

NOTICE

Notice is hereby given that the Annual General Meeting of the members of **Teleperformance BPO Holdings Private Limited** will be held at **shorter notice** on **Friday, September 27, 2024**, at 4:30 PM at the Registered office of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West), Mumbai – 400 104, to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

Special Business:

2. **To Appoint of Mrs. Teri O'Brien (DIN: 10235471) as a Director of the Company:**

To Consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mrs. Teri O'Brien (DIN: 10235471), who was appointed as an Additional Director (Non-Executive-Professional) of the Company w.e.f. August 18, 2023 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive-Professional) of the Company.”

Registered Office:

**Teleperformance Towers,
Plot CST No. 1406 - A / 28,
Mindspace, Goregaon
(West), Mumbai – 400 104**

By Order of the Board For Teleperformance BPO Holdings Private Limited

**VINOD
MEHTA**

Digitally signed by
VINOD MEHTA
Date: 2024.09.24
18:15:20 +05'30'

Date: September 24, 2024

**Vinod Mehta
Director
DIN: 08634511**

NOTES:

- (a) The Notice is issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and the Articles of Association of the Company;
- (b) An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the meeting is annexed hereto as **Annexure A**;
- (c) The Notice of the AGM and the Annual Report for FY 2023-24 is being sent through electronic mode to those Members whose e-mail addresses are available with the Company unless a member requests for physical copy;

- (d) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith as **Annexure B**;
- (e) The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed, and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable;
- (f) Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting;
- (g) All the documents mentioned in this Notice, the explanatory statement and statutory registers are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting;
- (h) Route Map is enclosed herewith as **Annexure C**; and
- (i) As the Annual General Meeting of the Company has been called at shorter notice, Members of the Company are requested to give their consent in the prescribed format enclosed with the notice as **Annexure D** and submit the same with the Company.

Annexure A:**Explanatory Statement under Section 102 of the Companies Act, 2013 and the Rules made thereunder:****Item No. 2:**

Pursuant to the provisions of Section 161(1) of the Act, Mrs. Teri O'Brien (DIN: 10235471), who was appointed as an Additional Director w.e.f. August 18, 2023, shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Board is of the opinion that her presence on the Board is desirable and would be beneficial to the Company and hence recommends her appointment as a Director.

In terms of Secretarial Standards, the information of Mrs. Teri O'Brien (DIN: 10235471) is provided as Annexure to this Notice.

Accordingly, the Board recommends the passing of the resolution, at item No. 2 of this notice, by the Members, as an Ordinary Resolution.

Except for Mrs. Teri O'Brien (DIN: 10235471) and her relatives, no other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in Item No. 2 of the Notice.

Registered Office:

**Teleperformance Towers,
Plot CST No. 1406 - A / 28,
Mindspace, Goregaon
(West), Mumbai – 400 104**

Date: September 24, 2024

**By Order of the Board
For Teleperformance BPO Holdings Private Limited**

**VINOD
MEHTA** Digitally signed
by VINOD MEHTA
Date: 2024.09.24
18:15:46 +05'30'

**Vinod Mehta
Director
DIN: 08634511**

Annexure B:

**Form No. MGT-11
Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U72300MH1999PTC272270
Name of the Company : Teleperformance BPO Holdings Private Limited
Registered office : Teleperformance Towers, Plot CST No.1406-A/28,
 Mindspace, Goregaon - West, Mumbai – 400 104,

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/We, being the member (s) of shares of Rs./- each of [], hereby appoint

1. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him/her

2. Name:
 Address:
 E-mail Id:
 Signature:....., or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, September 27, 2024 at 4:30 P.M. at the registered office of the Company situated at Teleperformance Towers, Plot CST No.1406-A/28, Mindspace, Goregaon - West, Mumbai – 400 104, and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business:	
1 a)	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
1 b)	To receive, consider and adopt Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
Special Business:	
2.	To Appoint of Mrs. Teri O'Brien (DIN: 10235471) as a Director of the Company

Signed this day of..... 2024

Signature of shareholder

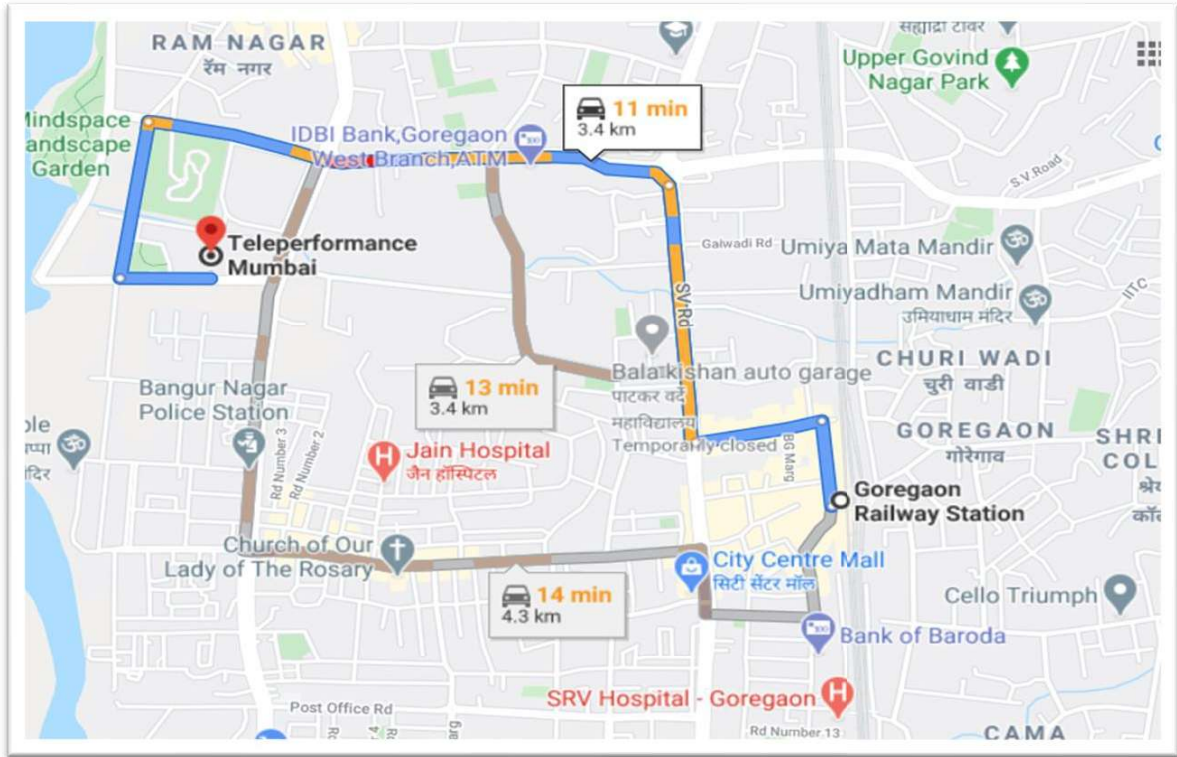
Signature of Proxy holder(s)

Affix a
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed & deposited at the Registered Office, not less than 48 hours before the commencement of the Meeting.

Annexure C:

Route Map of AGM:



Information pursuant to the Secretarial Standards:

Name of the Director	Teri O'Brien
Category	Additional Director designated as Non-Executive Director
DIN	10235471
Date of Birth	July 09, 1971
Age	53 years
Qualification	Juris Doctor (US Law Degree)
Nature of Expertise/ Experience	Appended at the end of this table
Brief Resume	Appended at the end of this table
First Appointment on the Board	August 18, 2023
Terms and Conditions of Appointment / Reappointment	As a Director
Remuneration Details	-
No. of Shares held in the Company as at March 31, 2024	-
Relationship with other Directors/Manager/KMP	Proposed Director is not related to any Director/Manager/KMP.
No. of Board Meetings attended in F.Y. 2023-24	One
Other Directorships	1. Teleperformance Global Business Private Limited – Additional Director; 2. Majorel India Private Limited – Additional Director; 3. Ramyam Intelligence Lab Private Limited – Additional Director.
Memberships /Chairmanships of committees of other companies	Nil

Brief Resume and Nature of Expertise/ Experience:

Teri O'Brien Ratto:

Teri O'Brien has over 23 years of experience in mergers and acquisitions, capital markets transactions, commercial transactions, and corporate governance and compliance matters. Before joining Teleperformance, Teri was a partner at Latham & Watkins, LLP, an international law firm with offices throughout the world.

(To be printed on the letterhead of shareholder)

Annexure D:

**Consent by Shareholder for Shorter Notice
[Pursuant to Section 101(1) of the Companies Act, 2013]**

Date: September __, 2024

To,
The Board of Directors
Teleperformance BPO Holdings Private Limited,
Teleperformance Towers, Plot CST No. 1406 – A/28,
Mindspace, Goregaon (West),
Mumbai – 400 104.

Dear Sir,

We, _____, holding _____ Equity Shares in Teleperformance BPO Holdings Private Limited ('the Company'), in our name, hereby give consent, pursuant to Section 101 (1) of the Companies Act, 2013, to hold the Annual General Meeting of the Company on Friday, September 27, 2024 at 4:30 PM at the registered office of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28 Mindspace, Goregaon (West) Mumbai – 400 104 at shorter notice.

Thanking You,

Yours faithfully,

[Name]
(_____)

Date:

Place: