

FORM NO. MGT-7

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



Annual Return

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74899DL2001PTC109274

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCC5056G

(ii) (a) Name of the company

CONVERGYS INDIA SERVICES P

(b) Registered office address

60/14, OLD RAJINDER NAGAR
CENTRAL DELHI
NEW DELHI
Delhi
110060

(c) *e-mail ID of the company

corpsecretary.india@concentri

(d) *Telephone number with STD code

01244713400

(e) Website

www.convergysindia.in

(iii) Date of Incorporation

18/01/2001

| (iv) | Type of the Company | Category of the Company | Sub-category of the Company |
|------|---------------------|---------------------------|-------------------------------|
| | Private Company | Company limited by shares | Indian Non-Government company |

(v) Whether company is having share capital

Yes

No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes

No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

| 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 | Support service to Organizations | N6 | Office administrative and other business activities including call centers, organising | 100 |

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

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

| S.No | Name of the company | CIN / FCRN | Holding/ Subsidiary/Associate/ Joint Venture | % of shares held |
|------|------------------------------|-----------------------|--|------------------|
| 1 | DIGITAL THINK (INDIA) PRIVAT | U72200DL1998PTC301305 | Subsidiary | 100 |
| 2 | Convergys Customer Manager | | 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 | 39,000,000 | 6,048,500 | 6,048,500 | 6,048,500 |
| Total amount of equity shares (in Rupees) | 390,000,000 | 60,485,000 | 60,485,000 | 60,485,000 |

Number of classes

| Class of Shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|-----------------|--------------------|----------------|--------------------|-----------------|
| EQUITY | | | | |

| | | | | |
|---|-------------|------------|------------|------------|
| Number of equity shares | 39,000,000 | 6,048,500 | 6,048,500 | 6,048,500 |
| Nominal value per share (in rupees) | 10 | 10 | 10 | 10 |
| Total amount of equity shares (in rupees) | 390,000,000 | 60,485,000 | 60,485,000 | 60,485,000 |

(b) Preference share capital

| Particulars | Authorised capital | Issued capital | Subscribed capital | Paid-up capital |
|---|--------------------|----------------|--------------------|-----------------|
| Total number of preference shares | 3,800,000 | 0 | 0 | 0 |
| Total amount of preference shares (in rupees) | 380,000,000 | 0 | 0 | 0 |

Number of classes

1

| Class of shares | Authorised capital | Issued capital | Subscribed capital | Paid up capital |
|---|--------------------|----------------|--------------------|-----------------|
| REDEEMABLE CONVERTIBLE PREFERENCE SH | | | | |
| Number of preference shares | 3,800,000 | 0 | 0 | 0 |
| Nominal value per share (in rupees) | 100 | 100 | 100 | 100 |
| Total amount of preference shares (in rupees) | 380,000,000 | 0 | 0 | 0 |

(c) Unclassified share capital

| Particulars | Authorised Capital |
|-------------------------------------|--------------------|
| Total amount of unclassified shares | 0 |

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

| Class of shares | Number of shares | Total nominal amount | Total Paid-up amount | Total premium |
|---|------------------|----------------------|----------------------|---------------|
| Equity shares | | | | |
| At the beginning of the year | 6,048,500 | 60,485,000 | 60,485,000 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Public Issues | 0 | 0 | 0 | 0 |
| ii. Rights issue | 0 | 0 | 0 | 0 |
| iii. Bonus issue | 0 | 0 | 0 | 0 |
| iv. Private Placement/ Preferential allotment | 0 | 0 | 0 | 0 |
| v. ESOPs | 0 | 0 | 0 | 0 |
| vi. Sweat equity shares allotted | 0 | 0 | 0 | 0 |

| | | | | |
|-------------------------------------|-----------|------------|------------|---|
| vii. Conversion of Preference share | 0 | 0 | 0 | 0 |
| viii. Conversion of Debentures | 0 | 0 | 0 | 0 |
| ix. GDRs/ADRs | 0 | 0 | 0 | 0 |
| x. Others, specify | 0 | 0 | 0 | |
| NIL | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Buy-back of shares | 0 | 0 | 0 | 0 |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | | | | |
| | | | | |
| At the end of the year | 6,048,500 | 60,485,000 | 60,485,000 | |
| Preference shares | | | | |
| At the beginning of the year | 0 | 0 | 0 | |
| Increase during the year | 0 | 0 | 0 | 0 |
| i. Issues of shares | 0 | 0 | 0 | 0 |
| ii. Re-issue of forfeited shares | 0 | 0 | 0 | 0 |
| iii. Others, specify | 0 | 0 | 0 | |
| NIL | | | | |
| Decrease during the year | 0 | 0 | 0 | 0 |
| i. Redemption of shares | 0 | 0 | 0 | |
| ii. Shares forfeited | 0 | 0 | 0 | 0 |
| iii. Reduction of share capital | 0 | 0 | 0 | 0 |
| iv. Others, specify | 0 | 0 | 0 | |
| NIL | | | | |
| At the end of the year | 0 | 0 | 0 | |

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

0

| Class of shares | | (i) | (ii) | (iii) |
|------------------------------|----------------------|-----|------|-------|
| 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

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

| | | | |
|--|----------------------|---|----------------------|
| Date of the previous annual general meeting | | <input type="text"/> | |
| Date of registration of transfer (Date Month Year) | | <input type="text"/> | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

| | | | |
|---|----------------------|--|----------------------|
| Date of registration of transfer (Date Month Year) <input type="text"/> | | | |
| Type of transfer | <input type="text"/> | 1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock | |
| Number of Shares/ Debentures/ Units Transferred | <input type="text"/> | Amount per Share/ Debenture/Unit (in Rs.) | <input type="text"/> |
| Ledger Folio of Transferor | | <input type="text"/> | |
| Transferor's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |
| Ledger Folio of Transferee | | <input type="text"/> | |
| Transferee's Name | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| | Surname | middle name | first name |

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

| Particulars | Number of units | Nominal value per unit | Total value |
|---|-----------------|------------------------|-------------------|
| Non-convertible debentures | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 |
| Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 17,279,000 |
| Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits | | | 0 |
| Deposit | | | 0 |
| Total | | | 17,279,000 |

Details of debentures

| Class of 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 |
|-------------------------------|---|--------------------------|--------------------------|---------------------------------------|
| Non-convertible debentures | 0 | 0 | 0 | 0 |
| Partly convertible debentures | 0 | 0 | 0 | 0 |
| Fully convertible debentures | 0 | 0 | 0 | 0 |

(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

10,189,988,000

(ii) Net worth of the Company

3,681,038,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

| S. No. | Category | Equity | Preference |
|--------|----------|--------|------------|
|--------|----------|--------|------------|

| | | Number of shares | Percentage | Number of shares | Percentage |
|-----|---|------------------|------------|------------------|------------|
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 6,048,500 | 100 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 6,048,500 | 100 | 0 | 0 |

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

| S. No. | Category | Equity | | Preference | |
|--------|---|------------------|------------|------------------|------------|
| | | Number of shares | Percentage | Number of shares | Percentage |
| 1. | Individual/Hindu Undivided Family | | | | |
| | (i) Indian | 0 | 0 | 0 | |
| | (ii) Non-resident Indian (NRI) | 0 | 0 | 0 | |
| | (iii) Foreign national (other than NRI) | 0 | 0 | 0 | |

| | | | | | |
|-----|---|---|---|---|---|
| 2. | Government | | | | |
| | (i) Central Government | 0 | 0 | 0 | |
| | (ii) State Government | 0 | 0 | 0 | |
| | (iii) Government companies | 0 | 0 | 0 | |
| 3. | Insurance companies | 0 | 0 | 0 | |
| 4. | Banks | 0 | 0 | 0 | |
| 5. | Financial institutions | 0 | 0 | 0 | |
| 6. | Foreign institutional investors | 0 | 0 | 0 | |
| 7. | Mutual funds | 0 | 0 | 0 | |
| 8. | Venture capital | 0 | 0 | 0 | |
| 9. | Body corporate (not mentioned above) | 0 | 0 | 0 | |
| 10. | Others | 0 | 0 | 0 | |
| | Total | 0 | 0 | 0 | 0 |

Total number of shareholders (other than promoters)

0

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

2

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

| Details | At the beginning of the year | At the end of the year |
|-----------------------------------|------------------------------|------------------------|
| Promoters | 2 | 2 |
| Members (other than promoters) | 0 | 0 |
| 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 | 3 | 1 | 2 | 1 | 0 | 0 |
| (i) Non-Independent | 3 | 1 | 2 | 1 | 0 | 0 |
| (ii) Independent | 0 | 0 | 0 | 0 | 0 | 0 |
| C. Nominee Directors representing | 0 | 0 | 0 | 0 | 0 | 0 |
| (i) Banks & 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 | 3 | 1 | 2 | 1 | 0 | 0 |

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

4

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

| Name | DIN/PAN | Designation | Number of equity share(s) held | Date of cessation (after closure of financial year : If any) |
|-----------------------|------------|------------------|--------------------------------|--|
| Andre Scott Valentine | 01335443 | Director | 0 | 06/10/2018 |
| Naresh Lakhani | 06943939 | Director | 0 | 08/10/2018 |
| RAJIV AHUJA | 07577988 | Director | 0 | 05/12/2018 |
| Apar Singh | BETPS7478L | Company Secretar | 0 | |

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

| Name | DIN/PAN | Designation at the beginning / during the financial year | Date of appointment/ change in designation/ cessation | Nature of change (Appointment/ Change in designation/ Cessation) |
|------------|----------|--|---|--|
| Amit Kumar | 07242060 | Director | 25/04/2017 | RESIGNATION |

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

1

| Type of meeting | Date of meeting | Total Number of Members entitled to attend meeting | Attendance | |
|----------------------|-----------------|--|----------------------------|-------------------------|
| | | | Number of members attended | % of total shareholding |
| ANNUAL GENERAL MEETI | 29/09/2017 | 2 | 2 | 100 |

B. BOARD MEETINGS

*Number of meetings held

7

| S. No. | Date of meeting | Total Number of directors associated as on the date of meeting | Attendance | |
|--------|-----------------|--|------------------------------|-----------------|
| | | | Number of directors attended | % of attendance |
| 1 | 28/04/2017 | 3 | 2 | 66.67 |
| 2 | 12/06/2017 | 3 | 2 | 66.67 |
| 3 | 13/07/2017 | 3 | 2 | 66.67 |
| 4 | 29/09/2017 | 3 | 3 | 100 |
| 5 | 07/12/2017 | 3 | 2 | 66.67 |
| 6 | 25/01/2018 | 3 | 2 | 66.67 |
| 7 | 23/02/2018 | 3 | 2 | 66.67 |

C. COMMITTEE MEETINGS

Number of meetings held

2

| S. No. | Type of meeting | Date of meeting | Total Number of Members as on the date of the meeting | Attendance | |
|--------|-----------------|-----------------|---|----------------------------|-----------------|
| | | | | Number of members attended | % of attendance |
| 1 | CSR COMITTI | 28/04/2017 | 6 | 4 | 66.67 |
| 2 | CSR COMITTI | 08/01/2018 | 6 | 6 | 100 |

D. *ATTENDANCE OF DIRECTORS

| S. No. | Name of the director | Board Meetings | | | Committee Meetings | | | Whether attended AGM held on |
|--------|----------------------|--|-----------------------------|-----------------|--|-----------------------------|-----------------|------------------------------|
| | | 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 | 28/09/2018 |
| | | | | | | | | (Y/N/NA) |
| 1 | Andre Scott V | 7 | 1 | 14.29 | 2 | 2 | 100 | Yes |

| | | | | | | | | |
|---|--------------|---|---|-----|---|---|-----|-----|
| 2 | Naresh Lakha | 7 | 7 | 100 | 2 | 2 | 100 | Yes |
| 3 | RAJIV AHUJA | 7 | 7 | 100 | 2 | 2 | 100 | Yes |

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

0

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|-------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | | | | | | | 0 |
| | Total | | | | | | |

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

1

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|------------|---------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Apar Singh | Company Secre | 753,000 | 0 | 0 | 0 | 753,000 |
| | Total | | 753,000 | 0 | 0 | 0 | 753,000 |

Number of other directors whose remuneration details to be entered

3

| S. No. | Name | Designation | Gross Salary | Commission | Stock Option/ Sweat equity | Others | Total Amount |
|--------|----------------|-------------|--------------|------------|-------------------------------|--------|-----------------|
| 1 | Rajiv Ahuja | Director | 34,434,000 | 0 | 0 | 0 | 34,434,000 |
| 2 | Naresh Lakhani | Director | 7,416,000 | 0 | 0 | 0 | 7,416,000 |
| 3 | Amit Kumar | Director | 2,673,000 | 0 | 0 | 0 | 2,673,000 |
| | Total | | 44,523,000 | 0 | 0 | 0 | 44,523,000 |

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 | 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 | Name of the Act and section under which offence committed | Particulars of offence | Amount of compounding (in Rupees) |
|--|--|---------------|---|------------------------|-----------------------------------|
| | | | | | |

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. 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.

Name

Whether associate or fellow Associate Fellow

Certificate of practice number

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 all the 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 the 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 a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under 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.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the 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:

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

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

STEVEN
LINLEY
RICHIE

DIN of the director

07791212

To be digitally signed by

PRIYA
WASON

Company Secretary

Company secretary in practice

Membership number

9386

Certificate of practice number

13396

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachement(s), if any

List of attachments

- Attach
- Attach
- Attach
- Attach

List of Shareholders_31032018.pdf
 MGT-8 Convergys 2017-18.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



RITU MANGLA & ASSOCIATES

Company Secretaries

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 and books and papers CONVERGYS INDIA SERVICES PRIVATE LIMITED (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the Financial Year ended on 31st March, 2018. 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. As per the information furnished to me, the status of compliance(s) of the provisions of the Act & Rules made there under, during the aforesaid Financial Year, is provided hereunder:
 1. The Company continues to be a Private Limited Company, limited by shares.
 2. The Company has maintained registers / records & made necessary entries in the registers and records to the possible extent within the time prescribed as required under the Companies Act, 2013 & Rules made thereon.
 3. The Company has complied with the provisions of the Act & Rules made thereon in respect of filing of forms and returns as stated in the Annual Return with the Registrar of Companies or other Authorities are generally within the prescribed time.
 4. The Company has complied with the provisions of the Act regarding the Calling / convening / holding meetings of Board of Directors and its Committees (Corporate Social Responsibility Committee and Nomination Remuneration Committee) and the meetings of the Members on the Company on due dates as stated in the Annual Return in respect of which proper notices were given and the proceedings 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 its Register of Members / Security Holders during the Financial Year.



Head Office: BG-7/143, Paschim Vihar, New Delhi-110063
Branch Office: D 6/1, First Floor, ARDEE City, Sector-52, Gurugram, Haryana-122001
Branch Office: B-5/113, Sector-4, Rohini, New Delhi-110085
Email Id: ritu.mangla2000@gmail.com

+91-9810270428
+91-9873069904
+91-9811084616

6. The Company has not advanced any loan to its directors and / or persons or firms or companies referred in section 185 of the Act.
7. As per the information available and based on the Audit Report for the Financial Year 01.04.2017 to 31.03.2018, the Company is in Compliance with the Section 188 of the Companies Act, 2013, where ever applicable, for all transactions with the related parties during the year under review.
8. The Company has not issued any kind of securities during the year under review. There is no transmission or buy back of any securities during the Financial Year.
9. There were no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
10. The Directors at their meeting held on February 23, 2018 had approved payment of interim dividend of Rs 582/- per Equity Share of face value Rs. 10/- each absorbing a sum of Rs.352.02 Crores (excluding dividend distribution tax of Rs. 71.66 Crores) rewarded to the shareholders for the financial year ended 31st March, 2018 and the same was paid to the shareholders on 27th February 2018. No final dividend has been recommended by the Board of Directors. Thus, the total dividend paid during the period under review aggregates to Rs 582 per share amount to Rs.352.02 Crores (excluding dividend distribution tax of Rs. 71.66 Crores)
11. As per the information furnished to us, the audited financial statement are prepared for the period 01st April, 2017 to 31st March, 2018 and were signed in accordance with the provisions of Section 134 of the Act and Director's report for the aforesaid period was also made in accordance with the provisions of Section 134 (3), (4) and (5) of the Companies Act, 2013.
12. The Board of Directors of the Company is duly constituted. Further, the Company has complied with the provisions relating to the disclosures of directors. Mr. Amit Kumar resigned as Director from the Board during the Financial Year.
13. The appointment / ratification of appointment of Statutory Auditors have been made as per the provisions of Section 139 of the Act.
14. As per the information given to us, the Company has not obtained any approvals from the Central Government, Company Law Board, Tribunal, Regional Director, Registrar of Companies, Court or such other authorities prescribed under the



various provisions of the Act, as there are no such activities which required such approvals during the financial year.

15. As per the information furnished to us, the Company has not invited any deposits falling within the purview of relevant Sections of the Companies Act, 2013, during the Financial Year.
16. As per the information furnished to us and based on the Audit Report for the Financial Year 2017-18, the Company has complied with the provision in relation to the borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. The Company has not made any loans to any persons within the meaning of Section 186 of the Companies Act, 2013 and has also not given any guarantees/securities or made any investment within the meaning of that Section.
18. That there is no Alteration in the provisions of the Memorandum and Articles of Association of the Company during the above Financial Year.

For RituMangla & Associates
Company Secretaries



Priya Wason
(Partner)
Membership No.: F-9386
C.P. No.: 13396

Place: Gurugram
Date: 28th September, 2018

Annexure-1

| Name of the register | Relevant section/ rules under the Companies Act, 2013 |
|---|--|
| Register of Members | Section 88 (1) (a) and Rule 3 (1) of the Companies (Management and Administration) Rules, 2014 |
| Minute Books of Board of Directors | Section 118 of the Companies Act, 2013 |
| Minute Books of proceedings of General Meeting | Section 118 of the Companies Act, 2013 |
| Books of Accounts | Section 128 of the Companies Act, 2013 |
| Register of Directors and Key Managerial Personnel with their Shareholdings | Section 170(1) and Rule 17 of the Companies (Appointment and Qualification of Directors) Rules, 2014 |



CONVERGYS INDIA SERVICES PRIVATE LIMITED

LIST OF SHAREHOLDERS

As on 31.03.2018

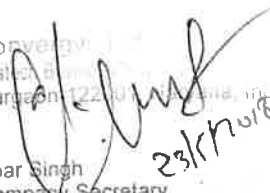
| Share Holder | Address | Number of Shares Held | Share Capital (INR) | % of Holding |
|--|---|-----------------------|---------------------|--------------|
| Convergys Customer Management Group Inc. | 201, East Fourth ST. Cincinnati, OHIO , USA , 45202 | 6,048,499 | 60,484,990 | 99.99998 |
| Convergys Corporation | 201, East Fourth ST. Cincinnati, OHIO , USA , 45202 | 01* | 10 | 0.00002 |
| Total | | 6,048,500 | 60,485,000 | 100 |

*Convergys Corporation is a nominee shareholder on behalf of Convergys Customer Management Group Inc.

<<Certified True Copy>>

By order of the Board
For Convergys India Services Private Ltd.


Apar Singh
Company Secretary
M. No. 27003


Apar Singh
Company Secretary
M. No : 27003

Place: Gurugram
Date:

Convergys India Services Private Limited

Bestech Business Tower, Ground, 4th - 8th Floor, Sector - 48, Sohna Road, Gurgaon - 122 001, Haryana, India

Tel.: +91 (124) 471 3400 | Fax: +91 (124) 471 3490 | www.convergys.com

Registered Office: 60/14, Old Rajinder Nagar, New Delhi - 110060 | Corporate Identification Number (CIN): U74899DL2001PTC109274

