Limited' and a fresh certificate of incorporation dated February 3, 2020 was issued by the Registrar of Companies, Gwalior. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on June 1, 2024, and by the Shareholders in an Extraordinary General Meeting held on June 26, 2024 and consequently the name of our Company was changed to 'Happy Square Outsourcing Services Limited' and a fresh certificate of incorporation dated August 1, 2024 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U80904MP2017PLC043153.

#### **Initial Public Offer (IPO) and Listing at NSE Limited ("NSE"):**

During the financial year 2024-25, the Company initiated the process of an Initial Public Offering (IPO) of up to 32,00,000 Equity Shares of ₹10/- each. The proposed issue was duly authorized by the Board of Directors at its meeting held on September 6, 2024, and was subsequently approved by the Shareholders of the Company through a Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at the Extra-Ordinary General Meeting held on September 13, 2024. Upon obtaining all requisite regulatory approvals, the IPO was successfully completed with the allotment of 31,90,400 Equity Shares of ₹10/- each at an issue price of ₹76/- per share, aggregating to an issue size of ₹2,424.70 lakh, on July 8, 2025. The issue received an overwhelming response from investors and was fully subscribed. Consequent to the successful completion of the IPO, the Equity Shares of the Company were listed on the NSE SME Platform on July 10, 2025.

#### **DIVIDEND:**

To conserve the resources for future prospect and growth of the Company, your Directors do not recommend any dividend for the Financial Year 2024-25.

#### **TRANSFER TO RESERVES:**

During the year, the Board of your Company has not appropriated / transferred any amount to the reserves. The profit earned during the year has been carried to the balance sheet of the Company as part of the Profit and Loss Account. The Balance Sheet as at 31.03.2025 reflects a balance of Rs.406.81 Lakhs under the head "Reserves & Surplus".

#### **CHANGE IN NATURE OF BUSINESS:**

The details of the same are as stated in the section on "State of Company's Affairs and Operations" and the Company continues to be in the same line of business as stated in main objects of the existing Memorandum of Association.

## **CHANGE IN CAPITAL STRUCTURE:**

During the year under review, the following changes have been taken place in the Paid-up Share Capital of your Company:

During the financial year 2024-25, the Company initiated the process of an Initial Public Offering (IPO) of up to 32,00,000 Equity Shares of ₹10/- each. The proposed issue was duly authorized by the Board of Directors at its meeting held on September 6, 2024, and was subsequently approved by the Shareholders of the Company through a Special Resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, at the Extra-Ordinary General Meeting held on September 13, 2024. Upon obtaining all requisite regulatory approvals, the IPO was successfully completed with the allotment of 31,90,400 Equity Shares of ₹10/- each at an issue price of ₹76/- per share, aggregating to an issue size of ₹2,424.70 lakh, on July 8, 2025. The issue received an overwhelming response from investors and was fully subscribed. Consequent to the successful completion of the IPO, the Equity Shares of the Company were listed on the NSE SME Platform on July 10, 2025.

During the year under review, on September 17, 2024, the Board allotted 84,00,000 equity shares as bonus shares.

At the end of financial year 2024-25, Paid Up Share Capital was Rs. 8,41,00,000 comprised of 84,10,000 equity shares of Rs. 10/- each.

## **DEVIATION OR VARIATION FROM PROCEEDS OR UTILISATION OF FUNDS RAISED FROM PUBLIC ISSUE:**

The Company got listed on NSE SME platform on July 10, 2025, and till date of Board's Report Company has utilized funds in the objects as stated in offer document and there were no deviations or variations in utilization of funds raised from the public.

## **TRANSFER OF SHARES AND UNPAID/UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

During the year under 2024-25, the Company was not required to transfer the equity shares/unclaimed dividend to Investor Education and Protection Fund (IEPF) pursuant to provisions of Section 124 and 125 of the Companies Act, 2013.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMPs):**

### **• Board of Directors and KMPs:**

The Board of Directors of the Company consists of:

1. Mrs. Shraddha Rajpal (*resigned w.e.f. December 31, 2024*)
2. Mrs. Nalini Rajpal (*resigned w.e.f. December 31, 2024*)
3. Mrs. Poonam Rajpal- Managing Director
4. Mrs. Deepika Ondela- Whole Time Director
5. Mrs. Rani Mathya – Non Executive Director



6. Mrs. Gurpreet Kaur Dhanjal - Independent Director
7. Mrs. Pavithra. P- Independent Director
8. Mrs. Rupali Kesharwani- Independent Director (*appointed w.e.f. May 29, 2025*)
9. Mrs. Angha Ambalkar – Company Secretary & Compliance Officer
10. Ms. Kanchan Patel – Chief Financial Officer

In the opinion of the Board, all the Independent Directors possess requisite qualifications, experience, expertise including the Proficiency and hold high standards of integrity for the purpose of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014.

• **Appointment/ Cessation of Directors/KMPs:**

During the year 2024-25, following changes took place in the board composition as under:

Name of Director / KMP	Date of Event	Nature of Event	Reasons for changes
Poonam Rajpal	December 27, 2024	Appointment	Pursuant to approval of Board of Directors in their meeting held on December 27, 2024, she was appointed as an Additional Director (Executive) with effect from December 27, 2024.
Deepika Ondela	December 27, 2024	Appointment	Pursuant to approval of Board of Directors in their meeting held on December 27, 2024, she was appointed as an Additional Director (Executive) with effect from December 27, 2024.
Poonam Rajpal	December 31, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra Ordinary General meeting held on January 10, 2025, her designation was from Additional Director to Managing Director for a period of 5 years with effect from January 10, 2025.
Deepika Ondela	December 31, 2024	Change in Designation (Regularization)	Pursuant to approval of members in the Extra Ordinary General meeting held on January 10, 2025, her designation was from Additional Director to Whole Time Director for a period of 5 years with effect from January 10, 2025.
Shraddha Rajpal	December 31, 2024	Resignation	The Director filed the cessation as Managing Director and Chairman due to personal commitments and the Board has taken on records the resignation.
Nalini Rajpal	December 31, 2024	Resignation	The Director filed the cessation as Whole-time due to personal commitments and the Board has taken on records the resignation.
Gurpreet Kaur Dhanjal	June 26, 2024	Appointment	Pursuant to approval of members in the Extra Ordinary General meeting held on June 26, 2024, appointed as an Independent Director for a period of 5 years with effect from June 26,

			2024.
Jayanthi Talluri	June 26, 2024	Appointment	Pursuant to approval of members in the Extra Ordinary General meeting held on June 26, 2024, appointed as an Independent Director for a period of 5 years with effect from June 26, 2024.
Jayanthi Talluri	April 28, 2025	Resignation	The Director filed cessation as Independent Director due to increasing professional commitments and the Board has taken on records the resignation.
Pavithra P.	September 13, 2024	Appointment	Pursuant to approval of members in the Extra Ordinary General meeting held on 13 <sup>th</sup> September, 2024, appointed as an Independent Director for a period of 5 years with effect from September 13, 2024.
Rupali Kesharwani	May 29, 2025	Appointment	Pursuant to approval of members in the Extra Ordinary General meeting held on June 07, 2025, her designation was from Additional Director (Non-Executive and Independent) to Independent Director for a period of 5 years with effect from June 07, 2025.

- **Retire by Rotation:**

Pursuant the provisions of Section 152 of the Companies Act, 2013 and rules thereof Mrs. Rani Mathya (DIN: 10604021) retires by rotation at the ensuing and being eligible, offers himself for re-appointment. The Board recommends the re-aforsaid appointment.

- **Declaration by the independent directors:**

The Company has received declarations from the Independent Directors of the Company that they meet with the criteria of independence as prescribed under Sub- section (6) of Section 149 of the Companies Act, 2013 in compliance of Rule 6(1) and (3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and there has been no change in the circumstances which may affect their status as independent director during the year and they have complied with the code of conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013.

- **Disclosure by directors:**

The Directors on the Board have submitted requisite disclosure under Section 184(1) of the Companies Act, 2013, declaration of non-disqualification under Section 164(2) of the Companies Act, 2013 and Declaration as to compliance with the Code of Conduct of the Company. Further, a certificate of non-disqualification Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by M/s B.S. Vyas & Associates Practicing Company Secretary, Ahmedabad is annexed at “**Annexure C**”.

#### MEETINGS OF THE BOARD OF DIRECTORS:

During the financial year 2024-25, **20 (Twenty)** Board meetings were held. The intervening gap between two meetings was not more than 120 days. The details of attendance of each Director at the Board Meetings during the year are as under:

Name of Directors	Designation	No. of Board meeting (eligible to attend during the tenure)	No. of Board meeting attended
Mrs. Shraddha Rajpal	Chairperson & Managing Director (Resigned on 31 <sup>st</sup> December, 2024)	17	17
Mrs. Nalini Rajpal	Whole Time Director (Resigned on 31 <sup>st</sup> December, 2024)	17	17
Mrs. Rani Mathya	Executive Director	16	16
Mrs. Jayanthi Talluri	Independent Director	15	09
Mrs. Gurpreet kaur Dhanjal	Independent Director	15	15
Mrs. Pavithra P.	Independent Director	09	09
Mrs. Poonam Rajpal	Managing Director	04	04
Mrs. Deepika Ondela	Whole Time Director	04	04

None of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013, except Ms. Nalini Rajpal, who is sister of Mrs. Rani Mathya.

#### COMMITTEES OF THE BOARD OF DIRECTORS:

The following Statutory Committees have been constituted by the Board of Directors of the Company:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

##### 1. Audit Committee:

The Audit Committee was constituted vide Board resolution dated September 27, 2025 pursuant to Section 177 of the Companies Act, 2013. As on the date, the Audit Committee comprises of:

Sr. No.	Name of Members	Category	Designation
1.	Rupali Kesharwani	Independent Director	Chairperson
2.	Gurpreet Kaur Dhanjal	Independent Director	Member
3.	Pavithra P	Independent Director	Member
4.	Poonam Rajpal	Managing Director	Member

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

**The scope of Audit Committee shall include but shall not be restricted to the following:**

**Powers of Audit Committee**

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

**Role of Audit Committee**

The role of the Audit Committee shall include the following:

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;
2. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
3. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - 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;
  - Changes, if any, in accounting policies and practices and reasons for the same;
  - Major accounting entries involving estimates based on the exercise of judgment by management;
  - Significant adjustments made in the financial statements arising out of audit findings;
  - Compliance with listing and other legal requirements relating to financial statements;
  - Disclosure of any related party transactions;
  - Qualifications in the draft audit report; and
  - Review and monitor the auditor's independence and performance, and effectiveness of audit process.
4. Approval or any subsequent modification of transactions of the company with related parties;
5. To oversee and review the functioning of the vigil mechanism which shall provide for adequate

safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases

6. Reviewing the findings of any internal investigations by the internal auditors into matters 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.

7. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;

8. 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.

9. 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.

10. Discussion with internal auditors any significant findings and follow up there on.

11. Examination of the financial statement and the auditors' report thereon;

12. Approval or any subsequent modification of transactions of the company with related parties;

13. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

14. Reviewing, with the management, the quarterly and half yearly financial statements before submission to the board for approval

15. Scrutiny of inter-corporate loans and investments;

16. Discussion with internal auditors of any significant findings and follow up there on;

17. Reviewing the findings of any internal investigations by the internal auditors into matters 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;

18. Discussion with statutory auditors, internal auditors, secretarial auditors and cost auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

19. Valuation of undertakings or assets of the company, wherever it is necessary;

20. Evaluation of internal financial controls and risk management systems;

21. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, right issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the issue document/Draft Prospectus/ Prospectus /notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making

appropriate recommendations to the Board to take up steps in this matter.

22. The Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

23. The Committee shall have authority to investigate into any matter in relation to the items specified above or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.

24. To investigate any other matters referred to by the Board of Directors;

25. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

26. Carrying out any other function as may be required / mandated as per the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws;

27. Reviewing the utilization of loan and/or advances from investment by the holding company in the subsidiary exceeding ₹ 100 lakhs or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;

28. the Audit Committee shall mandatorily review the following information:

- i. Management discussion and analysis of financial information and results of operations;
- ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at-least two times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**(i) Meetings:**

During the year 2024-25, 1 (One) meetings of the Committee were held.



## 2. Nomination and Remuneration Committee:

The Company has formed the Nomination and Remuneration Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated September 27, 2024. As on date, the Nomination and Remuneration Committee comprises the following members:

Sr. No.	Name of Members	Category	Designation
1.	Rupali Kesharwani	Independent Director	Chairperson
2.	Gurpreet Kaur Dhanjal	Independent Director	Member
3.	Pavithra P.	Independent Director	Member
4.	Rani Mathya	Non-Executive Director	Member

Our Company Secretary and Compliance officer acts as the secretary of the Committee.

### **The role of the Nomination and Remuneration Committee includes, but not restricted to, the following:**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

*The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:*

(i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) remuneration to directors and key managerial personnel involves a balance between fixed and incentive pay reflecting short- and long-term performance objectives appropriate to the working of the Company and its goals;

2. Formulation of criteria for evaluation of independent directors and the Board;

3. Devising a policy on Board diversity;

4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

5. Analysing, monitoring and reviewing various human resource and compensation matters;

6. Deciding 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;

7. Determining the Company's policy on specific remuneration packages for executive directors including

pension rights and any compensation payment, and determining remuneration packages of such directors;

8. Recommending to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;

9. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

10. Reviewing and approving the Company's compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

11. Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, if applicable;

12. Perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013 to the extent notified and effective, as amended or by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended or by any other applicable law or regulatory authority. The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The Meetings of the Committee shall be held at such regular intervals as may be required. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, including at- least one independent director.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

#### **Meetings:**

During the year 2024-25, 2 (Two) meetings of the Committee were held.

#### **(i) Nomination and Remuneration Policy:**

#### **Salient Features of the Nomination and Remuneration Policy:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with applicable rules, the Board of Directors of the Company has, on the recommendation of the Nomination and Remuneration Committee, adopted a *Nomination and Remuneration Policy*. The salient features of the Policy are as under:

- **Applicability:** The Policy applies to the Directors (Executive, Non-Executive and Independent), Key Managerial Personnel (KMP), Senior Management and such other employees as may be decided by the Committee.
- **Objectives:**
  - To lay down criteria for identifying and appointing qualified individuals as Directors, KMP and Senior Management and recommending their removal.

- To lay down a framework for evaluation of the performance of Directors, KMP and Senior Management.
  - To formulate criteria determining qualifications, positive attributes and independence of Directors.
  - To recommend to the Board a policy on remuneration of Directors, KMP and other employees, ensuring that:
    - Remuneration is reasonable, sufficient, and linked to performance benchmarks.
    - Balance is maintained between fixed and incentive pay, aligned with short-term and long-term goals of the Company.
    - To devise a Board diversity policy and succession plan for the Board and senior management.
  - **Criteria for Appointment:**
    - Directors and senior executives should possess appropriate qualifications, experience, industry knowledge, integrity, independence, and leadership qualities.
    - Independent Directors must meet the independence criteria prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
    - KMP and senior management must have requisite expertise, professionalism, and ability to work in line with the Company's mission and values.
  - **Evaluation:**
    - The Policy provides for evaluation of the performance of the Board, Committees, Chairperson, Executive Directors, Non-Executive Directors and Independent Directors, based on objective and transparent criteria covering effectiveness, participation, strategic guidance, governance, and contribution to decision-making.
  - **Remuneration:**
    - Remuneration structure seeks to attract, retain and motivate talent of the quality required to run the Company successfully.
    - Remuneration is determined having regard to responsibilities, efforts, value addition, industry standards, profitability and growth of the Company.
    - Emphasis is laid on a fair mix of fixed and incentive pay, rewarding improved performance, and ensuring tax-efficient structures.
    - No Director, KMP or employee shall participate in the decision of his/her own remuneration.
  - **Review:**
    - The Policy is subject to review by the Board from time to time to align it with amendments in law, regulatory requirements or changes considered necessary by the Board.
- The said policy is available on the website of the Company

**Roles & Responsibilities:**

The Committee shall perform such roles as specified in its Terms of reference, as aforesaid.

**3. Stakeholders Relationship Committee:**

The Company has formed the Stakeholders Relationship Committee as per Section 178 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) vide board resolution dated September 27, 2024.

As on date, the constituted Stakeholders Relationship Committee comprises the following members:

Sr. No.	Name of Members	Category	Designation
1.	Rupali Kesharwani	Independent Director	Chairperson
2.	Gurpreet Kaur Dhanjal	Independent Director	Member
3.	Pavithra P	Independent Director	Member
4.	Poonam Rajpal	Managing Director	Member

**Our Company Secretary and Compliance officer will act as the secretary of the Committee.**

**This Committee supervises all grievances of Shareholders and Investors' and its terms of reference include the following:**

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, non-receipt of annual report or balance sheet, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc. and assisting with quarterly reporting of such complaints;
2. Review of measures taken for effective exercise of voting rights by shareholders;
3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures, or any other securities;
4. Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
5. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
6. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
7. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority. The Stakeholders' Relationship Committee is required to meet at least once in a year under Regulation 20(3A) of the SEBI Listing Regulations.

The Stakeholders' Relationship Committee is required to meet at-least once in a year.

- (i) Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a director shall be ceased to be a member of this committee.

**(ii) Meetings:**

During the year 2024-25, no meetings of the Committee were held.

*\*\* Note: The composition of the committees was initially constituted in the Board Meeting held on 27th September 2024. Subsequently, the first reconstitution took place in the Board Meeting held on 10th January 2025 during FY 2024-25 due to the changes in the board members. The committees were reconstituted for the second time in the Board Meeting held on 29th May 2025 during FY 2025-26 for the same reason mentioned above..*

**DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

There were no outstanding shares lying in the demat suspense account/unclaimed suspense account and therefore, disclosure relating to the same is not applicable.

**FORMAL EVALUATION OF THE PERFORMANCE OF THE BOARD, COMMITTEES OF THE BOARD AND INDIVIDUAL DIRECTORS UNDER SECTION 134(3)(p) OF THE COMPANIES ACT, 2013:**

The requirement of performance evaluation of the Board in terms of the provisions of Section 134(3)(p) of the Companies Act, 2013 read with Rule 8(4) of the Companies (Accounts) Rules, 2014, was not applicable to the Company during the period under review.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014, is attached to this Report as “**Annexure A**”.

**PARTICULAR OF EMPLOYEES:**

The information required pursuant to Section 197 of Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached as “**Annexure B**” to this report.

During the year under review, there was no employee whose remuneration was in excess of the limits prescribed under Rules 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

As on March 31, 2025, the Company did not have any subsidiary, joint venture or associate.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Company falls within the ambit of Section 135 of the Companies Act, 2013, read with the Companies



(Corporate Social Responsibility Policy) Rules, 2014. The applicability of CSR provisions was triggered based on the net profits of the Company for the financial year 2023-24.

In accordance with its CSR Policy and in compliance with Schedule VII of the Companies Act, 2013, the Company has spent an amount of ₹5,77,000/- towards the objective of “Education of Children”. This amount represents 2% of the average net profits of the Company for the preceding three financial years and was disbursed through the Jan Jagrati Sevarth Sansthan Society, a registered implementing agency.

Further, as per the requirements of Section 135 of the Act, every company meeting the specified financial thresholds is required to spend at least 2% of its average net profits from the immediately preceding three financial years on CSR activities. For the financial year 2024-25, the Company has reported a net profit of ₹797.74 lakhs (as calculated under Section 198 of the Act). Accordingly, the Company shall continue to comply with the CSR obligations for the financial year 2025-26.

The Report on CSR activities as required under the Companies (CSR Policy) Rules, 2014 along with the brief outline of the CSR policy is annexed as “**Annexure D**” and forms an integral part of this Report.

#### **AUDITORS:**

##### **Statutory Auditors:**

M/s Jyoti Asrani and Associates, Chartered Accountants are the Statutory Auditors of the Company for a period of five years from the financial year 2024-25 to financial year 2028-29 i.e. till the conclusion of the annual general meeting of the Company to be held in the year 2029.

The Notes to the financial statements referred in the Auditors’ Report are self-explanatory and therefore do not call for any comments under Section 134 of the Companies Act, 2013. The report given by the Statutory Auditors on the financial statements of the Company is a part of this Annual Report. There were no qualifications, reservations, and adverse remark or Disclaimer given by the Statutory Auditors in their Report.

##### **Reporting of frauds by Auditors:**

During the year under review, the Auditors have not reported any instances of fraud under Section 143(12) of the Act, committed against the Company by its officers or employees, to the Audit Committee or the Board, the details of which would be required to be mentioned in the Directors’ Report.

#### **COST AUDITOR:**

The Section 148 of The Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014 is not applicable to the Company.

#### **MATERIAL ORDER PASSED BY REGULATORS/COURTS/TRIBUNALS:**

There was no material order passed by Regulators/Courts/Tribunals during the year under review impacting the going concern status and company’s operations in future.



**DEPOSITS:**

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Companies Act 2013 and rules there under.

**CORPORATE GOVERNANCE:**

The Company adheres to the best Corporate Governance practices and always works in the best interest of its stakeholders. The Company has incorporated the appropriate standards for corporate governance. Further, the Company is listed on SME Platform of NSE and as such pursuant to Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Regulations 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The particulars of loans, guarantees or investments, if any, made during the Financial Year 2024-25, are disclosed in the notes attached to and forming part of the Financial Statements of the Company, prepared for the financial year ended March 31, 2025.

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Clause (c) of Sub-Section (3) of Section 134 of the Companies Act, 2013, which states:

- a) in the Preparation of the Annual Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit /loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- 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.



#### **ADEQUACY OF INTERNAL FINANCIAL CONTROL:**

The Company has in place proper system of internal financial control which is commensurate with size and nature of business. The Company has an Audit Committee headed by the Independent Director, inter-alia, to oversee company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management.

#### **CONFIRMATIONS**

During the year under review, the Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India, New Delhi.

#### **MATERNITY BENEFIT ACT 1961:**

The Company is in the process of adopting a formal policy in line with the provisions of the Maternity Benefit Act, 1961, including all applicable amendments and rules framed thereunder. The Company is committed to ensuring a safe, inclusive, and supportive workplace for women employees, and upon adoption of the said policy, will extend maternity benefits as prescribed under the Act, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave. The Company further affirms that, following the implementation of the policy, no discrimination shall be made in recruitment or service conditions on the grounds of maternity, and necessary internal systems and HR policies will be put in place at the earliest.

#### **RELATED PARTY TRANSACTIONS:**

All the Related Party Transactions which were entered into during the Financial Year 2024-25 were at arm's length basis and in the ordinary course of business. Further, details of material related party transactions as required to be provided in format of 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) of the Companies Act, 2013 form part of this report as "Annexure E".

#### **ANNUAL RETURN:**

As per the requirement of Section 92(3) read with Section 134(3)(a) of the Companies Act, 2013 read with rules made there under, as amended from time to time, the Annual Return in Form MGT-7 is available on the website of the Company in the Annual Return section at <https://www.white-force.com/investor>

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed report on Management Discussion and Analysis (MD&A) Report is included in this Report as "Annexure F".

#### **PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has in place a policy on "Prevention of Sexual Harassment", through which the Company addresses complaints of sexual harassment at the all workplaces. The Company has complied with the



provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, there were no incidences/complaint reported under said Act.

- a. Number of complaints of sexual harassment received in the year: NIL
- b. Number of complaints disposed off during the year: NIL and
- c. Number of cases pending for more than ninety days: NIL

#### **RISK MANAGEMENT AND ITS POLICY:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the Meetings of the Audit Committee and the Board of Directors of the Company.

#### **WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has established a whistle blower policy/ Vigil mechanism in compliance with the provision of Section 177(10) of the Companies Act, 2013 for the genuine concerns expressed by the employees and Directors about the unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The Company provides adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of employees and the Company. The Board has approved the policy for vigil mechanism which is available on the website of the Company at <https://www.white-force.com/investor>

#### **PROCEEDINGS INITIATED/ PENDING AGAINST THE COMPANY UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:**

There are no proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016 which materially impact the Business of the Company.

#### **ACKNOWLEDGEMENT:**

Your Directors thank all the esteemed shareholders, customers, suppliers and business associates for their faith, trust and confidence reposed in the Company and express appreciation to the Workers, Executive Staff and Team Members at all levels.

**Date:** 05/09/2025

**For and on behalf of Board of Directors  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Place:** Jabalpur

**Registered office:**

240, Nagpur Road, Madan  
Mahal, Jabalpur - 482008,  
Madhya Pradesh, India

Sd/-

Sd/-

\_\_\_\_\_  
**Poonam Rajpal**  
**Managing Director**  
(DIN: 08693498)

\_\_\_\_\_  
**Deepika Ondela**  
**WholeTime Director**  
(DIN: 10885553)

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

(Pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014)

**A. CONSERVATION OF ENERGY:**

**i) The steps taken or impact on conservation of energy:**

Your company is committed to adopt energy efficient practices at its offices and other premises to reduce the consumption of power by analyzing power factor, maximum demand, working hours, load factor, specific energy consumption and monthly consumption.

**ii) The steps taken by the Company for utilizing alternate sources of energy:**

The Company's Registered Office has been installed with Solar Power Grid for utilizing renewable energy and reduce carbon footprint.

**iii) The capital investment on energy conservation equipment:**

During the year under review, Company has not incurred any capital investment on energy conservation equipment.

**B. TECHNOLOGY ABSORPTION:**

**i) The effort made towards technology absorption:**

The Company has not imported any technology and hence there is nothing to be reported here.

**ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

During the year, the Company has not derived any benefits like product improvement, cost reduction, product development or import substitution.

**iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

- a. The details of technology imported: Nil
- b. The year of import: Not Applicable
- c. Whether the technology has been fully absorbed: Not Applicable
- d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not Applicable.

**iv) The expenditure incurred on Research and Development:**

During the year under review, no expenditure incurred in research and development.

**C. FOREIGN EXCHANGE EARNING AND OUTGO:**

**a) Details of Foreign Exchange Earnings**

(Rs. in lakh)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Earned	NA	NA

**b) Details of Foreign Exchange Expenditure:**

(Rs. in lakh)

Sr. No.	Particulars	F.Y. 2024-25	F.Y. 2023-24
1.	Foreign Exchange Expenditure	NA	NA

**Date:** 05/09/2025

**For and on behalf of Board of Directors**  
**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Place:** Jabalpur

**Registered office:**

240, Nagpur Road, Madan  
Mahal, Jabalpur - 482008,  
Madhya Pradesh, India

Sd/-

\_\_\_\_\_  
**Poonam Rajpal**  
**Managing Director**  
(DIN: 08693498)

Sd/-

\_\_\_\_\_  
**Deepika Ondela**  
**WholeTime Director**  
(DIN: 10885553)

**PARTICULARS OF EMPLOYEES**

**Disclosure as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a) The percentage increase in remuneration of each Director, Chief Financial Officer, Company Secretary during the financial year 2024-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2024-25 are as under:

Sr. No.	Name of Director/ KMPs	Designation	Nature of payment	Ratio of Remuneration of each Director to median remuneration of employees	% increase/ (decrease) In Remuneration for Financial Year 2024-25
1*	Mrs. Shraddha Rajpal	Chairperson & Managing Director	Remuneration	13.02 : 1	NA
2*	Mrs. Nalini rajpal	Whole Time Director	Remuneration	13.02 : 1	NA
3^	Mrs. Poonam Rajpal	Managing Director	Remuneration	6.25 : 1	NA ^
4^	Mrs. Deepika Ondela	Whole Time Director	Remuneration	6.25 : 1	NA ^
5^	Mrs. Rani Mathya	Non-Executive Director	Remuneration	NIL	NA ^
6^	Mrs. Jayanthi Talluri	Independent Director	Sitting Fees	NIL	NA ^
7^	Mrs. Gurpreet Kaur Dhanjal	Independent Director	Sitting Fees	NIL	NA ^
8^	Mrs. Pavithra P.	Independent Director	Sitting Fees	NIL	NA ^
9^	Angha Ambalkar	Company Secretary & Compliance Officer	Remuneration	2.5 : 1	NA ^
10^	Kanchan Patel	Chief Financial Officer	Remuneration	4.11 : 1	NA ^

\* During FY 2024-25, Mrs. Nalini Rajpal (Whole-Time Director) and Mrs. Shraddha Rajpal (Managing Director) were re-designated on June 26, 2024, with remuneration of ₹2,50,000 per month each, and resigned on December 31, 2024. Thereafter, Mrs. Poonam Rajpal and Ms. Deepika Ondela were appointed as Managing Director and Whole-Time Director on January 10, 2025. Since the individuals were not associated with the Company for the whole of current and previous financial year, the remuneration figures are not comparable and hence the percentage increase/decrease cannot be computed

^ Since the individuals were appointed during FY 2024-25, percentage increase / (decrease) in remuneration is not comparable.

- b) **Percentage increase in the median remuneration of employees in the financial year:**

In the financial year 2024-25, the percentage increase in median remuneration of employees was 25.00%.



**c) Number of permanent employees on the rolls of Company:**

There are 144 permanent employees on the rolls of Company as on March 31, 2025.

**d) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average annual increase in the salaries of the employees, other than managerial remuneration was 11.51%

During FY 2024-25, Mrs. Nalini Rajpal (Whole-Time Director) and Mrs. Shraddha Rajpal (Managing Director) were re-designated on June 26, 2024, with remuneration of ₹2,50,000 per month each, and resigned on December 31, 2024. Thereafter, Mrs. Poonam Rajpal and Ms. Deepika Ondela were appointed as Managing Director and Whole-Time Director on January 10, 2025.

Since the individuals were not associated with the Company for the whole of current and previous financial year, the remuneration figures are not comparable and hence the percentage increase/decrease cannot be computed.

**e) The key parameters for any variable component of remuneration availed by the directors**

Not Applicable

**f) Affirmation that the remuneration is as per the remuneration policy of the Company:**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company. During the financial year, there was no employee employed throughout the financial year or part of the financial year who was in receipt of remuneration in the aggregate of not less than Rs. 8.50 Lacs per month or Rs. 1.02 Crore per financial year. The statement containing the names of the top ten employees in terms of remuneration drawn as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate annexure forming part of this report. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. The Annual Report is being sent to the members excluding the said separate annexure. Any member interested in obtaining a copy of the same may write to the

**Date:** 05/09/2025

**Place:** Jabalpur

**Registered office:**  
240, Nagpur Road,  
Madan Mahal, Jabalpur  
- 482008, Madhya  
Pradesh, India

**For and on behalf of Board of Directors**  
**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Sd/-**

**Sd/-**

**Poonam Rajpal**  
**Managing Director**  
**(DIN: 08693498)**

**Deepika Ondela**  
**WholeTime Director**  
**(DIN: 10885553)**

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

To  
The Members  
**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**  
CIN: U80904MP2017PLC043153

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Happy Square Outsourcing Services Limited (CIN: U80904MP2017PLC043153) and Having Its Registered Office at 240, Nagpur Road, Madan Mahal, Jabalpur - 482008, Madhya Pradesh, India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company, on 31<sup>st</sup> March, 2025 as stated below, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	DIN	Name	Designation	Category	Date of Appointment
1	08693498	POONAM RAJPAL	Managing Director	Professional	27/12/2024
2	10885553	DEEPIKA ONDELA	Whole-time director	Professional	27/12/2024
3	10604021	RANI MATHYA	Director	Professional	29/05/2024
4	08956506	PRASANNA KUMAR PAVITHRA	Director	Independent	13/09/2024
5	10571541	GURPREET KAUR DHANJAL	Director	Independent	26/06/2024
6	09272993	TALLURI JAYANTHI	Director	Independent	26/06/2024

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

For **B.S. Vyas & Associates.**  
Company Secretaries,  
UCN: **S2022GJ883000**

**Sd/-**  
**Bhargav Vyas**  
Proprietor  
ACS: 46392; CP: 26078  
PR: 6217/2024  
UDIN: A046392G001094065

Date: 27<sup>th</sup> August, 2025  
Place: Ahmedabad

## Annual Report on CSR Activities

### 1. Brief outline on CSR Policy of the Company:

The purpose of Corporate Social Responsibility (CSR) Policy of Happy Square Outsourcing Services Limited is to devise an appropriate strategy and focus for its CSR initiatives and lay down the broad principles on the basis of which it will fulfill its CSR objectives.

During the FY2024-25, the Company had approved projects by aligning itself with its CSR Policy as approved by the Board of Directors.

### 2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
In accordance with MCA General Circular No. 14 /2021 dated August 25, 2021, since the amount required to be spent by the Company on CSR did not exceed fifty lakh rupees, the requirement for constitution of the CSR Committee was not mandatory and the functions of the CSR Committee, were discharged by the Board of Directors of the Company.				

### 3. Web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

In accordance with MCA General Circular No. 14 /2021 dated August 25, 2021, since the amount required to be spent by the Company on CSR did not exceed fifty lakh rupees, the requirement for constitution of the CSR Committee was not mandatory and the functions of the CSR Committee, were discharged by the Board of Directors of the company.

The web link to the CSR Policy is, as under: <https://www.white-force.com/investor>

### 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: **Not Applicable**

### 5.

- Average net profit of the company as per sub-section (5) of section 135: **Rs. 2,88,30,601.33/-**
- Two percent of average net profit of the company as per sub-section (5) of section 135: **Rs. 5,76,612.03/- lakh**
- Surplus arising out of the CSR Projects or programmes or activities of the previous financial years: **Not Applicable**

d) Amount required to be set-off for the financial year, if any: **Not Applicable**

e) Total CSR obligation for the financial year [(b)+(c)-(d)]: **Rs. 5,76,612.03/- lakh**

6.

a) Amount spent on CSR Projects (Full amount spent on other than Ongoing Project): **Rs. 5,77,000/-lakh**

b) Amount spent in Administrative Overheads: **Nil**

c) Amount spent on Impact Assessment, if applicable: **Not Applicable**

d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **Rs. 5,77,000/- lakh**

e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135.		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
Rs. 5.77 Lakhs (Spent entire amount)	Not Applicable				

f) Excess amount for set-off, if any: **Not Applicable**

Sl. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	<b>Not Applicable</b>
(ii)	Total amount spent for the Financial Year	
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous Financial Years, if any	
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

1	2	3	4	5	6	7	8
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent	Balance Amount in Unspent	Amount Spent in the Financial	Amount transferred to a Fund as specified under Schedule VII as per second proviso	Amount remaining to be	Deficiency, if any

		CSR Account under sub-section (6) of section 135 (in Rs.)	t CSR Account under sub-section (6) of section 135 (in Rs.)	al Year (in Rs)	to sub- section (5) of section 135, if any		spent in succeeding Financial Years (in Rs)	
					Amount (in Rs)	Date of Transfer		
1	NA	NA	NA	NA	NA	NA	NA	NA

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **None**

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135: **Not Applicable as the Company has spent the prescribed CSR amount.**

Date: 05/09/2025

For and on behalf of Board of Directors  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED

Place: Jabalpur

Sd/-

Sd/-

Registered office:

240, Nagpur Road, Madan Mahal, Jabalpur - 482008, Madhya Pradesh, India

Poonam Rajpal  
Managing Director  
(DIN: 08693498)

Deepika Ondela  
WholeTime Director  
(DIN: 10885553)

**Form 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 arms' length basis:**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which were not at arms' length basis.

**2. Details of material contracts or arrangement or transactions at arms' length basis:**

However, the Books of Accounts of the Company reflects following outstanding balances with related parties as at 31.03.2025, in terms of AS-18:

<b>Name</b>	<b>Nature</b>	<b>Balance as on 31.03.2025</b>
Happiest Resume Services Pvt. Ltd.	Receivables	25,000/-
Mr. Shishir Rajpal	Receivables	13,44,000/-
Mr. Shailesh Rajpal	Receivables	6,23,000/-
White Force Outsourcing Services Pvt Ltd	Payables	20,86,000/-
Shraddha Rajpal	Payables	1,41,35,000/-
Nalini Rajpal	Payables	1,48,77,000/-

**Date:** 05/09/2025

**For and on behalf of Board of Directors  
HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Place:** Jabalpur

**Registered office:**

240, Nagpur Road, Madan  
Mahal, Jabalpur - 482008,  
Madhya Pradesh, India

**Sd/-**

**Sd/-**

**Poonam Rajpal**  
**Managing Director**  
**(DIN: 08693498)**

**Deepika Ondela**  
**WholeTime Director**  
**(DIN: 10885553)**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **ECONOMIC OVERVIEW:**

#### **Global Economy**

Global growth is expected to remain stable yet underwhelming. However, notable revisions have taken place beneath the surface since April 2024, with upgrades to the forecast for the United States offsetting downgrades to those for other advanced economies, in particular, the largest European countries. Likewise, in emerging market and developing economies, disruptions to production and shipping of commodities—especially oil—conflicts, civil unrest, and extreme weather events have led to downward revisions to the outlook for the Middle East and Central Asia and that for sub-Saharan Africa. These have been compensated for by upgrades to the forecast for emerging Asia, where surging demand for semiconductors and electronics, driven by significant investments in artificial intelligence, has bolstered growth, a trend supported by substantial public investment in China and India. Five years from now, global growth should reach 3.1 percent—a mediocre performance compared with the pre-pandemic average.

As global disinflation continues, services price inflation remains elevated in many regions, pointing to the importance of understanding sectoral dynamics and of calibrating monetary policy accordingly, as discussed in Chapter 2. With cyclical imbalances in the global economy waning, near-term policy priorities should be carefully calibrated to ensure a smooth landing. At the same time, structural reforms are necessary to lift medium-term growth prospects, while support for the most vulnerable should be maintained. Chapter 3 discusses strategies to enhance the social acceptability of these reforms—a crucial prerequisite for successful implementation.

Global growth is expected to remain stable yet underwhelming. At 3.2 percent in 2024 and 2025, the growth projection is virtually unchanged from those in both the July 2024 World Economic Outlook Update and the April 2024 World Economic Outlook. However, notable revisions have taken place beneath the surface, with upgrades to the forecast for the United States offsetting downgrades to those for other advanced economies—in particular, the largest European countries. Likewise, in emerging market and developing economies, disruptions to production and shipping of commodities—especially oil—conflicts, civil unrest, and extreme weather events have led to downward revisions to the outlook for the Middle East and Central Asia and that for sub-Saharan Africa. These have been compensated for by upgrades to the forecast for emerging Asia, where surging demand for semiconductors and electronics, driven by significant investments in artificial intelligence, has bolstered growth. The latest forecast for global growth five years from now—at 3.1 percent—remains mediocre compared with the pre-pandemic average. Persistent structural headwinds—such as population aging and weak productivity—are holding back potential growth in many economies.

Cyclical imbalances have eased since the beginning of the year, leading to a better alignment of economic activity with potential output in major economies. This adjustment is bringing inflation rates across countries closer together and on balance has contributed to lower global inflation. Global headline inflation is expected to fall from an annual average of 6.7 percent in 2023 to 5.8 percent in 2024 and 4.3 percent in 2025, with advanced economies returning to their inflation targets sooner than emerging market and developing economies. As global disinflation continues to progress, broadly in line with the baseline, bumps 107 on the road to price stability are still possible. Goods prices have stabilized, but services price inflation remains

elevated in many regions, pointing to the importance of understanding sectoral dynamics and of calibrating monetary policy accordingly, as discussed in Chapter 2.

Risks to the global outlook are tilted to the downside amid elevated policy uncertainty. Sudden eruptions in financial market volatility – as experienced in early August – could tighten financial conditions and weigh on investment and growth, especially in developing economies in which large near-term external financing needs may trigger capital outflows and debt distress. Further disruptions to the disinflation process, potentially triggered by new spikes in commodity prices amid persistent geopolitical tensions, could prevent central banks from easing monetary policy, which would pose significant challenges to fiscal policy and financial stability. Deeper- or longer-than-expected contraction in China’s property sector, especially if it leads to financial instability, could weaken consumer sentiment and generate negative global spill overs given China’s large footprint in global trade. An intensification of protectionist policies would exacerbate trade tensions, reduce market efficiency, and further disrupt supply chains. Rising social tensions could prompt social unrest, hurting consumer and investor confidence and potentially delaying the passage and implementation of necessary structural reforms.

As cyclical imbalances in the global economy wane, near-term policy priorities should be carefully calibrated to ensure a smooth landing. In many countries, shifting gears on fiscal policy is urgently needed to ensure that public debt is on a sustainable path and to rebuild fiscal buffers; the pace of adjustment should be tailored to country-specific circumstances. Structural reforms are necessary to lift medium-term growth prospects, but support for the most vulnerable should be maintained. Chapter 3 discusses strategies to enhance the social acceptability of these reforms – a crucial prerequisite for successful implementation. Multilateral cooperation is needed more than ever to accelerate the green transition and to support debt-restructuring efforts. Mitigating the risks of geo economic fragmentation and strengthening rules-based multilateral frameworks are essential to ensure that all economies can reap the benefits of future growth.

#### **BASELINE OUTLOOK: STABLE GROWTH AMID CONTINUING DISINFLATION:**

Global growth is expected to remain broadly flat – decelerating from 3.3 percent in 2023 to 3.1 percent by 2029 – and is largely unchanged from World Economic Outlook forecasts in April 2024 and October 2023 (Tables 1.1 and 1.2; Figure 1.12).<sup>1</sup> Under the surface, however, offsetting revisions have brought major economies closer together as cyclical forces wane and GDP moves closer to potential. As inflation recedes, policy rates are expected to follow suit, preventing undue increases in real interest rates. Interest rates are expected to gradually descend toward their natural levels: the levels of risk-free real interest rates compatible with output at potential and inflation at target. Although global revisions to the forecast since April have been minimal, offsetting shifts at the country group level reflect recent shocks and policies, most notably in emerging market and developing economies. Cuts in production and shipping of commodities (oil in particular), conflicts, and civil unrest have led to downward revisions to the regional outlooks for the Middle East and Central Asia and for sub-Saharan Africa. At the same time, surging demand for semiconductors and electronics, driven by significant investment in artificial intelligence, has fueled stronger growth in emerging Asia.

#### **GROWTH OUTLOOK: MAJOR ECONOMIES DRAW CLOSER TOGETHER:**

Following a reopening rebound in 2022, growth in advanced economies markedly slowed in 2023 and is projected to remain steady, oscillating between 1.7 and 1.8 percent until 2029. This apparent stability conceals differing country dynamics as various cyclical forces unwind and economic activity gets back in line with

potential. In the United States, growth is expected to decelerate, with output reaching potential from above by 2029. In the United Kingdom and the euro area, on the other hand, activity is projected to accelerate, closing the output gap from below. In Japan, where the output gap is already closed, GDP is expected to grow in line with potential.

In the United States, projected growth for 2024 has been revised upward to 2.8 percent, which is 0.2 percentage point higher than the July forecast, on account of stronger outturns in consumption and non-residential investment. The resilience of consumption is largely the result of robust increases in real wages (especially among lower-income households) and wealth effects. Growth is anticipated to slow to 2.2 percent in 2025 as fiscal policy is gradually tightened and a cooling labour market slows consumption. With GDP growth lower than potential, the output gap is expected to start closing in 2025.

In the euro area, growth seems to have reached its lowest point in 2023. A touch weaker than projected in April and July 2024, GDP growth is expected to pick up to a modest 0.8 percent in 2024 as a result of better export performance, in particular of goods. In 2025, growth is projected to rise further to 1.2 percent, helped by stronger domestic demand. Rising real wages are expected to boost consumption, and a gradual loosening of monetary policy is expected to support investment. Persistent weakness in manufacturing weighs on growth for countries such as Germany and Italy. However, whereas Italy's domestic demand is expected to benefit from the European Union-financed National Recovery and Resilience Plan, Germany is experiencing strain from fiscal consolidation and a sharp decline in real estate prices.

Offsetting dynamics are also at play among other advanced economies. Growth is expected to decelerate in Japan in 2024, with the slowdown reflecting temporary supply disruptions and fading of one-off factors that boosted activity in 2023, such as the surge in tourism. With respect to April, growth is revised downward, by 0.6 percentage point, to 0.3 percent for 2024, reflecting a temporary supply disruption in the car industry and the base effect of historical data revisions. An acceleration to 1.1 is predicted in 2025, with growth boosted by private consumption as real wage growth strengthens. In the United Kingdom, in contrast, growth is projected to have accelerated to 1.1 percent in 2024 and is expected to continue doing so to 1.5 percent in 2025 as falling inflation and interest rates stimulate domestic demand.

#### **GROWTH OUTLOOK: EMERGING MARKETS GET SUPPORT FROM ASIA:**

In a manner similar to that for advanced economies, the growth outlook for emerging market and developing economies is remarkably stable for the next two years, hovering at about 4.2 percent and steadying at 3.9 percent by 2029. And just as in advanced economies, offsetting dynamics are occurring between country groups. Compared with that in April, growth in emerging market and developing economies is revised upward by 0.1 percentage point for 2024, reflecting upgrades for Asia (China and India) that more than offset downgrades for sub Saharan Africa and for the Middle East and Central Asia (Table 1.1).

Emerging Asia's strong growth is expected to subside, from 5.7 percent in 2023 to 5.0 percent in 2025. This reflects a sustained slowdown in the region's two largest countries. In India, the outlook is for GDP growth to moderate from 8.2 percent in 2023 to 7 percent in 2024 and 6.5 percent in 2025, because pent-up demand accumulated during the pandemic has been exhausted, as the economy reconnects with its potential. In China, the slowdown is projected to be more gradual. Despite persisting weakness in the real estate sector and low consumer confidence, growth is projected to have slowed only marginally to 4.8 percent in 2024, largely thanks to better-than-expected net exports. Compared with that in April, the forecast has been revised upward by 0.2 percentage point in 2024 and 0.4 percentage point in 2025. Recent policy measures may provide upside risk to

near-term growth.

In contrast, growth in the Middle East and Central Asia is projected to pick up from an estimated 2.1 percent in 2023 to 3.9 percent in 2025, as the effect on the region of temporary disruptions to oil production and shipping are assumed to fade away. Compared with that in April, the projection has been revised downward by 0.4 percentage point for 2024, mainly the result of the extension of oil production cuts in Saudi Arabia and ongoing conflict in Sudan taking a large toll. In sub-Saharan Africa, GDP growth is similarly projected to increase, from an estimated 3.6 percent in 2023 to 4.2 percent in 2025, as the adverse impacts of prior weather shocks abate and supply constraints gradually ease. Compared with that in April, the regional forecast is revised downward by 0.2 percentage point for 2024 and upward by 0.1 percentage point for 2025. Besides the ongoing conflict that has led to a 26 percent contraction of the South Sudanese economy, the revision reflects slower growth in Nigeria, amid weaker-than-expected activity in the first half of the year.

In Latin America and the Caribbean, growth is projected to decline from 2.2 percent in 2023 to 2.1 percent in 2024 before rebounding to 2.5 percent in 2025. In Brazil, growth is projected at 3.0 percent in 2024 and 2.2 percent in 2025. This is an upward revision of 0.9 percentage point for 2024, compared with July 2024 World Economic Outlook Update projections, owing to stronger private consumption and investment in the first half of the year from a tight labour market, government transfers, and smaller-than-anticipated disruptions from floods. However, with the still-restrictive monetary policy and the expected cooling of the labour market, growth is expected to moderate in 2025. In Mexico, growth is projected at 1.5 percent in 2024, reflecting weakening domestic demand on the back of monetary policy tightening, before slowing further to 1.3 percent in 2025 on a tighter fiscal stance. Overall, offsetting revisions leave the regional growth forecast broadly unchanged since April.

Growth in emerging and developing Europe is projected to remain steady at 3.2 percent in 2024 but to ease significantly to 2.2 percent in 2025. The moderation reflects a sharp slowdown in Russia from 3.6 percent in 2023 to 1.3 percent in 2025 as private consumption and investment slow amid reduced tightness in the labour market and slower wage growth. In Turkey, growth is expected to slow from 5.1 percent in 2023 to 2.7 percent in 2025, with the slowdown driven by the shift to monetary and fiscal policy tightening since mid-2023.

#### **INDIAN ECONOMIC OVERVIEW:**

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP or GDP at Current Prices for Q1 2024-25 is estimated at Rs. 77.31 lakh crores (US\$ 928.9 billion) with growth rate of 9.7%, compared to the growth of 8.5% for Q1 2023-24. The growth in nominal GDP during 2023-24 is estimated at 9.6% as compared to 14.2% in 2022-23. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY24. During the period April-September 2025, India's exports stood at US\$ 211.46 billion, with Engineering Goods (26.57%), Petroleum Products (16.51%) and electronic goods (7.39%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has

demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Real GDP or GDP at Constant (2011-12) Prices for the period Q1 2024-25 is estimated at Rs. 43.64 lakh crore (US\$ 524 billion), against the First Revised Estimates (FRE) of GDP for the year Q1 2023-24 of Rs. 40.91 lakh crore (US\$ 491 million). The growth in real GDP during 2023-24 is estimated at 8.2% as compared to 7.0% in 2022-23. There are 113 unicorn startups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech startups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. India's current account deficit (CAD) narrowed to 0.7% of GDP in FY24. The CAD stood at US\$ 9.7 billion for the Q1 2024-25 from US\$ 8.9 billion in Q1 2023-24 or 1.1% of GDP. This was largely due to decrease in merchandise trade deficit.

Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US\$ 1 trillion by 2030.

#### **RECENT DEVELOPMENTS:**

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.



- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of October 11, 2024, India's foreign exchange reserves stood at US\$ 690.43 billion.
- In 1H 2024, India saw a total of US\$ 31.5 billion in PE-VC investments.
- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.
- In September 2024, the gross Goods and Services Tax (GST) stood at highest monthly revenue collection at Rs. 1.73 lakh crore (US\$ 20.83 billion).
- Between April 2000–June 2024, cumulative FDI equity inflows to India stood at US\$ 1,013.45 billion.
- In August 2024, the overall IIP (Index of Industrial Production) stood at 145.6. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 125.1, 147.1 and 219.3, respectively.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.49% (Provisional) for September 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 Crores (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 Crores (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 13.89 billion) in India during January- (up to 15th July) 2024.
- The wheat procurement during Rabi Marketing Season (RMS) 2024-25 (till May) was estimated to be 266 Lakhs metric tonnes (LMT) and the rice procured in Kharif Marketing Season (KMS) 2024-25 was 400 LMT.

#### **GOVERNMENT INITIATIVES:**

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US\$ 383.93 billion) and Rs. 48.21 lakh crore (US\$ 577.16 billion), respectively.



- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 Crores (US\$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 Crores (US\$ 133.27 billion).
- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.
- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.
- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.
- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the 'Draft Carbon Credit Trading Scheme, 2023'.
- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of 'Aatmanirbhar Bharat' and 'Local goes Global'.
- To enhance India's manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.
- Prime Minister's Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 Crores (US\$ 182.35 million).
- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- The Amrit Bharat Station scheme for Indian Railways envisages the development of stations on a continuous basis with a long-term vision, formulated on December 29, 2022, by the Ministry of Railways.
- On October 7, 2022, the Department for Promotion of Industry, and Internal Trade (DPIIT) launched Credit Guarantee Scheme for Start-ups (CGSS) aiming to provide credit guarantees up to a specified limit by start-ups, facilitated by Scheduled Commercial Banks, Non-Banking Financial Companies and Securities and Exchange Board of India (SEBI) registered Alternative Investment Funds (AIFs).
- Telecom Technology Development Fund (TTDF) Scheme was launched in October 2022 by the Universal Service Obligation Fund (USOF), a body under the Department of Telecommunications. The objective is to fund R&D in rural-specific communication technology applications and form synergies among academia, start-ups, research institutes, and the industry to build and develop the telecom ecosystem.
- Home & Cooperation Minister Mr. Amit Shah laid the foundation stone and performed Bhoomi Pujan of Tanot Mandir Complex Project under Border Tourism Development Programme in Jaisalmer in September 2022.

- In August 2022, Mr. Narendra Singh Tomar, Minister of Agriculture and Farmers Welfare inaugurated four new facilities at the Central Arid Zone Research Institute (CAZRI), which has been rendering excellent services for more than 60 years under the Indian Council of Agricultural Research (ICAR).
- In August 2022, a Special Food Processing Fund of Rs. 2,000 Crores (US\$ 242.72 million) was set up with National Bank for Agriculture and Rural Development (NABARD) to provide affordable credit for investments in setting up Mega Food Parks (MFP) as well as processing units in the MFPs.
- In July 2022, Deendayal Port Authority (DPA) announced plans to develop two Mega Cargo Handling Terminals on a Build-Operate-Transfer (BOT) basis under Public-Private Partnership (PPP) Mode at an estimated cost of Rs. 5,963 Crores (US\$ 747.64 million).
- In July 2022, the Union Cabinet chaired by Prime Minister Mr. Narendra Modi, approved the signing of the Memorandum of Understanding (MoU) between India & Maldives. This MoU will provide a platform to tap the benefits of information technology for court digitization and can be a potential growth area for IT companies and start-ups in both countries.
- India and Namibia entered a Memorandum of Understanding (MoU) on wildlife conservation and sustainable biodiversity utilization on July 20, 2022, for establishing the cheetah into the historical range in India.
- In July 2022, the Reserve Bank of India (RBI) approved international trade settlements in Indian rupees (Rs.) to promote the growth of global trade with emphasis on exports from India and to support the increasing interest of the global trading community.
- The Agnipath Scheme aims to develop a young and skilled armed force backed by an advanced warfare technology scheme by providing youth with an opportunity to serve Indian Army for a 4-year period. It is introduced by the Government of India on June 14, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi inaugurated and laid the foundation stone of development projects worth Rs. 21,000 Crores (US\$ 2.63 billion) at Gujarat Gaurav Abhiyan at Vadodara.
- Mr. Rajnath Singh, Minister of Defence, launched 75 newly developed Artificial Intelligence (AI) products/technologies during the first-ever 'AI in Defence' (AIDef) symposium and exhibition organized by the Ministry of Defence in New Delhi on July 11, 2022.
- In June 2022, Prime Minister Mr. Narendra Modi laid the foundation stone of 1,406 projects worth more than Rs. 80,000 Crores (US\$ 10.01 billion) at the ground-breaking ceremony of the UP Investors Summit in Lucknow. The Projects encompass diverse sectors like Agriculture and Allied industries, IT and Electronics, MSME, Manufacturing, Renewable Energy, Pharma, Tourism, Defence & Aerospace, and Handloom & Textiles.
- The Indian Institute of Spices Research (IISR) under the Indian Council for Agricultural Research (ICAR) inked a Memorandum of Understanding (MoU) with Lysterra LLC, a Russia-based company for the commercialization of bio capsule, an encapsulation technology for bio-fertilization on June 30, 2022.
- As of April 2022, India signed 13 Free Trade Agreements (FTAs) with its trading partners including major trade agreements like the India-UAE Comprehensive Partnership Agreement (CEPA) and the India-Australia

Economic Cooperation and Trade Agreement (IndAus ECTA).

- 'Mission Shakti' was applicable with effect from April 1, 2022, aimed at strengthening interventions for women's safety, security, and empowerment.
- The Union Budget of 2022-23 was presented on February 1, 2022, by the Minister for Finance & Corporate Affairs, Ms. Nirmala Sitharaman. The budget had four priorities PM GatiShakti, Inclusive Development, Productivity Enhancement and Investment, and Financing of Investments. In the Union Budget 2022-23, effective capital expenditure is expected to increase by 27% at Rs. 10.68 trillion (US\$ 142.93 billion) to boost the economy. This will be 4.1% of the total Gross Domestic Production (GDP).
- Strengthening of Pharmaceutical Industry (SPI) was launched in March 2022 by the Ministry of Chemicals & Fertilisers to provide credit linked capital and interest subsidy for Technology Upgradation of MSME units in pharmaceutical sector, as well as support of up to Rs. 20 Crores (US\$ 2.4 million) each for common facilities including Research centre, testing labs and ETPs (Effluent Treatment Plant) in Pharma Clusters, to enhance the role of MSMEs.
- Under PM GatiShakti Master Plan, the National Highway Network will develop 25,000 km of new highways network, which will be worth Rs. 20,000 Crores (US\$ 2.67 billion). In 2022-23. Increased government expenditure is expected to attract private investments, with a production-linked incentive scheme providing excellent opportunities. Consistently proactive, graded, and measured policy support is anticipated to boost the Indian economy.
- In February 2022, The Ministry of Social Justice & Empowerment launched the Scheme for Economic Empowerment of Denotified/Nomadic/SemiNomadic tribal communities (DNTs) (SEED) to provide basic facilities like good quality coaching, and health insurance. livelihoods initiative at a community level and financial assistance for the construction of houses.
- In February 2022, Minister for Finance and Corporate Affairs Ms. Nirmala Sitharaman said that productivity linked incentive (PLI) schemes would be extended to 14 sectors to achieve the mission of Aatmanirbhar Bharat and create 60 lakh jobs with an additional production capacity of Rs. 30 trillion (US\$ 401.49 billion) in the next five years.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 Crores (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 Crores (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In September 2021, Union Cabinet approved major reforms in the telecom sector, which are expected to boost employment, growth, competition, and consumer interests. Key reforms include rationalization of adjusted gross revenue, rationalization of bank guarantees (BGs), and encouragement of spectrum sharing.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 Crores (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.

- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman allocated Rs. 650 Crores (US\$ 86.69 million) for the Deep Ocean mission that seeks to explore vast marine living and non-living resources. Department of Space (DoS) has got Rs. 13,700 Crores (US\$ 1.83 billion) in 2022-23 for several key space missions like Gaganyaan, Chandrayaan-3, and Aditya L-1 (sun).
- In May 2021, the government approved the production-linked incentive (PLI) scheme for manufacturing advanced chemistry cell (ACC) batteries at an estimated outlay of Rs. 18,100 Crores (US\$ 2.44 billion); this move is expected to attract domestic and foreign investments worth Rs. 45,000 Crores (US\$ 6.07 billion).
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using block chain and other technologies.
- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- In June 2021, the RBI (Reserve Bank of India) announced that the investment limit for FPI (foreign portfolio investors) in the State Development Loans (SDLs) and government securities (G-secs) would persist unaffected at 2% and 6%, respectively, in FY22.
- In November 2020, the Government of India announced Rs. 2.65 trillion (US\$ 36 billion) stimulus package to generate job opportunities and provide liquidity support to various sectors such as tourism, aviation, construction, and housing. Also, India's cabinet approved the production-linked incentives (PLI) scheme to provide ~Rs. 2 trillion (US\$ 27 billion) over five years to create jobs and boost production in the country.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- On January 29, 2022, the National Asset Reconstruction Company Ltd (NARCL) will acquire bad loans worth up to Rs. 50,000 Crores (US\$ 6.69 billion) about 15 accounts by March 31, 2022. India Debt Resolution Co. Ltd (IDRCL) will control the resolution process. This will clean up India's financial system, help fuel liquidity, and boost the Indian economy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.
- By November 1, 2021, India, and the United Kingdom hope to begin negotiations on a free trade agreement. The proposed FTA between these two countries is likely to unlock business opportunities and generate jobs.

Both sides have renewed their commitment to boost trade in a manner that benefits all.

- In August 2021, Prime Minister Mr. Narendra Modi announced an initiative to start a national mission to reach the US\$ 400 billion merchandise export target by FY22.
- In August 2021, Prime Minister Mr. Narendra Modi launched a digital payment solution, e-RUPI, a contactless and cashless instrument for digital payments.
- In April 2021, Dr. Ahmed Abdul Rahman AlBanna, Ambassador of the UAE to India and Founding Patron of IFIICC, stated that trilateral trade between India, the UAE and Israel is expected to reach US\$ 110 billion by 2030.
- India is expected to attract investment of around US\$ 100 billion in developing the oil and gas infrastructure during 2019-23.
- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.

#### **ROAD AHEAD:**

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022. India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year.

In the budget of 2024-25, capital expenditure took lead by steeply increasing the capital expenditure outlay by 17.1 % to Rs.11 lakh crore (US\$ 133.51 billion) over Rs. 9.48 lakh crore (US\$ 113.91 billion) in 2023-24. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022.

With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

<https://www.ibef.org/economy/indian-economy-overview>

#### **INDIA'S EMPLOYMENT GROWTH: A ROBUST JOURNEY:**

India has witnessed significant employment growth over the years. With the employment increased by nearly 36%, adding around 170 million jobs during 2016-17 and 2022-23, India's economic trajectory demonstrates



sustained job creation across key sectors. With a robust democracy, dynamic economy, and a culture that celebrates unity in diversity, India's journey toward becoming a global powerhouse continues to inspire the world. Recent data and economic analysis challenge the notion of "jobless growth" in India, a concept that suggests GDP growth occurs without corresponding increases in employment. A recent report from Observer Research Foundation titled 'Busting the myth of jobless growth: Insights from data, theory, and logic' explains the employment trends in India over the years to present a different story. 1. India's Employment Growth: Contrary to the claims of "jobless growth," data shows that employment in India increased by 36% (170 million jobs) between 2016-17 and 2022-23. During the same period, GDP grew at an average rate of over 6.5%. KLEMS Database Consistency: Employment data from the Reserve Bank of India's KLEMS database, which relies on surveys like the Employment and Unemployment Survey (EUS) and Periodic Labour Force Survey (PLFS), indicates a steady rise in employment since the 1980s.

2. Worker Population Ratio (WPR): The PLFS data from 2017 to 2023 also suggests that Worker Population Ratio (WPR) has increased by 9 percentage points or almost 26 percent during this period. Therefore, the rhetoric of "joblessness" really does not hold water in terms of cross-comparison of databases.

3. Consumption-Driven Growth: India's growth has been driven by consumption, which is closely tied to employment. A rise in consumption implies that employment generation is occurring, as consumption would decline if employment were predominantly in unpaid or low-wage jobs.

4. Employment Elasticity: Employment elasticity is a rational measure for checking the causal relation between growth and employment generation in an economy. The report's estimates, based on a linear econometric model, show that for the period 2017-23, there was a 1.11 percent increase in jobs for a percent increase in value added.

5. Sectoral Observations: The labour-capital ratio in the economy as a whole is around 1.11 and that for the services sector is 1.17. Thus, the supply-side argument that services fail to generate jobs due to their low labour intensity is not corroborated by these observations – rather it is the other way around. Hence, from both the supply- and demand-side, India's economic orientation is inconsistent with any form of joblessness.

In conclusion, India's employment growth, linked to its consumption-driven economic model, disproves the joblessness myth!

## **ECONOMIC SURVEY OF INDIA:**

The latest Economic Survey of India highlights significant improvements in employment and skill development. The survey provides data that aligns with the findings of the report that employment is on the rise in India. Key trends of Economic Survey include:

1. Improved Labour Market: Indian labour market indicators have improved significantly with the unemployment rate declining to 3.2 per cent in 2022-23.

2. Sectoral Employment: Agriculture remains dominant, employing over 45% of the workforce, though there is a gradual shift toward manufacturing and services.

3. Youth Employment: According to PLFS, youth (age 15-29 years) unemployment rate has declined from 17.8 per cent in 2017-18 to 10 per cent in 2022-23. 4. Female Workforce Participation: The female labour participation



rate has steadily increased due to supportive policies.

5. Manufacturing Recovery: Factories employing over 100 workers experienced 11.8% growth between FY18 and FY22, indicating that larger industrial units are creating more jobs than smaller ones.

6. Wage Growth: During FY15-FY22, the wages per worker in rural areas grew at 6.9 per cent CAGR vis-à-vis a corresponding 6.1 per cent CAGR in urban areas. This growth reflects the rising demand for labour in rural industries such as construction and manufacturing, as well as public employment programs like Mahatma Gandhi National Rural Employment Guarantee Act (MGNREGA).

7. EPFO Payroll Growth: The yearly net payroll additions to the EPFO have more than doubled from 61.1 lakh in FY19 to 131.5 lakh in FY24, driven by new job creation and greater formalization of employment.

8. Gig Economy: India's gig economy is expanding rapidly, with the workforce in this sector expected to grow to 2.35 crore by 2029-30.

9. Manufacturing and AI: The manufacturing sector remains shielded from automation, offering continued job growth opportunities.

<https://pib.gov.in/PressNoteDetails.aspx?NoteId=153247&ModuleId=3&reg=3&lang=1>

#### **INDIA STAFFING AND RECRUITING MARKET:**

The India Staffing and Recruiting market is valued at USD 18.5 Billion, based on a five-year historical analysis. This growth is driven by the increasing demand for flexible staffing solutions across various industries, including IT, manufacturing, and BFSI. The market's expansion is supported by the rise in digital recruitment technologies and a growing preference for temporary staffing due to evolving business needs and project-based requirements, making it a pivotal component of India's workforce management ecosystem.

#### **INDIAN STAFFING FEDERATION (ISF) ANALYSIS:**

Indian Staffing Federation (ISF) is the apex body of organized staffing companies representing over 1.66 million contract workforce employed through our 121 member companies. ISF is formed to provide a platform for organized employment, work choice, compensation, social security and health benefits for the temporary workforce. Members of ISF have generated employment for over 9 million employees over the past 10 years and are amongst the largest contributors towards employees' state insurance scheme and provident fund schemes under the social security benefits.

#### **KEY CONTRIBUTIONS AND IMPACT:**

- Temporary manpower provided to over 65 industries across 25,000 pin codes in India. Providing a Temporary Manpower to more than 65 industries, across 25,000 pin codes for their customers, having operations across states, cities, towns, villages, zila/tahsils in the country.
- Ensuring timely bank pay out of salaries for contract workforce of around INR 116,640 crores (out of which close to 40% are remitted towards social security) in last year approximately.
- Among the largest GST contributors at INR 24,168 crores in last year approximately;

- Contributions around INR 14580 Cr towards EPF in last year approximately;
- Contributions around INR 3044 Cr towards ESI in last year approximately.

**Threats:**

**1. Economic Downturns:**

o Recessions or slow economic growth can reduce demand for staffing services, as companies may freeze hiring or lay off workers to cut costs.

**2. Automation and AI:**

o The rise of AI and automation can lead to fewer jobs, or a shift in the types of roles that need filling. This could reduce the demand for certain types of staffing services, especially in fields susceptible to automation.

**3. Competition:**

o The staffing industry is highly competitive. New entrants, online job platforms, or global staffing agencies can reduce market share and put pressure on pricing.

**4. Changing Employment Laws and Regulations:**

o Staffing agencies must stay up-to-date with changing labor laws, taxes, and other regulations, which can increase operational costs or limit the flexibility of staffing services.

**5. Worker Classification Issues:**

o Misclassification of workers as independent contractors instead of employees can lead to lawsuits, penalties, and reputational damage.

**6. Skill Gaps and Talent Shortages:**

o Some industries may face talent shortages, especially for highly specialized roles, making it harder for staffing agencies to find qualified candidates.

**7. Client Expectations:**

o Clients may have unrealistic expectations about candidate quality or availability, especially in competitive labor markets, leading to dissatisfaction or reduced demand.

**Challenges:**

**1. Dependency on Client Relationships:**

o Staffing firms often rely heavily on a limited number of clients, making them vulnerable if one or more key clients reduce their demand for staffing services.

**2. Recruitment Challenges:**



- o Sourcing high-quality candidates can be time-consuming and costly, especially if there is high turnover in specific industries or if the workforce is increasingly remote.

### **3. Operational Costs:**

- o The cost of recruiting, onboarding, and managing temporary workers can be high, which can eat into profit margins, especially if the demand for staffing services is inconsistent.

### **4. Brand Reputation:**

- o Negative experiences with temporary or contracted employees can harm a staffing firm's reputation, making it harder to attract both talent and clients.

### **5. High Turnover Rates:**

- o Temporary staffing often comes with high turnover, which can affect worker morale, client satisfaction, and the stability of staffing firms.

### **6. Limited Control Over Employee Performance:**

- o Staffing firms usually have limited control over the performance of their temporary or contract workers. Poor performance by workers can reflect badly on the staffing agency, even if it's not their fault.

### **7. Niche Specialization:**

- o Some staffing firms focus on niche industries or roles, which can limit the diversity of their client base. This leaves them more vulnerable to industry-specific downturns.

### **8. Recruitment Bias:**

- o The staffing industry can be vulnerable to accusations of bias in recruitment practices, which can harm reputation and lead to legal issues or penalties.

## **BUSINESS OPERATIONS AND OUR PRODUCTS:**

Our Company was incorporated on April 20, 2017 as a private limited company as 'Splendid Academy Private Limited', under the Companies Act, 2013, pursuant to a certificate of incorporation dated April 20, 2017 issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a resolution passed by our Board of Directors in its meeting held on January 16, 2020, and by the Shareholders in their Extraordinary General Meeting held on January 17, 2020, the name of our Company was changed to 'Happy Square Outsourcing Services Private Limited' and a fresh certificate of incorporation dated February 3, 2020 was issued by the Registrar of Companies, Gwalior. Further, our Company was converted into a public limited company pursuant to a resolution passed by our Board of Directors in its meeting held on June 1, 2024, and by the Shareholders in an Extraordinary General Meeting held on June 26, 2024 and consequently the name of our Company was changed to 'Happy Square Outsourcing Services Limited' and a fresh certificate of incorporation dated August 1, 2024 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our Company is U80904MP2017PLC043153.



Headquartered in Jabalpur, Happy Square is a technology-based consulting firm, involved in Tech based human resource outsourcing business which focuses on end-to-end solution. Promoters of our company, Shraddha Rajpal and Nalini Rajpal have a combined experience of 10 plus years in the staffing industry. Driven by the passion for building an integrated staffing company, backed by their experience, our Promoters are the pillars of our Company's growth and have built a strong value system for our Company. With their enriching experience and progressive thinking, we aim to continue to grow in the human resource outsourcing business.

Human Resource database is the key asset for our industry. As on March 31, 2025, we have 5,802 personnel deployed at various locations for our clients.

The registered office of our Company is situated at 240, Nagpur Road, Madan Mahal, Jabalpur - 482008, Madhya Pradesh, India.

We offer a wide array of services such as Recruitment, Payroll, Onboarding and flexible staffing. Our comprehensive network, structured processes, professionalism and strong work ethics ensure that we remain at the top on the domestic scale. We satisfy firms' staffing, and recruitment needs in India through this specialised rich knowledge.

Our substantial talent pool and deep understanding of the hiring industry has helped us achieve significant strides in the HR market.

We are also an ISO 9001:2015 certified company.

A proper staffing process allows us to identify the current and future requirements of the clients. Further, it helps us create and execute a plan as per the derived requirements to hire the most suitable candidates. The different steps in staffing process include:

- Workforce planning
- Recruitment and selection
- Placement
- Onboarding
- Retention
- Exit or separation

#### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place proper system of internal control which is commensurate with size and nature of business. The Company has an Audit Committee headed by the Independent Director, inter-alia, to oversee company's reporting process, disclosure of information.

#### **FINANCIAL POSITION AND RESULTS OF OPERATIONS:**

The Company has robust growth and improvement in top line and bottom line on Standalone basis in the Current and previous financial years which is explained below:

(Rs. in lakh)

PARTICULARS	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2025	STANDALONE - FINANCIAL STATEMENTS-YEAR ENDED MARCH 31, 2024
Revenue from Operations	9,741.46	6,928.87
Other Income	26.89	25.43
<b>Total Income</b>	<b>9,768.35</b>	<b>6,954.31</b>
<b>Expenses:</b>		
- Cost of Services Consumed	8,496.00	6,113.34
- Employee benefits Expenses	200.58	104.94
- Finance Costs	115.32	65.68
- Depreciation and Amortization Expenses	45.19	18.28
- Other Expenses	113.52	66.15
<b>Total Expenses</b>	<b>8,970.61</b>	<b>6,368.38</b>
<b>Profit / (Loss) before exceptional and extra-ordinary Items and tax</b>	<b>797.74</b>	<b>585.93</b>
Prior Period Items	-	23.05
<b>Profit / (Loss) after Extra Ordinary Items and before tax</b>	<b>797.74</b>	<b>562.88</b>
<b>Tax Expense:</b>		
A) Current Income Tax	206.06	147.30
B) Prior years tax expense	(4.15)	10.58
C) Deferred Tax (Assets)/Liabilities	1.34	(0.69)
<b>Profit / (Loss) After Tax</b>	<b>594.48</b>	<b>405.69</b>

#### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS:

The Company considers employees as its vital and most valuable assets. Your Company considers manpower as its assets and understands that people have been driving force for growth and expansion of the Company. As on March 31, 2025, there were 144 permanent employees employed by the Company. The Company will continue to create opportunity and ensure recruitment of diverse candidates without compromising on meritocracy.

#### KEY FINANCIAL RATIOS:

SN	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Reason for variance
1	Current Ratio(in times)	Current Assets	Current liabilities	1.53	1.29	0.24	The working capital has increased in line with increase in revenue and the internal accruals are reinvested for the conduct of the business thus increasing the current ratio

SN	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Reason for variance
2	Debt-Equity Ratio(in times)	Total Outside Liabilities	Total Shareholder's Equity	0.91	1.21	(0.3)	The leverage has improved due to generation of internal accruals from profits earned by company and effective management of debt (and of credit facilities from banks) in the capital structure.
3	Debt Service Coverage Ratio	EBITDA	(Interest + Principal)	9.40	11.03	(1.63)	The DSCR has increased due to additional credit facilities were availed in current financial year vis a vis previous year.
4	Return on Equity Ratio	Net Profit After Taxes - Preference Dividend if any	Net Worth	0.63	0.88	(0.25)	The ratio has decreased comparing to previous years. However the ratio is sufficient as the returns have increased with the invested capital.
5	Inventory Turnover Ratio	Cost of Goods Sold (or) Sales	Average Inventory	NA	NA	NA	NA
6	Trade Receivables Turnover Ratio	Credit Sales	Average Trade Receivables	5.15	6.08	(0.93)	The ratio has decreased comparing to previous years. However the ratio is sufficient indicating prompt realization of trade receivables.
7	Trade Payable Turnover Ratio	Credit Purchases	Average Trade Payables	86.69	31.07	55.62	The ratio has increased due to effective system in place to meet timely creditor payment in comparison to previous years.
8	Net Capital Turnover Ratio	Cost of Goods Sold (or) Sales	Average working capital	11.00	17.64	(6.64)	The ratio has decreased due to increase in working capital base of the company. However it is sufficient as company is able to generate sufficient revenue out of its working capital cycle.
9	Net Profit (after tax) Ratio	Net Profit (after tax)	Total Sales * 100	6.17%	5.75%	0.42	PAT has increased in line with the increased top line comparison the previous year with



SN	Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Reason for variance
							effective management of direct and indirect costs.
10	Return on Capital Employed	EBIT	Capital Employed* 100	56.44%	66.62%	(10.18)	The ratio has decreased comparing to previous years. However the ratio is sufficient as the returns have increased with the invested capital.

#### CAUTIONARY STATEMENT:

The content in this Management Discussion and Analysis may contain “Forward Looking Statements” including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company’s future business developments and economic performance. While these forward-looking statements indicate our assessment and future expectations concerning the development of our business, several risks, uncertainties, and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. The Company undertakes no obligation to publicly revise any forward- looking statements to reflect future/ likely events or circumstances.

**Date:** 05/09/2025

**For and on behalf of Board of Directors**  
**HAPPY SQUARE OUTSOURCING SERVICES LIMITED**

**Place:** Jabalpur

**Registered office:**

240, Nagpur Road, Madan  
Mahal, Jabalpur - 482008,  
Madhya Pradesh, India

Sd/-

Sd/-

**Poonam Rajpal**  
**Managing Director**  
(DIN: 08693498)

**Deepika Ondela**  
**WholeTime Director**  
(DIN: 10885553)

### **Independent Auditor's Report**

**To the Members of**  
**Happy Square Outsourcing Services Limited**  
**(Formerly known as Happy Square Outsourcing Services Private Limited)**  
**Report on the Audit of the Financial Statements**

#### **Opinion**

1. We have audited the accompanying financial statements of **Happy Square Outsourcing Services Limited (formerly known as Happy Square Outsourcing Services Private Limited)** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2025, the statement of Profit and Loss and statement of Cash Flow Statement for the period then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information [hereinafter referred to as "the Financial Statements"].
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 as amended ("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 for the period ended on March 31, 2025, and its statement of Profit and Loss and its cash flows for the year ended on that date.

#### **Basis for Opinion**

3. We conducted our audit of the Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Key audit matters**

4. 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. We have determined the matter described below to be the key audit matter. 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.

The Company has created an intangible asset in the form of a Data Library. This asset has been recognized in the financial statements. However, no amortization has been charged during the year as the Company considers the asset to have an indefinite useful life at this stage, and the fact has



been appropriately disclosed in the notes to accounts. No amortization has been charged on this asset during the financial year, based on management's assessment that the asset's useful life could not be reasonably determined at this stage due to its evolving nature and on-going development.

#### **Information Other than the Financial Statements and Auditor's Report Thereon:-**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, including Annexure to Board's Report, but doesn't include the standalone financial statements and our auditor's report thereon.
6. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
7. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of our audit or otherwise appears to be materially misstated.
8. If, based on the work we have performed, we conclude that there is a no material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

#### **Management's Responsibility for the Financial Statements**

9. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act 2013 ("the act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the accounting standards specified under section 133 of the act. 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.
10. 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.
11. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

12. 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.

13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
14. Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
15. 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.
16. 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.

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.

#### Report on Other Legal and Regulatory Requirements

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

18. As required by section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account:
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act and read with rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) Reporting with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial control over financial reporting.
- 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 read with Schedule V 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, 2020, in our opinion and to the best of our information and according to the explanations given to us:
  - i. There are no pending litigations as on 31<sup>st</sup> March 2025 which have a material impact on the financial position on the operations of the company.
  - ii. The company did not have any long-term contracts including derivative contracts for which there were any foreseeable losses.
  - iii. There were no amounts which were, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 29 (xi) 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 persons or entities, including foreign entities ("Intermediaries"),





with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
- Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
- provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub clause (i) and (ii) of rule 11(e) of the companies (Audit and Auditors) rules, 2014 contain any material mis-statement.

v. No dividend has been declared or paid during the year by the company.

vi. With respect to the matter to be included in the Auditors Report under Section 197(16) of the Act: In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current Year is in accordance with the provisions of Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

vii. The reporting under Rule 11(g) of the Company (Audit and Auditors) Rules, 2014 is applicable from 01<sup>st</sup> April, 2023. Based on our examination, which included test checks, the Company has used 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. We did not come across any instance of the audit trail feature being tampered with.

**For Jyoti Asrani & Associates**

**Chartered Accountants**

**FRN: 010126C**

**Peer Review Certificate No.: 016774**

**CA Jyoti Asrani**

**Partner**

**MN: 079966**

**UDIN No.: 25079966BMILJP9859**



**Date: 29th May' 2025**

**Place: Jabalpur**



**ANNEXURE "A"**

**To the Independent Auditors' Report on Financial Statements of M/S HAPPY SQUARE OUTSOURCING SERVICES LIMITED (formerly known as Happy Square Outsourcing Services Private Limited) on the accounts of the company for the year ended 31<sup>st</sup> March 2025.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. In respect of Company's Property, Plant and Equipment.
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable property held by company are in the name of the Company.
  - (d) The Company has not revalued any of its Property, Plant and Equipment during the year ended 31<sup>st</sup> March, 2025.
  - (e) There are no proceedings initiated or pending against the Company or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. The company does not have any inventory. Accordingly, the reporting requirements under this clause are not applicable.
3. The Company has not granted interest free secured/unsecured loans to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Act.
4. There were advances given to Directors and the group companies in which director of the company is a director; which are in accordance with Section 185 and Section 186 of the Companies Act 2013.
5. The Company has not received any deposits hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act. Accordingly, paragraph 3(v) of the order is not applicable.



7. In respect of Statutory Dues:

(a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing undisputed statutory dues including provident fund, Investor Education and Protection Fund, Employee State Insurance, Income Tax, Goods and Service Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other material statutory dues, as applicable with the appropriate authorities.

(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Goods and Service Tax, Wealth Tax, Customs Duty, Excise Duty, Cess which are outstanding as at 31<sup>st</sup> March, 2025 for the period of more than six months from the day they become payable.

(c) It was explained that there is no dues of Income Tax, Goods and Service Tax, Wealth Tax, Customs Duty, Excise Duty, Cess which are in dispute as on 31<sup>st</sup> March, 2025.

8. In respect of loans and other borrowings:

a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b) The Company has not been declared a willful defaulter by any bank or financial institution or any other lender.

c) The Company has not taken any term loan and reporting under Clause 3(ix)(c) of the Order is not applicable.

d) On examination of the financial statements of the Company, Company has not raised any funds on short term basis which has been used for long-term purposes hence reporting under clause 3(ix)(d) of the Order is not applicable.

e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations and hence, reporting on clause 3(ix)(e) of the Order is not applicable.

f) The Company has not raised any loans on the Pledge of securities held in its subsidiaries, associate companies during the period and hence, reporting on clause 3(ix)(f) of the Order is not applicable.

9. The Company did not raise any money by way of public issue or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

10. In respect of Fraud:

a) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

b) No reportable fraud has been committed by the Company hence, Form ADT-4 has not been filed by the auditors as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c) During the period Company has not received any whistle-blower complaints to be considered by the auditors.





11. The Company has complied with the provisions of the managerial remuneration in accordance with Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) under Section 42 or 62 of the Companies Act. Accordingly, reporting of the purpose for the amount raised under clause 3(x)(b) of the Order is not applicable.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
16. According to the information and explanation give to us, we are of the opinion the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of clause 3(xvi) of the Order is not applicable.
17. The company has spent the required amount towards Corporate Social Responsibility (CSR) in accordance with Section 135 of the Companies Act, 2013. There are no unspent amounts requiring transfer to a Fund specified in Schedule VII or to a special account under sub-section (6) of Section 135.

**For Jyoti Asrani & Associates**

**Chartered Accountants**

**FRN: 010126C**

**Peer Review Certificate No.: 016774**



**CA Jyoti Asrani**

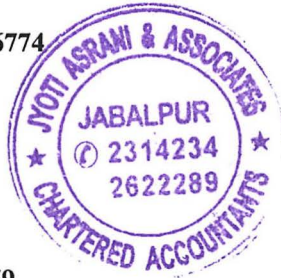
**Partner**

**MN: 079966**

**UDIN No.: 25079966BMIIJP9859**

**Date: 29<sup>th</sup> May' 2025**

**Place: Jabalpur**



**ANNEXURE B**

**To the Independent Auditors' Report on Financial Statements of HAPPY SQUARE OUTSOURCING SERVICES LIMITED (Formerly known as Happy Square Outsourcing Services Private Limited) as on 31<sup>st</sup> March 2025**

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

We have audited the internal financial controls over financial reporting of Happy Square Outsourcing Services Limited ("the Company") as of March 31, 2025 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 internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

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

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

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

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;



- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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**

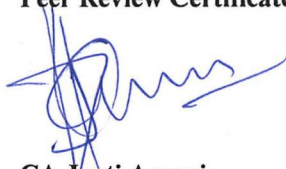
In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Jyoti Asrani & Associates**

**Chartered Accountants**

**FRN: 010126C**

**Peer Review Certificate No.: 016774**



**CA Jyoti Asrani**

**Partner**

**MN: 079966**



**UDIN No.: -25079966BMIIJP9859**

**Date: 29<sup>th</sup> May, 2025**

**Place: Jabalpur**

**Happy Square Outsourcing Services Limited**  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**Balance Sheet As at period ended March 31, 2025**

Particulars	Note No.	As at period ended March 31, 2025	As at year ended March 31, 2024
		₹ in 'Lakhs'	
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	1	841.00	1.00
(b) Reserves and Surplus	2	406.81	652.32
<b>2 Non-current liabilities</b>			
(a) Long-Term Borrowings	3	310.98	308.57
(b) Long Term Provision	4	22.15	16.22
<b>3 Current liabilities</b>			
(a) Short Term Borrowings	5	1,148.42	789.63
(b) Trade Payables	6		
(A) Total Outstanding dues of Micro and Small Enterprises		0.01	0.12
(B) Total Outstanding dues of Creditors other than Micro and Small Enterprises		80.84	145.32
(c) Other Current Liabilities	7	1,133.07	929.44
(d) Short-Term Provisions	8	20.71	0.03
<b>TOTAL</b>		<b>3,964.00</b>	<b>2,842.64</b>
<b>B ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant & Equipments and Intangible Assets			
(i) Property, Plant and Equipment	9	111.14	115.85
(ii) Intangible Assets		203.89	98.14
(iii) Capital Work in Progress	9a.	0.42	-
(iv) Intangible Assets under Development	9b.	-	-
(b) Non-Current Investments	10	3.20	1.04
(c) Deferred Tax Assets	11	5.17	6.50
(d) Long Term Loans and Advances	12	129.80	226.58
<b>2 Current Assets</b>			
(a) Inventories			
(b) Trade Receivables	13	2,286.05	1,517.08
(c) Cash and Cash Equivalents	14	65.14	22.49
(d) Short-Term Loans and Advances	15	863.47	605.85
(e) Other Current Assets	16	295.73	249.11
<b>TOTAL</b>		<b>3,964.00</b>	<b>2,842.64</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

For and on behalf of the Board of Directors of  
**Happy Square Outsourcing Services Limited**  
(Formerly known as Happy Square Outsourcing Services Private Limited)

**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants

Firm Registration No:- 010126C

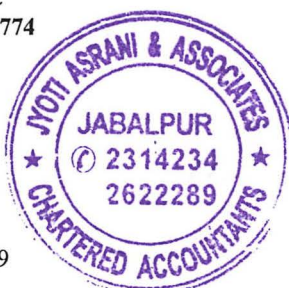
Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**

Partner

M. No.: 079966

UDIN: 25079966BMIIJP9859



**Poonam Rajpal**

Managing Director

DIN : 08693498

**Deepika Ondela**

Whole Time Director

DIN : 10885553

**Kanchan Patel**

Chief Financial Officer

**Angha Ambalkar**

Company Secretary

M. No. ACS 66821

Place: Jabalpur

Date: 29th May, 2025

Place: Jabalpur

Date: 29th May, 2025



**Happy Square Outsourcing Services Limited**  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**Statement of Profit and Loss Account for the period ended 31st March 2025**

₹ in 'Lakhs'			
Particulars	Note No.	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>I</b> Revenue from Operations (net)	17	9,741.46	6,928.87
<b>II</b> Other Income	18	26.89	25.43
<b>III Total Income (I+II)</b>		<b>9,768.35</b>	<b>6,954.31</b>
<b>IV Expenses</b>			
(a) Cost of Services consumed	19	8,496.00	6,113.34
(b) Employee benefits expenses	20	200.58	104.94
(c) Finance costs	21	115.32	65.68
(d) Depreciation and amortisation expenses	9	45.19	18.28
(e) Other expenses	22	113.52	66.15
<b>Total Expenses</b>		<b>8,970.61</b>	<b>6,368.38</b>
<b>V Profit before exceptional and extraordinary item and tax</b>		<b>797.74</b>	<b>585.93</b>
<b>VI Exceptional Items</b>			
Prior period expenses		-	23.05
<b>VII Profit before extraordinary item and tax</b>		<b>797.74</b>	<b>562.88</b>
<b>VIII Extraordinary Items</b>		-	-
<b>IX Profit before Tax</b>		<b>797.74</b>	<b>562.88</b>
<b>X Tax Expense:</b>			
(a) Current tax expense		206.06	147.30
(b) Prior years tax expense		(4.15)	10.58
(c) Deferred tax		1.34	(0.69)
<b>XI Profit / (Loss) for the period from continuing operations</b>		<b>594.48</b>	<b>405.69</b>
<b>XII Profit / (Loss) from discontinuing operations</b>		-	-
<b>XIII Tax from discontinuing operations</b>		-	-
<b>XIV Profit/ (Loss) from discontinuing operations</b>		-	-
<b>XV Profit / (Loss) for the Period after tax</b>		<b>594.48</b>	<b>405.69</b>
<b>XVI Earning per equity share:</b>			
(1) Basic		7.07	4,056.92
(2) Diluted		7.07	4,056.92

See accompanying notes forming part of the financial statements  
In terms of our report attached.

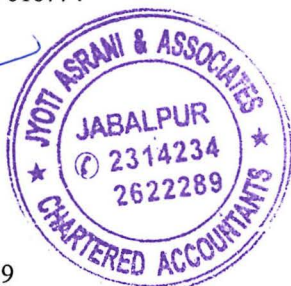
**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants  
Firm Registration No:- 010126C  
Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**  
Partner

M. No.: 079966

UDIN: 25079966BMILJP9859



Place: Jabalpur  
Date: 29th May, 2025

For and on behalf of the Board of Directors of  
**Happy Square Outsourcing Services Limited**  
(Formerly known as Happy Square Outsourcing  
Services Private Limited)

*Poonam*  
**Poonam Rajpal**  
Managing Director  
DIN : 08693498

*Kanchan Patel*  
**Kanchan Patel**  
Chief Financial Officer

*Rajni*  
**Deepika Ondela**  
Whole Time Director  
DIN : 10885553

*Angha*  
**Angha Ambalkar**  
Company Secretary  
M. No. ACS 66821

Place: Jabalpur  
Date: 29th May, 2025

**Happy Square Outsourcing Services Limited**  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**Cash Flow Statement as at 31st March, 2025**

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
	₹ in 'Lakhs'	
<b><u>(A) CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Profit Before Tax and Exceptional item	797.74	585.93
Adjustment to reconcile profit before tax to cash generated by operating activities :		
Depreciation and Amortization Expense	45.19	18.28
Interest Expense	115.32	65.68
Interest Income	(13.02)	(20.38)
Prior Period Expenses	-	(23.05)
Gratuity Expense Provision	6.71	6.94
<b>Operating Cash flow before working capital changes</b>	<b>951.95</b>	<b>633.41</b>
<b>Changes in working capital</b>		
(Increase) / Decrease in Trade Receivable	(768.98)	(754.87)
(Increase) / Decrease Short Term loans & Advances	(257.63)	(351.28)
(Increase) / Decrease Other Current Assets	(46.61)	(109.85)
Increase/(Decrease) Trade Payable	(64.58)	(109.11)
Increase / (Decrease) Other Current Liabilities and provisions	223.51	650.91
Income Tax Paid	(201.92)	(157.88)
<b>NET CASH GENERATED BY OPERATING ACTIVITIES</b>	<b>(164.26)</b>	<b>(198.68)</b>
<b><u>(B) CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
(Purchase) / Sale of Fixed Assets	(146.66)	(189.54)
(Purchase) / Sale of Non - Current Investments	(2.15)	(1.04)
(increase) / Decrease in Long Term Loans and Advances	96.78	(6.74)
Interest Received	13.02	20.38
<b>Cash Flow From Investing Activities Before Exceptional Item</b>	<b>(39.00)</b>	<b>(176.95)</b>
<b>Net Cash Used In Investing Activities</b>	<b>(39.00)</b>	<b>(176.95)</b>
<b><u>(C) CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds From Long Term Borrowings	2.41	41.34
Increase in Short Term Borrowings	358.80	399.70
Interest Paid	(115.32)	(65.68)
<b>Net Cash Flow From Financing Activities</b>	<b>245.90</b>	<b>375.36</b>
<b>Net Increase / Decrease In Cash And Cash Equivalents</b>	<b>42.64</b>	<b>(0.26)</b>
<b>Cash And Cash Equivalents At Beginning Of The Period</b>	<b>22.49</b>	<b>22.75</b>
<b>Cash And Cash Equivalents At The End Of The Period</b>	<b>65.13</b>	<b>22.49</b>

See accompanying notes forming part of the financial statements

In terms of our report attached.

**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants

Firm Registration No:- 010126C

Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**  
Partner

M. No.: 079966

UDIN: 25079966BMILJP9859



**For and on behalf of the Board of Directors of  
Happy Square Outsourcing Services Limited  
(Formerly known as Happy Square Outsourcing  
Services Private Limited)**

**Poonam Rajpal**  
Managing Director  
DIN : 08693498

**Deepika Ondela**  
Whole Time Director  
DIN : 0885553

**Kanchan Patel**  
Chief Financial Officer

**Angha Ambalkar**  
Company Secretary  
M. No. ACS 66821

Place: Jabalpur  
Date: 29th May, 2025

Place: Jabalpur  
Date: 29th May, 2025



Happy Square Outsourcing Services Limited  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 1 STATEMENT OF SHARE CAPITAL

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>Authorised Capital *</b>		
2,50,00,000 Equity shares of ₹10/- each	2,500.00	2,500.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>		
84,10,000 Equity shares ((March 31, 2025: 8,41,000, March 31, 2024: 10,000) of ₹10/- each	841.00	1.00
<b>Total</b>	<b>841.00</b>	<b>1.00</b>

Notes\*

The Authorized capital of the company increased from 10,000 equity shares to 2,50,00,000 Equity shares of Rs. 10/- each vide its Members Special Resolution passed on 04-03-2024

Reconciliation of No. of Shares Outstanding at the end of the year	(No. of Equity Shares)	
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Shares outstanding at the beginning of the year	10,000	10,000
Shares issued during the year	-	-
Bonus Shares Issued during the year	8,400,000	-
Share outstanding at the end of the year	<b>8,410,000</b>	<b>10,000</b>

Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>Shradhha Rajpal</b>		
No. of Shares	4,205,000	5,000
% Holding	50.00%	50%
<b>Nalini Rajpal</b>		
No. of Shares	2,102,500	3,000
% Holding	25.00%	30%
<b>Lalit Dua</b>		
No. of Shares	1,118,530	1,330
% Holding	13.30%	13.30%
<b>Shishir Rajpal</b>		
No. of Shares	546,650	650
% Holding	6.50%	6.50%

Details of Shareholding of Promoters

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>Shradhha Rajpal</b>		
No. of Shares	4,205,000	5,000
% Holding	50%	50%
% Change during the year	-	-
<b>Nalini Rajpal</b>		
No. of Shares	2,102,500	3,000
% Holding	25%	30%
% Change during the year	5%	40%



**Happy Square Outsourcing Services Limited**  
**(Formerly Known as Happy Square Outsourcing Services Private Limited)**  
**CIN : U80904MP2017PLC043153**  
**240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008**

**NOTE- 1B. STATEMENTS OF CHANGES IN EQUITY**

Balance As at 31/03/2025

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period error	Related 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
10,000.00	-	10,000.00	8,400,000	8,410,000.00

Balance As at 31/03/2024

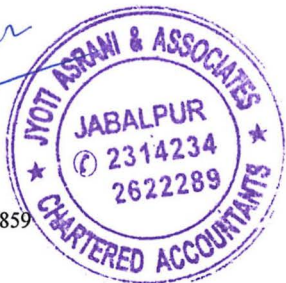
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period error	Related Balance at the beginning of the previous reporting period	Changes in Equity Share Capital during the previous year	Balance at the end of the previous reporting period
10,000.00	-	10,000.00	-	10,000.00

**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants  
Firm Registration No:- 010126C  
Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**  
**Partner**  
**M. No.: 079966**  
**UDIN: 25079966BMIIJP9859**

Place: Jabalpur  
Date: 29th May, 2025



**For and on behalf of the Board of Directors of**  
**Happy Square Outsourcing Services Limited**  
**(Formerly known as Happy Square Outsourcing Services Private Limited)**

**Poonam Rajpal**  
**Managing Director**  
**DIN : 08693498**

**Kanchan Patel**  
**Chief Financial Officer**

Place: Jabalpur  
Date: 29th May, 2025

**Deepika Ondela**  
**Whole Time Director**  
**DIN : 10885553**

**Angha Ambalkar**  
**Company Secretary**  
**Mem. No. ACS 66821**



Happy Square Outsourcing Services Limited  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

Note 2 RESERVES AND SURPLUS

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>(a) General/ Free Reserves</b>		
Opening balance	-	-
Add: Additions during the year	840.00	
Less: Transferred to other Reserves (Dividend, bonus)	(840.00)	
Closing balance as at the end of the year for General/ Free reserves	-	-
<b>(B) Surplus / (Deficit) in Statement of Profit and Loss</b>		
Opening balance	652.32	253.59
Add: Profit / (Loss) for the year	594.48	405.69
Less: Prior period adjustment (Refer note below)	-	(6.96)
Less: Transfer to general reserve	(840.00)	
Closing balance as at the end of the year for profit/loss account	406.81	652.32
<b>Total Reserve &amp; Surplus</b>	<b>406.81</b>	<b>652.32</b>

Notes to Prior period adjustments

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Adjustment in Provision for Gratuity	-	9.30
Adjustment in Deferred Tax	-	(2.34)
<b>Total</b>	<b>-</b>	<b>6.96</b>

Note 3 LONG TERM BORROWINGS

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>UNSECURED LOANS</b>		
<u>Loan from Related party</u>		
From Promoters*	290.12	265.03
From intercorporate entity	20.86	43.54
<b>TOTAL</b>	<b>310.98</b>	<b>308.57</b>

\* The unsecured loan received from directors are interest free and no security has been provided by the company against the loan.

Note 4 LONG TERM PROVISIONS

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Provision for Gratuity	22.15	16.22
<b>Total</b>	<b>22.15</b>	<b>16.22</b>

Note 5 SHORT TERM BORROWINGS

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
<b>SECURED LOANS</b>		
Cash Credit Axis Bank Ltd	986.35	653.95
Over Draft Account Axis Bank	162.07	85.94
Over Draft Account ICICI Bank	-	49.74
(Secured against		
(i) Personal guarantee of Directors and other related parties;		
(ii) Immovable properties of Directors and related parties		
<b>TOTAL</b>	<b>1,148.42</b>	<b>789.63</b>





**Happy Square Outsourcing Services Limited**  
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 240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**Note 7 OTHER CURRENT LIABILITIES**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Statutory Dues	244.41	202.66
Advance from Customers	160.07	209.47
Salary Payable	704.74	514.87
Audit Fees Payable	1.08	1.08
Other Payables	22.79	1.36
<b>Total</b>	<b>1,133.07</b>	<b>929.44</b>

**Note 8 SHORT TERM PROVISIONS**

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Provision for Gratuity	0.81	0.03
Provision for Tax Net of TDS receivable	19.91	-
<b>Total</b>	<b>20.71</b>	<b>0.03</b>

**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants

Firm Registration No:- 010126C

Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**

Partner

M. No.: 079966

UDIN: 25079966BMIIJP9859



Place: Jabalpur

Date: 20/05/2025

For and on behalf of the Board of Directors of  
**Happy Square Outsourcing Services Limited**  
 (Formerly known as Happy Square Outsourcing Services  
 Private Limited)

**Poonam Rajpal**

Managing Director

DIN : 03613692

**Deepika Ondela**

Whole Time Director

DIN : 10885553

**Kanchan Patel**

Chief Financial Officer

**Angha Ambalkar**

Company Secretary

Mem. No. ACS 66821

Place: Jabalpur

Date: 29th May, 2025



Happy Square Outsourcing Services Limited  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**Note 10 NON CURRENT INVESTMENTS**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Other non-current investments	3.20	1.04
<b>Total</b>	<b>3.20</b>	<b>1.04</b>

**Note 11 DEFERRED TAX**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
WDV of Assets as per Companies Act	153.21	140.03
WDV of Assets as per Income Tax	167.02	149.63
Difference	13.82	9.60
Gratuity Provision	3.48	2.42
	6.71	16.24
	1.69	4.09
<b>Total (Net of DTA /DTL)</b>	<b>5.17</b>	<b>6.50</b>

**Note 12 LONG TERM LOANS & ADVANCES**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Fixed Deposit	129.80	221.67
Capital advance	-	1.00
Income Tax Refund	-	3.91
<b>Total</b>	<b>129.80</b>	<b>226.58</b>

**Note 14 CASH AND CASH EQUIVALENTS**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
A) Cash In Hand	12.17	8.87
B) Balances with Banks		
- In current accounts	52.97	12.56
<b>Total</b>	<b>65.14</b>	<b>21.44</b>

**Note 14a. Bank balances other than cash and cash equivalents**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
In deposit accounts (maturity within 12 months from the reporting date)*	-	1.05
<b>Total</b>	<b>-</b>	<b>1.05</b>

\*Fixed deposits are lien marked against government work orders.

**Note 15 SHORT TERM LOANS AND ADVANCES**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Advance to employees	6.92	7.22
Advance to suppliers	29.45	13.93
Other Advances	827.10	584.69
<b>Total</b>	<b>863.47</b>	<b>605.85</b>

**Note 16 OTHER CURRENT ASSETS**

₹ in 'Lakhs'

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Other Current Assets	0.135	60.10
Accrued interest on FD	1.50	1.46
Security Deposits	186.74	107.05
Other Deposits	14.09	26.30
Prepaid Expense	75.36	36.29
IT Refund Receivable	17.90	17.90
<b>Total</b>	<b>295.73</b>	<b>249.11</b>



Happy Square Outsourcing Services Limited  
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Note 17 REVENUE FROM OPERATIONS			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Sale of Services			
Manpower, recruitment and related services	9,451.68	6,760.71	
Other Operating Revenue			
Agency Fees	289.78	168.16	
<b>Total - Sales</b>	<b>9,741.46</b>	<b>6,928.87</b>	
Note 18 OTHER INCOME			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Interest Income			
-On Fixed deposits	10.05	12.31	
-On Savings deposits	0.36		
-On IT refund	-	6.44	
-Other deposits	2.61	1.63	
- Agency fees on non recruitment services	-	4.61	
- Misc Income	13.87	0.45	
<b>Total</b>	<b>26.89</b>	<b>25.43</b>	
Note 19 COST OF SERVICES			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Cost of Services			
Domestic	8,496.00	6,113.34	
<b>Total Cost of Services</b>	<b>8,496.00</b>	<b>6,113.34</b>	
Note 20 EMPLOYEE BENEFIT EXPENSES			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Salaries and wages	135.49	86.72	
Director Remuneration	48.25	5.00	
Staff Welfare	10.14	6.27	
Gratuity expense	6.71	6.94	
<b>Total</b>	<b>200.58</b>	<b>104.94</b>	
Note 21 FINANCE COST			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Bank Charges	13.58	5.42	
Bank Interest	101.74	60.26	
<b>Total</b>	<b>115.32</b>	<b>65.68</b>	





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 240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

<b>Note 22 OTHER EXPENSES</b>			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Travelling and business development expenses	6.61	1.01	
Marketing expenses	5.77	0.84	
Legal and professional fees	5.90	6.18	
Repairs and maintenance	9.17	6.00	
Subscription Fees	1.06	0.26	
Power and fuel	2.46	5.26	
Rates and Taxes	37.77	6.23	
Communication expenses	8.27	8.91	
Insurance	16.60	8.06	
Payment to Auditors	1.50	1.20	
Bad Debts Written Off	-	1.47	
Printing & Stationery	5.73	5.65	
Donation	5.77	-	
Other Administrative Expenses	6.30	15.08	
Misc Expenses	0.61	-	
<b>Total</b>	<b>113.52</b>	<b>66.15</b>	

<b>Audit Fees</b>			₹ in 'Lakhs'
Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024	
Statutory Audit	1.00	1.00	
Other matters	0.50	0.20	
<b>Total</b>	<b>1.50</b>	<b>1.20</b>	

**For JYOTI ASRANI & ASSOCIATES**

Chartered Accountants

Firm Registration No:- 010126C

Peer Review Certificate No. 016774

**CA. JYOTI ASRANI**  
Partner

M. No.: 079966

UDIN: 25079966BMIIJP9859



**For and on behalf of the Board of Directors of  
 Happy Square Outsourcing Services Limited  
 (Formerly known as Happy Square Outsourcing  
 Services Private Limited)**

**Poonam Rajpal**  
Managing Director  
DIN : 08693498

**Deepika Ondela**  
Whole Time Director  
DIN : 10885553

**Kanchan Patel**  
Chief Financial Officer

**Angha Ambalkar**  
Company Secretary  
Mem. No. ACS 66821

Place: Jabalpur  
Date: 29th May, 2025

Place: Jabalpur  
Date: 29th May, 2025

Note 9 PROPERTY, PLANT AND EQUIPMENTS AND INTANGIBLE ASSETS

₹ in 'Lakhs'

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	April 1, 2024	Additions for the Year	Deletions for the year	March 31, 2025	April 1, 2024	Depreciation for the year	Depreciation on deletion	March 31, 2025	March 31, 2025	March 31, 2024
Computer & Accessories	11.77	3.31	-	15.08	8.41	3.34	-	11.75	3.33	3.37
Furniture & Fittings	54.33	1.82	-	56.15	29.77	6.78	-	36.55	19.60	24.55
Plant & Machinery	8.29	1.93	-	10.22	0.45	1.79	-	2.24	7.98	7.84
Office Equipments	13.95	2.83	-	16.78	7.83	3.18	-	11.01	5.77	6.12
Land	73.96	0.50	-	74.46	-	-	-	-	74.46	73.96
<b>TOTAL (A)</b>	<b>162.30</b>	<b>10.39</b>	<b>-</b>	<b>172.69</b>	<b>46.46</b>	<b>15.09</b>	<b>-</b>	<b>61.55</b>	<b>111.14</b>	<b>115.85</b>
<b>INTANGIBLE ASSETS</b>										
Software	99.99	48.49	-	148.48	1.85	30.10	-	31.95	116.53	98.14
Data library	-	87.35	-	87.35	-	-	-	-	87.35	-
<b>TOTAL (B)</b>	<b>99.99</b>	<b>135.84</b>	<b>-</b>	<b>235.84</b>	<b>1.85</b>	<b>30.10</b>	<b>-</b>	<b>31.95</b>	<b>203.89</b>	<b>98.14</b>
<b>GRAND TOTAL (A+B)</b>	<b>262.29</b>	<b>146.23</b>	<b>-</b>	<b>408.53</b>	<b>48.30</b>	<b>45.19</b>	<b>-</b>	<b>93.50</b>	<b>315.03</b>	<b>213.99</b>

Capital-Work-in Progress (CWIP)

Particulars	Amount
Gross carrying amount as at 1st April, 2024	
Additions during the year	
Capitalised during the year	-
Disposals	-
Balance as at 31 March 2025	-

Intangible assets under development ageing schedule

Rs. in 'Lakhs'

Intangible assets under development	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

CWIP ageing schedule

Rs. in 'Lakhs'

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
Projects in Progress	-	0.42	-	-	0.42
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>0.42</b>	<b>-</b>	<b>-</b>	<b>0.42</b>

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	April 1, 2023	Additions for the Year	Deletions for the year	March 31, 2024	April 1, 2023	Depreciation for the year	Depreciation on deletion	March 31, 2024	March 31, 2024	March 31, 2023
Computer & Accessories	8.56	3.21	-	11.77	3.96	4.44	-	8.41	3.37	4.60
Furniture & Fittings	52.64	1.69	-	54.33	21.35	8.42	-	29.77	24.55	31.29
Plant & Machinery	-	8.29	-	8.29	-	0.45	-	0.45	7.84	-
Office Equipments	11.56	2.39	-	13.95	4.71	3.11	-	7.83	6.12	6.84
Land	0.00	73.96	-	73.96	0.00	0.00	-	-	73.96	-
<b>TOTAL (A)</b>	<b>72.75</b>	<b>89.55</b>	<b>-</b>	<b>162.30</b>	<b>30.03</b>	<b>16.43</b>	<b>-</b>	<b>46.46</b>	<b>115.85</b>	<b>42.73</b>
<b>INTANGIBLE ASSETS</b>										
Software	-	99.99	-	99.99	-	1.85	-	1.85	98.14	-
<b>TOTAL (B)</b>	<b>-</b>	<b>99.99</b>	<b>-</b>	<b>99.99</b>	<b>-</b>	<b>1.85</b>	<b>-</b>	<b>1.85</b>	<b>98.14</b>	<b>-</b>
<b>GRAND TOTAL (A+B)</b>	<b>72.75</b>	<b>189.54</b>	<b>-</b>	<b>262.29</b>	<b>30.03</b>	<b>18.28</b>	<b>-</b>	<b>48.30</b>	<b>213.99</b>	<b>42.73</b>





**Happy Square Outsourcing Services Limited**  
(Formerly Known as Happy Square Outsourcing Services Private Limited)  
CIN : U80904MP2017PLC043153  
240, Nagpur Road, Madan Mahal, Jabalpur Madhya Pradesh 482008

**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE STANDALONE SUMMARY STATEMENTS**

**A. BACKGROUND**

Happy Square Outsourcing Service Limited (formerly known as "Happy Square Outsourcing Service Private Limited") was originally incorporated as a private limited company on April 20th, 2017 with CIN: U80904MP2017PTC043153 under the provisions of The Companies Act, 2013. The company has its registered office at 240, Nagpur Road, Madan Mahal, Jabalpur, Madhya Pradesh, India - 482008 and the company name Changed from Splendid Academy Private Limited to Happy Square Outsourcing Service Private Limited vide special resolution passed by our shareholders at the Extra Ordinary General Meeting held on 17th January, 2020.

Subsequently, Company was converted into Public Limited Company vide special resolution passed by our shareholders at the Extra Ordinary General Meeting held on 26th June, 2024 and the name of the Company was changed to Happy Square Outsourcing Service Limited ("the Company" or the "Issuer") pursuant to issuance of Fresh Certificate of Incorporation dated 01st August, 2024 Registrar of Companies, Gwalior with CIN: U80904MP2017PLC043153.

The company is engaged in the business of "Manpower supply, Recruitment and related services".

1) To carry on the business of human resources consultancy including providing manpower placement and recruiting, selecting, interviewing, training and employing all types of executives, middle management staff, junior level staff, workers, labourers who are highly skilled, semi-skilled, unskilled, managerial personnel required by various industries and organizations including but not limited to manpower for civil maintenance and all type of civil construction work, IT & computers related Industries, call centres, construction work, factory work, warehouse & logistics work and providing human resources for office management and to provide consultancy and any other services in connection with requirements of persons and manpower supply in India and outside India.

2) To carry on the business, profession of consultant, suppliers, providers of all types of manpower such as contractual, highly skilled, semi-skilled, skilled, unskilled, trained labour, staff, managerial personnel, security services, house-keeping services, gardening services, provide training to security personnel, guards, industrial labour, manpower in all sectors whether private or government.

3) To provide facility management services and implement a tailored solution that best suits as per the client requirements.

**B. SIGNIFICANT ACCOUNTING POLICIES**

**1 Basis of Preparation:**

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (IGAAP) under historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards prescribed by the Companies (Accounting Standards) Rules, 2021.

**2 Use of Estimates:**

The preparation of the financial statements in conformity with Generally Accepted Accounting Principles requires the Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent assets and liabilities as at the date of the financial statements and the reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, income taxes, and the useful lives of Property Plant and Equipments and intangible assets.

**3 Revenue Recognition:**

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

**Interest income** is recognized on accrual basis, adopting a time proportion method, taking into account the amount outstanding and the rate applicable. Dividend income on investments is accounted for when the right to receive the income is established. Export incentives are recognised on accrual basis to the extent the management is certain of the income.

**Other Income** : Other items of income and expenditure are recognized on accrual basis and as a going concern basis, and the accounting policies are consistent with the generally accepted accounting policies.

**Dividend Income** : Dividend Income is recognised when the owners right to receive payment is established.



#### 4 Property, Plant and Equipment including Intangible Assets:

Property Plant and Equipments are stated at cost, less accumulated depreciation. Cost includes cost of acquisition including material cost, freight, installation cost, duties and taxes, and other incidental expenses, incurred up to the installation stage, related to such acquisition. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

Depreciation is provided under the 'Written Down Value' method as per the useful life specified in Schedule II to the Companies Act, 2013. Residual values of assets are measured at not more than 5% of their original cost. For assets added or disposed during the year, depreciation is charged on pro-rata basis from the date of addition or till the date of disposal.

#### 5 Depreciation & Amortisation:

The Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 and calculated the depreciation based on useful life of assets. Depreciation on new assets acquired during the year is provided from the date of acquisition to the end of the financial year. In respect of the assets sold during the year, depreciation is provided from the beginning of the year till the date of its disposal.

The estimated useful lives of assets are as follows:

Useful life of Property, Plant and Equipments

Asset Classification	Rate of Depreciation
Plant and Machinery	18.10%
Computers and Accessories	63.16%
Office Equipment	45.07%
Furniture and Fittings	25.89%
Software	25.00%

#### 6 Impairment of Assets:

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal / external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

#### 7 Foreign Currency Transactions:

Domestic Operation:

##### I . Initial Recognition :

A foreign currency transactions are recorded, on initial recognition in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

##### II . Measurement :

Foreign currency monetary items are reported using the closing rate.

Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction

Non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

##### III . Treatment of Foreign Exchange :

Exchange differences arising on settlement/restatement of foreign currency monetary assets and liabilities of the Company are recognised as income or expenses in the Statement of Profit and Loss





## 8 Employee Benefits:

### Post-Employment Benefits:

#### Defined Benefit Plan:

##### Short-term employee Benefits

Benefits such as salaries, wages and performance incentives are charged to the statement of profit and loss at the actual amounts due in the period in which the employee renders the related service.

##### Defined Contribution Plans

Payments made to defined contribution plans such as provident and pension fund are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees.

##### Defined Benefit Plans

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. Actuarial gains and losses are recognised immediately in the statement of profit and loss. The fair value of the plan assets is reduced from the gross obligation under the defined benefit plan, to recognise the obligation on net basis.

##### Other Long-term Employee Benefits

Other long-term employee benefits include leave encashment. Leave encashment is recognised as an expense in the statement of profit and loss as and when it accrues on actuarial basis.

## 9 Taxes on Income:

Income Tax expense is accounted for in accordance with AS-22 "Accounting for Taxes on Income" for both Current Tax and Deferred Tax stated below:

### A. Current Tax:

Provision for current tax is made in accordance with the provisions of the Income Tax Act, 1961.

### B. Deferred Tax:

Deferred tax is recognised, subject to the consideration of prudence, as the tax effect of timing difference between the taxable income and accounting income computed for the current accounting year using the tax rates and tax laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty, except arising from unabsorbed depreciation and carried forward losses, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

## 10 Provisions

A provision is recognized when there exists a present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to present value and are determined based on best estimates required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

## 11 Contingent liabilities:

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably, the Company does not recognize a contingent liability but discloses its existence in the financial statements.



## 12 Earnings Per Share:

In determining earnings per share, the Company considers the net profit after tax attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the year. The number of equity shares used in computing diluted earnings per share comprises weighted average number of equity shares considered for deriving basic earnings per share and also weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
Profit after Tax (in Lakhs)	594.48	405.69
The Weighted Average Share Outstanding (Nos.)	8,410,000	10,000
Basic & Diluted Earnings per share (Rs.)	7.07	4,056.92
Share Face Value per Share (Rs.)	10	10

## 13 Cash and Cash Equivalents:

Cash and cash equivalents comprise Cash-in-hand, Current Accounts, Fixed Deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value. Other Bank Balances are short-term balance (with original maturity is more than three months but less than twelve months).

## 14 Cash Flow Statement:

Cash flows are reported using indirect method, whereby net profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## 15 Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as Non current investments.

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



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**Notes to Financial Statements for the period ended March 31, 2025**  
Note: 23 Other Notes to Accounts

**1 Contingent Liabilities and Commitments (to the extent not provided for):**

**A. Contingent Liabilities**

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
GST Act, 2017	-	99.41
TDS Demand	1.01	0.46
Claims against the company not acknowledged as debt	Nil	Nil
Bank Guarantees	369.21	294
<b>Total</b>	<b>370.22</b>	<b>393.92</b>

**Note:**

1. Traces Demand of Rs.100,890/-

**B. Commitments**

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
Uncalled liability on shares and other investments partly paid	Nil	Nil
Other commitments	Nil	Nil
<b>Total</b>	<b>-</b>	<b>-</b>

**2 DUES TO MICRO AND SMALL ENTERPRISES**

Disclosures pursuant to Schedule III of Companies Act, 2013 in relation to trade payables falling under the category of Micro and Small enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 are as follows:

Particulars	As at period ended March 31, 2025	As at year ended March 31, 2024
A Principal amount due to such suppliers as at the end of accounting year	0.00	0.12
B Interest accrued and due to such suppliers on above A amount		
C the amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	Nil	Nil
D The amount of interest accrued and remaining unpaid at the end of accounting year; and		
E The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.		

Note : Based on the information available with the Company, there are no dues to Small and Micro enterprises as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006. The information regarding Micro and Small enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

**3 Proposed Dividend Details:**

The Company has not declared dividend as at 31st March 2025

**4 No issue of securities were made for any specific purpose by the Company during the reporting year.**

**5 The Company has not made borrowings from banks and financial institutions for any specific purposes during the year**

**6 The assets other than Property, Plant and Equipment, Intangible Assets and non-current investments have value on realization in the ordinary course of business equal to the amount at which they are stated**

**7 Details of Benami Property held**

There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).

**8 The Company has borrowings from the banks or financial institutions on the basis of security of current assets. Quarterly returns or statement of current assets are required to be filled by the company with any banks or Financial institutions**

**9 Wilful Defaulter**

The company is not declared as wilful defaulter by any bank or financial institution or other lender.





**10 Relationship with Struck off Companies**

The Company has not entered into any transactions with companies struck off under section 248 of the Companies Act, 2013.

**11 Registration of charges or satisfaction with Registrar of Companies:**

Where any charges or satisfaction yet to be registered with Registrar of Companies beyond the statutory period, details and reasons thereof shall be disclosed.

Comment: Charge has been created or modified during the year.

**A) Axis Bank**

Assets Under Charges: (i) Personal guarantee of Directors and other related parties; (ii) Immovable properties of Directors and related parties (iii) Book Debts & Stock

Charge Amount: 1,170.00 (Rs. In Lakhs)

Date of Creation: 20/11/2022

Date of Modification: 23/07/2024

**B) ICICI Bank**

Assets Under Charges: Fixed Deposits

Charge Amount: 107.00 (Rs. In Lakhs)

Date of SATISFACTION: 13/09/2024

**12 Compliance with number of layers of companies:**

The Company has no subsidiaries hence layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017 are not applicable

**13 Compliance with approved Scheme(s) of Arrangements:**

No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

**14 Utilisation of Borrowed funds and share premium:**

A. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

B. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**15 Payment to the Auditor:**

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Statutory Audit Fees	1.00	1.00
Other matters	0.50	0.20
<b>Total</b>	<b>1.50</b>	<b>1.20</b>

16 No amounts have been set aside or proposed to be set aside to reserve to meet any specific liability, contingency or commitment known to exit at the date as at which balance sheet was made up.

**17 Details of supply of Service :****A. In case of companies rendering or supplying services**

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Gross Income Derived from services rendered or supplied	9,754.69	6,928.87
<b>Total</b>	<b>9,754.69</b>	<b>6,928.87</b>

**18 Undisclosed income:**

There are no transactions that were not recorded in the books of account, and which has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

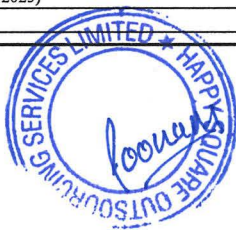
There is no previously unrecorded income and related assets have been recorded in the books of account during the year.

**19 Details of Crypto Currency or Virtual Currency:**

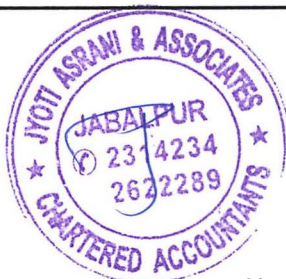
The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

**20 Disclosure of related parties/related party transactions pursuant to Accounting Standard (AS) - 18 "Related Party Disclosures":**

S.No	Name of the Party	Nature of RP	Relationship
1	Mrs. Shraddha Rajpal	Individual	Promoter
2	Mrs. Nalini Rajpal	Individual	Promoter
3	Mrs. Poonam Rajpal	Individual	Managing Director
4	Mrs. Deepika Ondela	Individual	Whole Time Director
5	Mrs. Rani Mathya	Individual	Non-Executive Director
7	Mr. Shishir Rajpal	Individual	Promoter Group
8	Mr. Shailesh Rajpal	Individual	Promoter Group
9	Ms. Angha Ambalkar	Individual	Company Secretary
10	Ms. Kanchan Patel	Individual	Chief Financial Officer
12	Happiest Resume Services Private Limited	Group concern	Entities in which KMP/relatives of KMP can exercise significant control
13	Omezyo Ecom Solution Private Limited	Group concern	Entities in which KMP/relatives of KMP can exercise significant control
14	White Force Outsourcing Services Private Limited	Group concern	Entities in which KMP/relatives of KMP can exercise significant control
15	Ms. Talluri Jayanthi (Resigned on 28/04/2025)	Independent director	Independent director
16	Ms. Prasanna Kumar Pavithra	Independent director	Independent director
17	Ms. Rupali Kesharvani ( Admitted w e f 29/05/2025)	Independent director	Independent director
18	Ms. Gurpreet Kaur Dhanjal	Independent director	Independent director



Details of related party transactions during the year ended 31 March, 2025 and outstanding balances as at 31 March, 2025:-				₹ in 'Lakhs'
Particulars	Nature of Payment	As at period ended March 31, 2025	As at year ended March 31, 2024	
Mrs. Shraddha Rajpal (Till 31/12/2024)	Director Remuneration	15.63	2.50	
Mrs. Nalini Rajpal (Till 31/12/2024)	Director Remuneration	15.63	2.50	
Mrs. Deepika Ondela (From 01/01/2025)	Director Remuneration	7.50	0.00	
Mrs. Poonam Rajpal (From 01/01/2025)	Director Remuneration	7.50	0.00	
Ms. Talluri Jayanthi (Resigned on 28/04/2025)	Director Sitting Fees	0.75	0.00	
Ms. Prasanna Kumar Pavithra	Director Sitting Fees	0.50	0.00	
Ms. Gurpreet Kaur Dhanjal	Director Sitting Fees	0.75	0.00	
<b>TOTAL</b>		<b>48.25</b>	<b>5.00</b>	
				₹ in 'Lakhs'
Particulars	Nature of Payment	As at period ended March 31, 2025	As at year ended March 31, 2024	
Ms. Angha Ambalkar	KMP- Salary Paid- Company Secretary	6.00	0.00	
Ms. Kanchan Patel	KMP- Salary Paid- Chief Financial Officer	3.00	0.00	
<b>TOTAL</b>		<b>9.00</b>	<b>-</b>	
				₹ in 'Lakhs'
Particulars	Nature (Outstanding Receivable to as at)	As at period ended March 31, 2025	As at year ended March 31, 2024	
Happiest Resume Services Private Limited	Receivables	0.25	0.25	
Mr. Shishir Rajpal	Receivables	13.44	-	
Mr. Shailesh Rajpal	Receivables	6.23	-	
<b>TOTAL</b>		<b>19.92</b>	<b>0.25</b>	
				₹ in 'Lakhs'
Particulars	Nature (Outstanding Payable to as at)	As at period ended March 31, 2025	As at year ended March 31, 2024	
White Force Outsourcing Services Private Limited	Payables	20.86	43.54	
Mrs. Shraddha Rajpal	Payables	141.35	136.55	
Mrs. Nalini Rajpal	Payables	148.77	128.48	
Mr. Shishir Rajpal	Payables	-	0.42	
<b>TOTAL</b>		<b>310.98</b>	<b>308.99</b>	
<b>Notes to related party disclosure:</b> 1. Ms Kanchan Patel was appointed as Chief Financial officer on 29-05-2024. 2. Ms Rani Mathya was appointed as Director on 29-05-2024. 3. Ms. Angha Ambalkar was appointed as Company Secretary on 29-06-2024.				
<b>21 Income Taxes:</b> <b>I. Minimum Alternate Tax</b> Company has opted the Special tax rate of the Income Tax Act, 1961. Hence, MAT asset is not recognised.				
<b>II. Current Tax</b>				₹ in 'Lakhs'
Particulars		As at period ended March 31, 2025	As at year ended March 31, 2024	
Current Tax		206.06	147.30	
Add: Tax Adjustment for earlier years		-	10.58	
<b>Net Current Tax</b>		<b>206.06</b>	<b>157.88</b>	
<b>22 Employee Benefit (Incurred in India):</b> <b>Gratuity</b> - The Present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method. This method considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The Company does not have a funded plan for gratuity liability. <b>Interest cost:</b> It is the increase in the Plan liability over the accounting period resulting from the operation of the actuarial assumption of the interest rate. <b>Current Service Cost:</b> is the discounted present value of the benefits from the Plan's benefit formula attributable to the services rendered by employees during the accounting period. <b>Actuarial Gain or Loss:</b> occurs when the experience of the Plan differs from that anticipated from the actuarial assumptions. It could also occur due to changes made in the actuarial assumptions.				
<b>(i) Reconciliation of opening and closing balance of gratuity obligations:</b>				
Particulars		As at period ended March 31, 2025	As at year ended March 31, 2024	₹ in 'Lakhs'
Net Liability as at the beginning of the period		16.24	9.30	
Net Expenses in P/L A/c		6.71	6.94	
Benefits Paid		-	-	
Net Liability as at the end of the period		22.96	16.24	
<b>Present Value of Gratuity Obligation (Closing)</b>		<b>22.96</b>	<b>16.24</b>	





(ii) Expenses recognised in Statement of Profit and Loss during the year:

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Interest Cost	1.17	0.70
Current Service Cost	6.63	5.55
Past Service Cost	-	-
Expected Return on Plan Assets	-	-
Curtailment Cost (Credit)	-	-
Settlement Cost (Credit)	-	-
Net Actuarial (gain) / loss	-1.09	0.69
Net Expenses to be recognized in P&L	6.71	6.94
<b>Total</b>	<b>6.71</b>	<b>6.94</b>

(iii) Changes in Benefit Obligations:

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Opening Defined benefit Obligation	16.24	9.30
Current service cost	6.63	5.55
Interest cost for the year	1.17	0.70
Actuarial losses (gains)	(1.09)	0.69
Benefits paid	-	-
Closing Defined benefit Obligation	22.96	16.24
<b>Total</b>	<b>22.96</b>	<b>16.24</b>

Actuarial assumptions:

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Rate of discounting	6.89%	7.22%
Salary Escalation	7.00%	7.00%
Attrition Rate	10.00%	10.00%
Mortality rate during employment Indian	Indian Assured Lives Mortality (2012-14) Ultimate	Indian Assured Lives Mortality (2012-14) Ultimate

The estimates of rate of escalation in salary considered in actuarial valuation, take into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

23 Cashflow Statement

- (1) The amount of significant cash and cash equivalent balances held by the enterprise as at March 31, 2025 was Rs. 65,13,614/- that are available for use by Company.
- (2) Company does not have undrawn borrowing facilities that may be available for future operating activities.
- (3) The Company has appropriate amount of Cash Flows that are required to maintain operating capacity.
- (4) Company is investing adequately in the maintenance of its operating capacity.
- (5) There are no non cash transactions happened in investing and financing activities to be excluded from Cash Flow Statement.

Additional Disclosures:

I. Components of Cash and Cash Equivalents:	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
Cash on Hand	12.17	8.87
Cheque in hand	-	-
Balance with scheduled banks	52.97	12.56
Fixed deposits with maturity less than 12 months	-	1.05
Imprest advance	-	-
<b>Total Components of Cash and Cash Equivalents:</b>	<b>65.14</b>	<b>22.49</b>

24 Changes in Accounting Estimates

There are no changes in Accounting Estimates made by the Company during the year.

25 Changes in Accounting Policies

There are no changes in Accounting Policies made by the Company during the year.

26 Disclosures on PPE and Intangible Assets

I. Property, Plant and Equipment

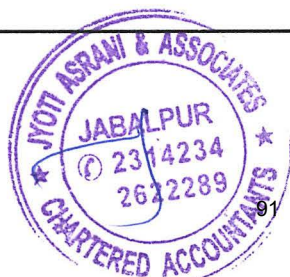
- (1) There is no restriction on the title of Property, Plant and Equipment, subject to only those which are under hypothecation/ charge.
- (2) Company has not constructed any item in Property, Plant & equipment.
- (3) Company has no contractual commitments for the acquisition of Property, Plant & Equipment.
- (4) Company has no Impairment loss during the period for Property, Plant & Equipment.
- (5) Assets are periodically checked for active usage and those which are retired are written off.
- (6) There are no temporarily idle property, plant and equipment.
- (7) The carrying amount and remaining amortization period of any individual intangible asset are not material to the financial statements of the enterprise as a whole.
- (8) The Company has created an intangible asset in the form of a Data Library. This asset has been recognized in the financial statements. However, no amortization has been charged during the year as the Company considers the asset to have an indefinite useful life at this stage. No amortization has been charged on this asset during the financial year, based on management's assessment that the asset's useful life could not be reasonably determined at this stage due to its evolving nature and on-going development.

27 Foreign Exchange Earnings

During the year the Company has not reported foreign exchange earnings (Previous year Nil). The foreign exchange outgo on account of import of services amounted to Rs. Nil (Previous year: Rs. Nil).

28 Segment Reporting

The Company does not have reportable segment.



## 29 Earnings Per Share

Particulars	₹ in 'Lakhs'	
	As at period ended March 31, 2025	As at year ended March 31, 2024
1. Profit attributable to equity shareholders before extraordinary items (A)	594.48	405.69
2. Profit attributable to equity shareholders after extraordinary items (B)	594.48	405.69
3. Weighted average number of equity shares outstanding during the year (C)	8,410,000	10,000
4. Effect of potential equity shares on employee stock options outstanding	-	-
5. Effect of any other items of potential Equity Shares eg. Convertible Debentures, Convertible Preference Shares	-	-
6. Weighted average number of potential equity shares outstanding during the year for the purpose of computing Diluted Earnings Per Share (D)	8,410,000	10,000
7. Basic earnings per share before extraordinary items of face value of ₹ 10 (A/C) (in Rs.)	7.07	4,056.92
8. Basic earnings per share after extraordinary items of face value of ₹ 10 (B/C) (in Rs.)	7.07	4,056.92
9. Diluted earnings per share before extraordinary items of face value of ₹ 10 (A/D) (in Rs.)	7.07	4,056.92
10. Diluted earnings per share after extraordinary items of face value of ₹ 10 (B/D) (in Rs.)	7.07	4,056.92

30 Balance shown under head Sundry debtors, creditors and advances are subject to confirmation.

31 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with current year's classification.

## 32 Ratios

₹ in 'Lakhs'					
S.No	RATIOS	Current year Numerator	Current year Denominator	As at period ended March 31, 2025	As at year ended March 31, 2024
a.	Current Ratio(in times) Current Assets / Current liabilities	3,601.46	2,357.29	1.53	1.29
b.	Debt-Equity Ratio(in times) Total Outside Liabilities / Total Shareholder's Equity	1,148.25	1,255.60	0.91	1.21
c.	Debt Service Coverage Ratio EBITDA / (Interest + Principal)	953.51	101.47	9.40	11.03
d.	Return on Equity Ratio (Net Profit After Taxes - Preference Dividend if any) / Net Worth	602.28	954.46	0.63	0.88
e.	Inventory Turnover Ratio Cost of Goods Sold (or) Sales / Average Inventory	NA	NA	NA	NA
f.	Trade Receivables Turnover Ratio Credit Sales / Average Trade Receivables	9,754.69	1,893.84	5.15	6.08
g.	Trade Payable Turnover Ratio Credit Purchases / Average Trade Payables	8,570.56	98.87	86.69	31.07
h.	Net Capital Turnover Ratio Cost of Goods Sold (or) Sales / Average working capital	9,754.69	887.08	11.00	17.64
i.	Net Profit (after tax) Ratio Net Profit (after tax) / Total Sales * 100	602.28	9,754.69	6.17%	5.75%
j.	Return on Capital Employed (EBIT / Capital Employed) * 100	913.63	1,618.64	56.44%	66.62%

## 33 STATEMENT OF CORPORATE SOCIAL RESPONSIBILITY

The applicability towards CSR has commenced from this financial year 2024/25 onwards and the company is taking required steps to comply with Corporate Social Responsibility (CSR) as provisions of Section 135 of the companies act, 2013.

₹ in 'Lakhs'		
Particulars	As at period ended	As at year ended
a) Amount required to be spent by the company during the year	5.77	N.A.
b) Amount of expenditure incurred	5.77	N.A.
c) Shortfall at the end of the year,	-	-
d) Total of previous years shortfall	-	-
f) Nature of CSR activities	Education, Relief for	N.A.
g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard,	No Related Party Involved	N.A.
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	NIL	NIL

As per our report of even date attached  
For JYOTI ASRANI & ASSOCIATES  
Chartered Accountants

Firm Registration No:- 010126C

Peer Review Certificate No. 016774

CA. JYOTI ASRANI

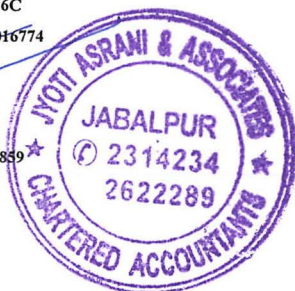
Partner

M. No.: 079966

UDIN: 25079966BMIIJP9889

Place: Jabalpur

Date: 29th May, 2025



For and on behalf of the Board of Directors of  
Happy Square Outsourcing Services Limited  
(Formerly known as Happy Square Outsourcing Services)

Poonam Rajpal  
Managing Director  
DIN : 03613692

Deepika Ondela  
Whole Time Director  
DIN : 10885553

Kanchan Patel  
Chief Financial officer

Angha Ambalkar  
Company secretary  
M. No. ACS 66821

Place: Jabalpur  
Date: 29th May, 2025



**Note 6 TRADE PAYABLES**

**Balances For the period ended 31st March' 2025**

**₹ in 'Lakhs'**

Particulars	Outstanding for following periods from due date				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Dues					
- MSME	0.01	-	-	-	0.01
- Other than MSME	70.21	7.38	3.25	-	80.84
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-
<b>Total</b>	<b>70.22</b>	<b>7.38</b>	<b>3.25</b>	<b>-</b>	<b>80.85</b>

**Balances For the period ended 31st March' 2024**

**₹ in 'Lakhs'**

Particulars	Outstanding for following periods from due date				
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) Undisputed Dues					
- MSME	0.12	-	-	-	0.12
- Other than MSME	107.28	38.01	0.03	-	145.32
(ii) Disputed Dues					
- MSME	-	-	-	-	-
- Other than MSME	-	-	-	-	-
<b>Total</b>	<b>107.39</b>	<b>38.01</b>	<b>0.03</b>	<b>-</b>	<b>145.43</b>

**Note 13 TRADE RECEIVABLES**

**₹ in 'Lakhs'**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Undisputed Trade receivables – considered good	2,286.05	1,517.08
<b>Total</b>	<b>2,286.05</b>	<b>1,517.08</b>

**Balances For the period ended 31st March' 2025**

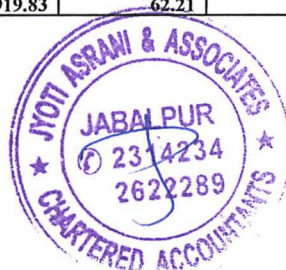
**₹ in 'Lakhs'**

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Good	-	967.17	19.61	71.24	28.64	29.03	1,115.70
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Unbilled Revenue / Debtors	1,170.35	-	-	-	-	-	1,170.35
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>1,170.35</b>	<b>967.17</b>	<b>19.61</b>	<b>71.24</b>	<b>28.64</b>	<b>29.03</b>	<b>2,286.05</b>

**Balances For the period ended 31st March' 2024**

**₹ in 'Lakhs'**

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 Months	6 Months - 1Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed Trade Receivables- Considered Goods	-	919.83	62.21	40.18	27.99	25.25	1,075.46
Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Disputed Trade Receivables- Considered Goods	441.62	-	-	-	-	-	441.62
Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-
<b>Total</b>	<b>441.62</b>	<b>919.83</b>	<b>62.21</b>	<b>40.18</b>	<b>27.99</b>	<b>25.25</b>	<b>1,517.08</b>



<b>Happy Square Outsourcing Services Limited</b> <b>(Formerly Known as Happy Square Outsourcing Services Private Limited)</b> <b>CIN : U8090MP2017PTC043153</b> <b>240, Nagpur Road, MadanMahal, NA, Jabalpur, Madhya Pradesh, India, 482008</b>		
<b>Income Tax Computation</b>		
		<b>₹ in 'Lakhs'</b>
<b>Particulars</b>		<b>For the year ended March 31, 2025</b>
-- Normal Tax rate		25.17%
-- Minimum Alternative Tax rate		N.A
<b>Profit Before Tax as per books of accounts</b>		<b>797.74</b>
<b>Add : Disallowance / to be reconsidered</b>		
Depreciation as per books	45.19	
Employee Gratuity expenses - DA u/s 40A	6.71	
Disallowance on interest/penalty for delayed payment of TDS/GST/stat dues	10.59	
Interest provision on MSME outstanding		
MSME outstanding beyond time-limit 43B		
	62.49	
<b>Less: Allowed / to be reconsidered</b>		
Depreciation as per Income tax	41.48	
Interest income	13.02	8.00
<b>Business Income</b>		<b>805.73</b>
<b>Income From Other Sources</b>		
Interest & Other income		13.02
<b>Total Taxable income Before Deduction under Chapter VIA</b>		<b>818.75</b>
Less : CHAP VI A deduction		-
80 JJAA deduction		-
<b>Taxable Income/ (Loss) for the year/period (E+F)</b>		<b>818.75</b>
Tax Payable for the year		206.06
<b>Tax expense recognised</b>		<b>206.06</b>
<b>TDS receivable</b>		<b>186.16</b>
<b>Net Tax Payable</b>		<b>19.91</b>
Add: Interest u/s 234B		-
Add: Interest u/s 234C		-
<b>Net Tax Payable/(Refundable)</b>		<b>19.91</b>
Tax paid as per normal provision or MAT Normal		
Note* The Company has opted tax rate under sec 115 BAA of Income Tax Act 1961		

