

**PARIKH & ASSOCIATES**  
**COMPANY SECRETARIES**

Office :  
111, 11th Floor, Sai-Dwar CHS Ltd,  
Sab TV Lane, Opp Laxmi Industrial Estate  
Off Link Road, Above Shabari Restaurant,  
Andheri (W), Mumbai : 400 053  
Tel. : 26301232 / 26301233 / 26301240  
Email : cs@parikhassociates.com  
parikh.associates@rediffmail.com

September 21, 2019

To,  
**Teleperformance Business Services India Limited**  
(Formerly known as Intelenet Business Services Limited)  
Teleperformance Towers,  
Plot CST No.1406-A/28  
Mindspace, Goregaon (West)  
Mumbai - 400104

**Kind Attn: Mr. Amit Jain**

Sub.: Postal Ballot

Dear Sir,

I refer to my appointment as Scrutinizer to conduct the postal ballot process in respect of the Special resolution regarding "reduction of share capital of the company" under Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016.

I now enclose the following:

- a) My report to the Chairman of the Company on the result of the postal ballots received from shareholders in physical mode and e-voting done through electronic mode.
- b) The register showing the particulars of the physical postal ballots received and processed by the Registrar and Share Transfer Agent of the Company and the e-votes registered on the Central Depository Services (India) Limited ("CDSL") e-voting system in respect of the said resolution.

Thanking you.



Yours faithfully,

A handwritten signature in blue ink, appearing to read "Sarvari Shah".

Sarvari Shah  
Parikh & Associates

Encl.: As above.

To,  
The Chairman  
**Teleperformance Business Services India Limited**  
(Formerly known as Intelenet Business Services Limited)  
Teleperformance Towers,  
Plot CST No.1406-A/28  
Mindspace, Goregaon (West)  
Mumbai - 400104

**Report of Scrutinizer**

I, Sarvari Shah, of Parikh & Associates, Practising Company Secretaries, having my office at 111, 11<sup>th</sup> Floor, SaiDwar CHS Ltd., Sab TV Lane, Opp. Laxmi Indl. Estate, Off Link Road, Andheri (West), Mumbai - 400 053 had been appointed as the Scrutinizer by the Company to conduct the postal ballot process in respect of the Special resolution regarding "reduction of share capital of the company" under Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016 pursuant to the Notice dated August 09, 2019, issued under Section 110 and other applicable provisions of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration), Rules, 2014, as amended from time to time.

The Notice along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the above mentioned resolution passed through Postal Ballot.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting e-voting by the shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off date of Friday, August 09, 2019 were entitled to vote on the resolution as contained in the postal ballot notice.



Contd.2

The voting period for remote e-voting commenced on Thursday, August 22, 2019 at 09:00 a.m. and ended on Friday, September 20, 2019 at 05:00 p.m. and the CDSL e-voting module was disabled thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. Votes cast through physical ballot forms received up to Friday, September 20, 2019 at 05:00 p.m. were also considered.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the CDSL e-voting system and the votes cast through physical ballot forms received respectively. I have also reviewed register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to physical postal ballots and remote e-voting on the resolution contained in the notice of postal ballot.

My responsibility as scrutiner for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolution.

I now submit my report on the result of the voting by postal ballot in physical mode and electronic mode in respect of the said resolution.



**Resolution 1 – Special Resolution**

Reduction of share capital of the company under Section 66 of the Companies Act, 2013 read with National Company Law Tribunal (Procedure for reduction of share capital of Company) Rules, 2016

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
187	1,59,05,351	99.99

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2,260	0.01

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
NIL	NIL

Place: Mumbai

Dated: September 21, 2019



Signature:

Name: Sarvari Shah  
Scrutinizer  
FCS: 9697 CP:11717



For Teleperformance Business Services India Limited

Amit Jain  
Company Secretary