

(e) Website

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

24/06/1991

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)

29/08/2025

(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)

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	1000000.00	250000.00	250000.00	250000.00
Total amount of equity shares (in rupees)	10000000.00	2500000.00	2500000.00	2500000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
EQUITY				
Number of equity shares	1000000	250000	250000	250000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	10000000.00	2500000.00	2500000	2500000

(b) Preference share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	0.00	0.00	0.00	0.00

Number of classes

0

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in				

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
At the end of the year	250000.00	0.00	250000.00	2500000.00	2500000.00	
(ii) Preference shares						
At the beginning of the year	0	0	0.00	0	0	
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 <div></div>			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 <div>NIL</div>	0	0	0.00			
At the end of the year	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

0

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

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

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)	218000	87.20	0	0.00
10	Others <div></div>				
	Total	218000.00	87.2	0.00	0

Total number of shareholders (promoters)

1

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	32000	12.80	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

Promoters	1	1
Members (other than promoters)	2	2
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	0	0	0	0.00	0.00
i Non-Independent	0	0	0	0	0	0
ii Independent	0	0	0	0	0	0
C Nominee Directors representing	1	3	1	3	6.40	6.40
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	1	3	1	3	6.4	6.4
Total	1	3	1	3	6.40	6.40

*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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
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3	24/12/2024	4	2	50
4	20/03/2025	4	2	50

C COMMITTEE MEETINGS

Number of meetings held

1

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	CSR COMMITTEE	28/08/2024	2	2	100

D ATTENDANCE OF DIRECTORS

S. N o	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 attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								29/08/2025 (Y/N/NA)
1	SHANKAR BALASUBRAMANIAN	4	4	100	1	1	100	Yes
2	OLIVIER JEAN MARIE CLAUDE	4	1	25	0	0	0	No
3	RENAUD MICHEL PRESBERG	4	1	25	0	0	0	No
4	RAJEEV MURHAR HALLUR	4	4	100	1	1	100	Yes

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

1

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

3

XIV Attachments

(a) List of share holders, debenture holders

Details of Shareholder or
Debenture holder.xlsm

(b) Optional Attachment(s), if any

Form MGT-8.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

XYTEL 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

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

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

06943772

*(b) Name of the Designated Person

RAJEEV MURHAR HALLUR

Declaration

I am authorised by the Board of Directors of the Company vide resolution number* 4 dated* (DD/MM/YYYY) 29/08/2025 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*9*3*7*

***To be digitally signed by**

☐ Company Secretary ☒ Company secretary in practice

***Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

Certificate of practice number

2*9*

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:

DETAILS OF SHAREHOLDERS

Sr. No.	Type of shareholder/ debenture holder	Category of shareholder	Details of shareholder/ debenture holder	Name of shareholder/ debenture holder	Type of security held	Class of security held	Folio Number / Reference Number	DP ID- Client Id- Account Number	Nationality/ Country of incorporation	Gender	Type of Identifier	Identification No.	Occupation	Number of security held	Nominal value per security	Total amount of securities held (in INR)
1	Entity	Promoter	Body corporate (not mentioned above)	XYTEL INC USA	Equity	Equity	5		United States	Not applicabl	Other registration	20-4162583	BODY CORPORATE	218000	10	2180000.00
2	Individual	Other than promoter	Not applicable	Shankar Balasubramanian	Equity	Equity	6		India	Male	Income Tax PAN	AAIPB1884F	BUSINESS	16000	10	160000.00
3	Individual	Other than	Not applicable	Rajeev Hallur	Equity	Equity	7		India	Male	Income Tax	AAFPH5414A	BUSINESS	16000	10	160000.00

SUNIL N.ADHIYA
PRACTISING COMPANY SECRETARY
201, PALLAVI HOUSE, DR KETKAR MARG,
ERANDWANE, PUNE-411 004.
Cell: 98231-22984
email: suniladhiya@gmail.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 and books and papers of **Xytel India Private Limited** ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder 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 financial year correctly and adequately.
- B. During the financial year the Company has complied with provisions of the Act & Rules made there under in respect of the following matters:
 - 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 with the Registrar of Companies, Pune within/ beyond the prescribed time. The Company was not required to file any forms and returns with the Regional Director, Ministry of Corporate Affairs, Government of India, Tribunal, Court or other authorities.
 - 4. Calling/ convening/ holding meetings of Board of Directors, and of the meetings of the members of the company on or before the due dates as stated in the annual return, in respect of which meetings, proper notices were given and the proceedings including the circular resolutions have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been duly signed. The Company did not pass any resolutions by postal ballot.
 - 5. The Company did not close its Register of Members / Security holders.

6. The Company did not give any advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act during the financial year under review.

7. Contracts/arrangements with related parties as specified in section 188 of the Act;

8. (i) Issue, allotment and transfer of securities.

The Company did not effect any issue, allotment, transfer, transmission or buy back of securities or redemption of preference shares or debentures.

(ii) Alteration of share capital.

The Company did not effect any alteration of share capital/ conversion of shares or securities.

(iii) Issue of security certificates.

The Company was not required to issue any security certificates.

9. There were no transactions requiring the Company to keep 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. The Company paid Dividend during the financial year and complied with the provisions of the Act in this regard. The Company was not required to transfer any 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 statements 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. (i) Constitution of the Board of Directors

There were no instances of appointment or filling up casual vacancies on the Board of Directors during the financial year. Three Directors retired by rotation and were duly re-appointed in accordance with the provision of the Act in this regard.

(ii) Disclosures of the Directors.

(iii) The Company was not required to appoint a Company Secretary during the financial year.

(iv) The provisions of the Act relating to Managerial Remuneration are not applicable to the Company.

"contd"

13. (i) Appointment of auditors is continued as per the provisions of Section 139 of the Act.
- (ii) There was no casual vacancy in the office of auditor.
14. The Company was not required to obtain any approval from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The Company has not accepted or renewed any deposits
16. The Company did not borrow any amounts from its directors, members, public financial institutions, banks and others during the financial year.
17. The Company has not given any loans nor given guarantees nor provided securities to other bodies corporate or persons falling under the provisions of section 186 of the Act during the financial year. The Company has made an investment in the share capital of an Associate Company in compliance of the provisions of Section 186 of the Act.
18. The Company has not altered the provisions of its Memorandum of Association or Articles of Association during the financial year.

SUNIL N.ADHIYA
PRACTISING COMPANY SECRETARY
PEER REVIEWED PRACTICE UNIT

ACS: 10302
CP: 2295
PR: 4489/2023

Place: Pune
Date: 10th September, 2025.

UDIN: A010302G001220555