

Form No. MGT-7

Form language

 English Hindi**Annual Return (other than OPCs and Small Companies)**

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in * are mandatory

Refer instruction kit for filing the form

I REGISTRATION AND OTHER DETAILS

i *Corporate Identity Number (CIN)

U72900MH2005PTC157255

ii (a) *Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) *Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) *Type of Annual filing

 Original Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	TELEPERFORMANCE BUSINESS SERVICES INDIA PRIVATE LIMITED	TELEPERFORMANCE BUSINESS SERVICES INDIA PRIVATE LIMITED
Registered office address	Teleperformance Towers,Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West),,NA,Mumbai,Mumbai City,Maharashtra,India,400104	Teleperformance Towers,Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West),,NA,Mumbai,Mumbai City,Maharashtra,India,400104
Latitude details	19.1710077950448	19.1710077950448
Longitude details	72.834222297511	72.834222297511

(a) *Photograph of the registered office of the Company showing external building and name prominently visible

Image of external Blg.pdf

(b) *Permanent Account Number (PAN) of the company

AA*****7L

(c) *e-mail ID of the company

*****l.chhabra@teleperformance.com

(d) *Telephone number with STD code

02*****10

(e) Website

iv *Date of Incorporation (DD/MM/YYYY)

10/11/2005

v (a) *Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) *Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) *Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi *Whether company is having share capital (as on the financial year end date)

Yes

No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes

No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix * (a) Whether Annual General Meeting (AGM) held

Yes

No

(b) If yes, date of AGM (DD/MM/YYYY)

30/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes

No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

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II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i *Number of business activities

2

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	N	Administrative and support service activities	82	Office administrative, office support and other business support activities	99.36
2	J	Information and communication	63	Information service activities	0.64

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i *No. of Companies for which information is to be given

1

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held
1	U72900MH2001PTC395416		TELEPERFORMANC E GLOBAL BUSINESS PRIVATE LIMITED	Holding	100

IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	25000000.00	15851596.00	15851596.00	15851596.00
Total amount of equity	250000000.00	158515960.00	158515960.00	158515960.00

shares (in rupees)				
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Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity Shares				
Number of equity shares	25000000	15851596	15851596	15851596
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	250000000.00	158515960.00	158515960	158515960

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	413000000.00	313000000.00	313000000.00	313000000.00
Total amount of preference shares (in rupees)	4130000000.00	3130000000.00	3130000000.00	3130000000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
8 % non convertible cumulative redeemable Pref A&B				
Number of preference shares	413000000	313000000	313000000	313000000
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	4130000000.00	3130000000.00	3130000000	3130000000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
(i) Equity shares						
At the beginning of the year	60	15851536	15851596.00	158515960	158515960	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
At the end of the year	60.00	15851536.00	15851596.00	158515960.00	158515960.00	
(ii) Preference shares						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the beginning of the year	313000000	0	313000000.00	3130000000	3130000000	
Increase during the year	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
Decrease during the year	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text" value="0"/>	0	0	0.00	0	0	
At the end of the year	313000000.00	0.00	313000000.00	3130000000.00 0	3130000000.00 0	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<input type="text"/>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

Nil

Number of transfers

3

Attachments:

1. Details of shares/Debentures Transfers

13 - Transfer Details (1).xism

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(b) Partly convertible debentures

*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(c) Fully convertible debentures

*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
Total			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Total				

(d) Summary of Indebtedness

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
Total	0.00	0.00	0.00	0.00

v Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V Turnover and net worth of the company (as defined in the Companies Act, 2013)

i *Turnover

1591400000

ii * Net worth of the Company

630905680

VI SHARE HOLDING PATTERN**A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	0	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	15851536	100.00	313000000	100.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	15851536.00	100	313000000.00	100

Total number of shareholders (promoters)

B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	60	0.00	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <input type="text"/>	0	0.00	0	0.00
	Total	60.00	0	0.00	0

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	2
2	Individual - Male	5
3	Individual - Transgender	0
4	Other than individuals	1
	Total	8.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	10	7
Debenture holders	0	0

VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A Promoter	0	0	0	0	0	0
B Non-Promoter	0	3	0	3	0.00	0.00
i Non-Independent	0	3	0	3	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
Total	0	3	0	3	0.00	0.00

*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

6

B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
BRAHMANANDA YESHWANT SANIL	09605510	Director	0	
SAKSHI SUNIL NAGPAL	09432116	Director	0	
CHARLES JOSEPH KLOTZ	09275075	Director	0	
ANISH MUKKER	AHPPM6005M	Manager	0	
PADAMBHUSHAN MAHABIRPRASHAD JOGANI	ADYPJ8870E	CFO	0	

GAURAV KASHINATH NAIK	ALWPN2302H	Company Secretary	0	
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B (ii) *Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

*Number of meetings held

2

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	14/06/2024	11	11	100
Annual General Meeting	27/09/2024	8	7	99.99

B BOARD MEETINGS

*Number of meetings held

11

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2024	3	2	66.67
2	10/06/2024	3	2	66.67
3	03/07/2024	3	3	100
4	15/07/2024	3	2	66.67

5	31/07/2024	3	2	66.67
6	27/09/2024	3	2	66.67
7	28/09/2024	3	2	66.67
8	11/10/2024	3	2	66.67
9	25/11/2024	3	2	66.67
10	19/12/2024	3	2	66.67
11	17/02/2025	3	2	66.67

C COMMITTEE MEETINGS

Number of meetings held

4

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee Meeting	31/07/2024	3	2	66.67
2	Nomination and Remuneration Committee Meeting	31/07/2024	3	2	66.67
3	Corporate Social Responsibility Committee Meeting	31/07/2024	3	2	66.67
4	Corporate Social Responsibility Committee Meeting	25/11/2024	3	2	66.67

D ATTENDANCE OF DIRECTORS

S.No	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								30/09/2025

1	BRAHMANANDA YESHWANT SANIL	11	11	100	4	4	100	Yes
2	SAKSHI SUNIL NAGPAL	11	11	100	4	4	100	No
3	CHARLES JOSEPH KLOTZ	11	1	9	4	0	0	No

X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

A *Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B *Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

C *Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A *Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

Yes

No

B If No, give reasons/observations

XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A *DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/
DIRECTORS/OFFICERS

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B *DETAILS OF COMPOUNDING OF OFFENCES

Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

8

XIV Attachments

(a) List of share holders, debenture holders

14 - Details of Shareholder or
Debenture holder (1).xlsm

(b) Optional Attachment(s), if any

TBSIPL MGT 8 31032025comp.pdf

XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of

TELEPERFORMANCE
BUSINESS SERVICES INDIA
PRIVATE LIMITED

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Rajkumar R. Tiwari

Date (DD/MM/YYYY)

18/12/2025

Place

Mumbai

Whether associate or fellow:

Associate

Fellow

Certificate of practice number

2*0*

XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014

*(a) DIN/PAN/Membership number of Designated Person

09605510

*(b) Name of the Designated Person

BRAHMANANDA YESHWANT
SANIL

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* dated*

(DD/MM/YYYY) to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by

*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0*6*5*1*

***To be digitally signed by**

Company Secretary Company secretary in practice

*Whether associate or fellow:

Associate Fellow

Membership number

4*4*3

Certificate of practice number

Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

For office use only:

eForm Service request number (SRN)

AC0130573

eForm filing date (DD/MM/YYYY)

20/12/2025

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Rajkumar R. Tiwari

M.Com. LL.M., DFM. PGDCM&IA., M.Phil., DIPL, FCS.

Practising Company Secretary

1413, Navjivan Society-3,
Lamington Road,
Mumbai Central,
Mumbai 400 008.
Tele. 2301 1981
e-mail:raj_nj13@hotmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I have examined the registers, records, books and papers of **Teleperformance Business Services India Private Limited (formerly known as Teleperformance Business Services India Limited) (CIN: U72900MH2005PTC157255)** ("the Company") as required to be maintained under the Companies Act, 2013 and the rules made thereunder and the Companies Act, 1956 to the extent applicable (hereinafter collectively referred as "the Act") for the financial year ended on **31st March, 2025** ("the Financial Year"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has generally and regularly complied with provisions of the Act & Rules made there under as follows:
1. During the period under review the Company's status was changed from a Public Limited Company to a Private Limited Company. This conversion was approved by the Hon'ble Regional Director, Western Region, Mumbai through an order dated October 08, 2024, and was subsequently made effective upon issuance of the Certificate of Incorporation by the Ministry of Corporate Affairs on November 25, 2024.
 2. The Company has maintained the necessary registers/records and made necessary entries therein within the time prescribed thereof;
 3. The Company has filed the requisite forms and returns as stated in the annual return, with the Registrar of Companies and Regional Director, Western Region within/beyond the prescribed time.

Further, the Company had filed an IBC Petition under section 9 of Insolvency & Bankruptcy Code, 2016 against Think & Learn Private Limited with National Company Law Tribunal (NCLT), Bengaluru and on June 26, 2024, the matter was dismissed as withdrawn basis settlement.



Rajkumar R. Tiwari

M.Com. LL.M., DFM. PGDCM&IA., M.Phil., DIPL, FCS.

Practising Company Secretary

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Mumbai 400 008.
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However as reported by the management no forms/returns were filed with the Central Government, Court or other authorities.

4. The Company has duly convened the requisite meetings of Board of Directors, committees, and the meeting of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed.
5. The Company has not closed the Register of Members during the financial year.
6. During the year under review, the Company was not required to comply with the provisions of the section 185 of the Act as the Company has neither granted any loan nor given any advances to its Directors or persons or firms or companies referred in the said section.
7. The Company has not entered into contracts/arrangements with related parties as which falls within the ambit of sub-section (1) of section 188 of the Act.
8. a) the transfer has been made in accordance with the provisions of the Act, and there were no request with respect to transmission;
b) the company has not issued or allotted or buy back any of securities;
c) there was no alteration or reduction in share capital, nor conversion of shares or securities of the company;
d) During the year under review the Company has not issued any Preference Shares or Debentures, the question of their redemption does not arise; and
e) the Company has issued share certificate with respect to transfer, and as there were no request with respect to duplicate share certificate, transmission, consolidation, exchange, change of name and name deletion, the Company was not required to issue share certificates with respect to transmission, consolidation, exchange, change of name and name deletion during the period under review;
9. The Company has not kept in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the



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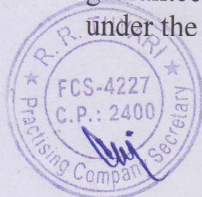
10. The Company has neither declared any dividend nor transferred any unpaid /unclaimed dividend/ other amounts as applicable to the Investor Education and Protection Fund Account in accordance with section 124 (5) of the Act;
11. The Company has signed audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company is comprised of only Non-Executive Directors [including a Women Director u/s 149(1) of the Act].

Further during the financial year, there was no appointment or re-appointment or retirement or filing up any casual vacancies of any director or Key Managerial Personnel nor any remuneration has been paid to them;;

13. The Appointment of Auditor was made as per the provisions of section 139 of the Act;
14. During the year under review, the Company's status was changed from a Public Limited Company to a Private Limited Company. This conversion was approved by the Hon'ble Regional Director, Western Region, Mumbai through an order dated October 08, 2024, and was subsequently made effective upon issuance of the Certificate of Incorporation by the Ministry of Corporate Affairs on November 25, 2024.

Further, the Company had filed an IBC Petition under section 9 of Insolvency & Bankruptcy Code, 2016 against Think & Learn Private Limited with National Company Law Tribunal (NCLT), Bengaluru and on June 26, 2024, the matter was dismissed as withdrawn basis settlement. However, the Company was not required to obtain any approval from the Central Government, Court or such other authorities under the various provisions of the Act;

15. The Company has not accepted or renewed or repaid any deposits during the aforesaid financial year;
16. During the year the Company has not made any borrowings from its directors, public financial institutions or other parties, therefore no charge has been created or modified.
17. During the year under review, the Company has not made loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of the section 186 of the Act;



Rajkumar R. Tiwari

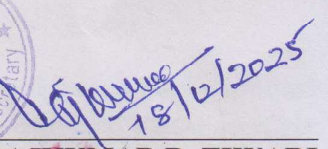

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18. During the period under review the Company had made an application under Section 14(1) of the Act read with Rule 41 of the Companies (Incorporation) Rules, 2014 in form no. RD-1 vide SRN AA9537173 dated 02.08.2024, before the Regional Director (WR), Ministry of Corporate Affairs, Mumbai for conversion of the Company into a Private Limited Company by confirmation of the Alteration to Name Clause of the Memorandum of Association of the Company as approved by members by Special Resolution duly passed in accordance with Section 14 of the Act r/w Rule 41 of Companies (Incorporation) Rules, 2014 at its Extra-Ordinary General Meeting held on 14th June, 2024.

The Regional Director (WR), Ministry of Corporate Affairs, Mumbai approved the Conversion of the Company from a Public Limited Company to Private Limited Company i.e. **from Teleperformance Business Services India Limited to Teleperformance Business Services India Private Limited** by passing the order vide order no. PRAD.ND./Section 14(1)/ AA9537173/7590 dated 08th October, 2024 and effective by the Ministry of Corporate Affairs, Mumbai upon issuance of Certificate of Incorporation, consequent upon conversion, on 25th November, 2024.

Signature 

CS RAJKUMAR R. TIWARI
CP No.2400 FCS No.4227
P.R. No. 2041/2022
UDIN: F004227G002528903

Place: Mumbai

Date: 18th December, 2025