

## **BOARD REPORT**

### **Dear Members**

Your directors have pleasure in presenting the 15<sup>th</sup> Board's Report together with the audited Financial Statements of your Company for the financial year ended 31<sup>st</sup> March 2025.

| Particulars                   | Financial Year ended |                |
|-------------------------------|----------------------|----------------|
|                               | March 31, 2025       | March 31, 2024 |
| Total income                  | 21,70,09,000         | 20,57,57,000   |
| Total expenditure             | 21,62,68,000         | 20,22,70,000   |
| Profit/(Loss) before tax      | 7,41,000             | 34,87,000      |
| Dividend Paid during the year | 8,92,000             | 17,84,000      |
| Profit/(Loss) after tax       | 4,18,000             | 32,26,000      |

### **PERFORMANCE REVIEW AND STATE OF COMPANY AFFAIRS**

The Company is engaged in the business of providing PaaS (Platform as a Service), SaaS (Software as a Service), CPaaS (Communication Platform as a Service), Customized Software Solutions, Manpower Services and Business Process Outsource (BPO) services to business enterprises in India, USA, Australia & New Zealand. During the financial year ended on 31<sup>st</sup> March 2025, the Company continues to maintain its presence within and outside India. It has increased its revenue from operations from Rs. 20,51,87,000/- to Rs. 21,64,58,000 /- during the year.

### **CHANGE IN THE NATURE OF BUSINESS, IF ANY**

The Company has maintained the nature of the business during the financial year ended 31<sup>st</sup> March 2025 as per its Memorandum of Association.

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

During the year under review, the Company do not propose to transfer any sum to any reserves.

### **DIVIDEND & RESERVES**

During the year under review, the Company has paid final dividend of Rs. 8,92,000/- for the FY 2023-24.



+91 124 685 9200



www.worxpertise.com  
info@worxpertise.com



4th Floor, WING-A, AIHP Tower 249-G, Udyog Vihar  
Phase-4 Sector-18, Gurugram, Haryana - 122015, India

Edge Business Solutions Private Limited | CIN: U74140DL2010PTC199798

Regd. Add: #7108, Pocket 10, Sector B, Vasant Kunj, New Delhi 110070, India

## **HOLDING AND SUBSIDIARY COMPANY**

The Company had no Holding or Subsidiary Company at any time during the relevant period.

## **ANNUAL RETURN:**

The Annual Return of the Company as on March 31, 2025, in the Form MGT-7 in accordance with Section 92(3) and 134(3)(9) of the Act as amended from time to time and the Companies (Management and Administration) Rules, 2014 is available on the website of the Company at [www.worxpertise.com](http://www.worxpertise.com).

## **BOARD OF DIRECTORS**

The Composition of the Board of Directors as on 31<sup>st</sup> March, 2025.

| S. No. | Name of Directors       | Designation         | Date of Appointment |
|--------|-------------------------|---------------------|---------------------|
| 1.     | Mr. Rajiv Manalal Gupta | Managing Director   | 09.04.2010          |
| 2.     | Mr. Narip Jeet Singh    | Additional Director | 16.01.2025          |
| 3.     | Ms. Una Gupta           | Director            | 08.03.2010          |
| 4.     | Mr. Suresh Kataria      | Director            | 21.04.2017          |

During the period under review, Mr. Harmeet Singh Resigned from the post of Directorship on 01.01.2025 and Mr. Narip Jeet Singh was appointed as an Additional Director of the Company with effect from 16.01.2025 and who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier, accordingly the resolution for the appointment of Mr. Narip Jeet Singh as Director is placed before the members for their approval.

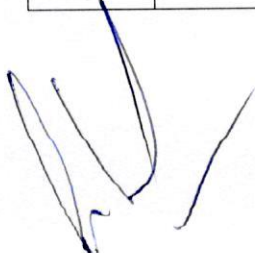
The Company is not required to appoint Independent Directors and Key Managerial Personnel during the period under review as the Company doesn't meet the criteria laid down in the Companies Act, 2013 read with applicable rules.

## **BOARD MEETINGS**

During the period under review, the Board of Directors met 5 (Five) times in a year i.e. 14.06.2024, 03.09.2024, 08.12.2024, 31.01.2025 and 01.03.2025. The maximum time gap between any two meetings did not exceed 120 days.

The attendance of Directors for the Board Meetings held during the year:

| S. No. | Name of Directors       | Designation          | No of meetings attended by each Director |
|--------|-------------------------|----------------------|--|
| 1.     | Mr. Rajiv Manalal Gupta | Managing Director    | 5  |
| 2.     | Mr. Narip jeet Singh    | Additional 'Director | 1  |
| 3.     | Ms. Una Gupta           | Director             | 5  |
| 4.     | Mr. Suresh Kataria      | Director             | 5  |
| 5.     | Mr. Harmeet Singh       | Director             | 4  |





### **COMPLIANCE WITH APPLICABLE SECRETARIAL STANDARDS:**

The Company has duly followed the applicable Secretarial standards, relating to Meeting of the Board of Directors (SS-1) and General Meeting (SS-2), issued by the Institute of Company Secretaries of India (ICSI).

### **COMMITTEES OF THE BOARD**

The Company is not required to constitute Audit Committee, Nomination and Remuneration Committee & Corporate Social Responsibility Committee of the Board, as the Company does not meet the criteria laid down for mandatorily forming such committees as per the requirement of Companies Act, 2013 read with rules made there under.

### **DECLARATION BY INDEPENDENT DIRECTORS:**

The provisions of Section 149(4) of the Act pertaining to the appointment of Independent Directors are not applicable to the Company.

### **SHARE CAPITAL**

The authorized share capital of the Company during the year remains at Rs. 70,00,000 (Rupees Seventy Lacs only) divided into 5,00,000 (Five Lacs) equity shares of the face value of Rs. 10/- each with voting rights and 2,00,000 (Two Lacs) equity shares of the face value of Rs. 10/- each without voting rights

The paid-up share capital of the Company Rs. Rs 59,47,260 (Fifty-Nine Lacs Forty-Seven Thousand Two Hundred and Sixty Only) divided into 4,63,326 (Four Lacs Sixty-Three Thousand Three Hundred and Twenty-Six Only) equity shares of face value of Rs 10/- each, 87,350 (Eighty-Seven Thousand Three Hundred and Fifty) equity Shares and 44,050 (Forty-Four Thousand and Fifty) equity shares of face value Rs 10/- each with differential voting rights.

### **POLICIES UNDER COMPANIES ACT, 2013**

Company was not required to frame Vigil Mechanism/Whistle Blower Policy, Nomination and Remuneration Policy and Corporate Social Responsibility policy. However, the Company has a system in place for identification of elements of risk which are associated with the accomplishment of objectives, operations, development, revenue and regulations and appropriate measures are taken, wherever required to mitigate such risks beforehand as per the risk management policy of the Company.

### **STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has in place a mechanism to identify, assess, monitor, and mitigate various risks to key business objectives which may threaten the existence of the Company. Major risks identified by the various functions are documented along with appropriate mitigating controls on a periodic basis.

### **CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as under



Conservation of energy: Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.

Technology Absorption: Since the Company is not engaged in any manufacturing activity, the particulars are not applicable.

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

During the year, Foreign Exchange Earnings were INR 25,673,630/-.

#### **EMPLOYEE STOCK OPTION SCHEMES**

The Company has not framed any scheme related to Employee Stock Option Schemes and has not granted any stock options during the year under review.

#### **PARTICULARS OF EMPLOYEES**

There were no employees during the year ended March 31, 2025 in respect of whom the details required under Rule 2 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are required to be disclosed.

#### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to section 134 of the Companies Act, 2013, and save as otherwise mentioned elsewhere in this Report, the Directors, to the best of their knowledge and belief, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended on March 31, 2025 and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE**

During the year under review, your Company has not made any investment.

Further, Loans, guarantees and investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements.

#### **EXTRACT OF ANNUAL RETURN**





The extract of Annual Return in form MGT-9 as required under section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is omitted pursuant to Companies (Amendment) Act 2017 w.e.f. March 05, 2021. Accordingly, the extract of Annual Return in Form MGT-9 is not attached with the Board Report.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY**

Company has entered into related party transaction pursuant to Section 188 (1) of the Companies Act, 2013. Therefore, the Company is required to give disclosures under Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules. Form AOC-2 is attached as **Annexure-A**.

Further, related party transactions entered by the Company as per AS-18 issued by ICAI are the part of notes to accounts of the financial statements of the Company.

#### **DEPOSITS**

During the year under review, the Company has not accepted any deposits within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

#### **UNSECURED LOAN FROM DIRECTORS:**

During the year under review, the Company has accepted an unsecured loan from the Directors or their relatives, who have provided a declaration in writing to that effect that the amount is not been given out of funds acquired by him by borrowing or accepting loans or deposits from others.

#### **COMPANY'S POLICY RELATING TO APPOINTMENT, PAYMENT OF REMUNERATION TO DIRECTORS, AND DISCHARGE OF THEIR DUTIES:**

The provisions of Section 178(1) relating to the constitution of the Nomination and Remuneration Committee is not applicable to the Company and hence the Company has not devised any policy as required under section 178 of the Companies Act, 2013.

#### **ADEQUACY OF INTERNAL CONTROLS**

The Company's internal control systems are commensurate with the nature and size of the Company.

#### **INTERNAL AUDIT:**

Internal Audit is not applicable to the Company.

#### **AUDITORS**

M/s. Apurv Relan & Co., Chartered Accountants (Firm Registration No. 006680N) was re-appointed as the Statutory Auditors of the Company in the 15<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2024, in accordance with the provision of Section 139 of the Companies Act, 2013 to hold office till the conclusion of Annual General Meeting of the Company to be held for the financial year ending 31<sup>st</sup> March 2029.

#### **AUDITOR REPORT AND EXPLANATION OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION RESERVATION OR ADVERSE REMARK OR DISCLAIMER MADE BY THE AUDITOR IN HIS REPORT**



The observations of the Auditors are in the nature of general disclosures, which read together with the accounting policies and the relevant notes to the accounts, are self-explanatory.

#### **DOWNSTREAM INVESTMENT**

The Company neither have any Foreign Direct Investment (FDI) nor invested as any Downstream Investment in any other Company in India.

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION**

There have been no material change(s) and commitment(s) affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations, during the year under review.

#### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The policy formulated by the Company for prevention of sexual harassment is available on HRIS Portal at <https://www.myemploywise.com/>.

The Company has complied with the provision relating to the constitution of Internal Committee under POSH, 2013.

During the year under review, no complaint pertaining to sexual harassment at work place has been received by the Company.

#### **FRAUD REPORTING**

During the period under review, there has been no fraud reported by the Statutory Auditors of the Company.

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

During the year under review and till date of this Report, the Company has neither made any application against anyone nor any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016.

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

There are no such events occurred during the period from 1st April 2024 to 31st March 2025, thus no valuation is carried out for the one-time settlement with the banks or financial institutions





**A STATEMENT BY THE COMPANY WITH RESPECT TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961.**

The company continues to comply with all applicable laws and regulations concerning maternity benefits, and no claims, disputes, or incidents related to maternity benefits have arisen.

This statement is being issued to affirm our compliance with the statutory requirements and to declare that no reportable events under the Maternity Benefit Act, 1961 have occurred.

**VIGIL MECHANISM**

The provisions of Section 177 of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not applicable to the Company.

**MAINTENANCE OF COST RECORDS**

The maintenance of cost records as specified under section 148(1) of the Companies Act, 2013 is not applicable to the Company for the reporting period.

**SECRETARIAL AUDITORS**

The Company do not require to appoint Secretarial Auditor Pursuant to the provisions of Section 204 of the Companies Act, 2013.

**ACKNOWLEDGEMENT**

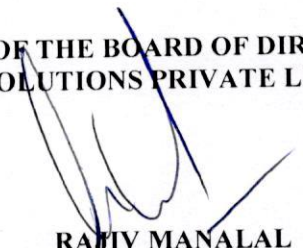
The Directors wish to convey their appreciation to all the subscribers, lenders, suppliers, customers, bankers, government departments and other stakeholders of their invaluable support to Company.

The Directors also wish to place their employees at all levels for their hard work, dedication and commitment, which has enabled the Company to march ahead

**BY THE ORDER OF THE BOARD OF DIRECTOR  
FOR EDGE BUSINESS SOLUTIONS PRIVATE LIMITED**

**DATE: 04<sup>th</sup> July 2025  
PLACE: Delhi**

**SURESH KATARIA  
(DIRECTOR)  
DIN: 00626180  
1386,40, D.D.A, FLATS  
MADANGIR,  
PUSHPA BHAWAN  
S.O, SOUTH DELHI,  
DELHI 110062.**

  
**RAVIV MANALAL  
GUPTA  
(MANAGING  
DIRECTOR)  
DIN: 02966535  
FLAT NO-7108,  
POCKET-10 SECTOR-B,  
VASANT KUNJ, S.O.  
SOUTH WEST DELHI,  
DELHI-110070.**