

NOTICE

Notice is hereby given that an Extraordinary General Meeting (1st/2024-25) of the members of **Majorel India Private Limited** (‘the Company’) will be held at **shorter notice on Tuesday, the 14th day of May, 2024 at 12:30 P.M.** at the 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:

Special Business:

Appointment of Statutory Auditors to fill casual vacancy:

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Board of Directors, consent of the members be and is hereby accorded to appoint M/s. Price Waterhouse Chartered Accountants LLP, (having Firm Registration No 012754N/N500016), as the Statutory Auditors of the Company to fill the casual vacancy that arises due to the resignation of M/s. B S R & Co. LLP, Chartered Accountants (having Firm Registration No. 101248W/W-100022).

RESOLVED FURTHER THAT M/s. Price Waterhouse Chartered Accountants LLP be and is hereby appointed as Statutory Auditor of the Company to conduct the audit for the period ended March 31, 2024 and shall hold the office as Statutory Auditor from the conclusion of this Extra-Ordinary General Meeting till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the Board.”

Registered Office:

**215, 2nd Floor, Suneja Tower-
II District Centre, Janak Puri,
New Delhi – 110 058**

Date: May 08, 2024

**By Order of the Board
For Majorel India Private Limited**

**VINOD
MEHTA** Digitally signed
by VINOD MEHTA
Date: 2024.05.08
19:44:36 +05'30'

**Vinod Mehta
Add. Director
DIN: 08634511**

NOTES:

- The Notice is issued pursuant to the provisions of Section 101 of the Companies Act, 2013 and the Articles of Association of the Company;
- An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure A**;
- In line with the Ministry of Corporate Affairs, Government of India (“MCA”) issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated



Majorel India Private Limited

(Former Name: Bertelsmann Marketing

Services India Private Limited)

Plot No. 512-513 Udyog Vihar, Phase III

Gurugram-122016, (Haryana) India

September 25, 2023 (collectively referred to as “MCA Circulars”), and in compliance with the provision of the Companies Act, 2013, the Notice of the EGM is being sent through electronic mode;

- (d) In accordance with the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification/ Guidance on applicability of Secretarial Standards 1 and 2 issued by the ICSI, the proceedings of EGM shall be deemed to be conducted at any place within India, which shall be the deemed venue of EGM;
- (e) 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 only on a poll and the proxy (ies) need not be a member. A proxy form is attached herewith as **Annexure B**;
- (f) 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;
- (g) 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;
- (h) All the documents mentioned in this Notice, the explanatory statement etc 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;
- (i) Route Map is enclosed herewith as **Annexure C**; and
- (j) As this 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 before the date of the meeting.



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Annexure A:

Explanatory Statement under Section 102 of the Companies Act, 2013 and the Rules made thereunder:

M/s. B S R & Co. LLP, Chartered Accountants (having Firm Registration No. 101248W/W-100022), Chartered Accountants, resigned on March 4, 2024 from the post of Statutory Auditor of the company. Hence, for the audit of the accounts of the company for the FY 2023-24, the Board proposed the name of M/s. Price Waterhouse Chartered Accountants LLP, (having Firm Registration No 012754N/N500016) to be appointed as Statutory Auditor of the company, who shall hold the office from the conclusion of this Extra-Ordinary General Meeting till the conclusion of ensuing Annual General Meeting, pursuant to the provisions of Section 139 (8) of the Companies Act, 2013. The appointment of Statutory Auditors is subject to the approval of shareholders.

M/s. Price Waterhouse Chartered Accountants LLP have confirmed their eligibility and consented to act as Statutory Auditors of the Company, if appointed.

Accordingly, the Board recommends the passing of the resolution mentioned in this notice by the Members, as an Ordinary Resolution.

None of the Directors or Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested in this Resolution set out in this Notice, save and except to the extent of their nomination on the Board of Directors and their employments with the Company.

Registered Office:

**215, 2nd Floor, Suneja Tower-
II District Centre, Janak Puri,
New Delhi – 110 058**

Date: May 08, 2024

**By Order of the Board
For Majorel India Private Limited**

**VINOD
MEHTA**

Digitally signed by
VINOD MEHTA
Date: 2024.05.08
19:44:06 +05'30'

**Vinod Mehta
Add. Director
DIN: 08634511**

**Driven to
go further**

www.majorel.com

Tel: +91 124 4699555
Fax: +91 124 2567704
E-mail: info@majorel.com
CIN:- U72900DL2000PTC104902

Registered Office:
215, 2nd Floor, Suneja Tower-II,
District Centre, Janak Puri, New Delhi-110058,
Delhi, India



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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 : U72900DL2000PTC104902
Name of the Company : Majorel India Private Limited
Registered office : 215, 2nd Floor, Suneja Tower-II District Centre, Janak Puri, New Delhi – 110 058.

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 Extra-Ordinary General Meeting of the Company to be held on Tuesday, the 14th day of May, 2024 at 12:30 P.M. at the 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.	Resolution
Special Business:	
1.	Appointment of Statutory Auditors to fill casual vacancy.

Signed this day of..... 2024

Signature of shareholder

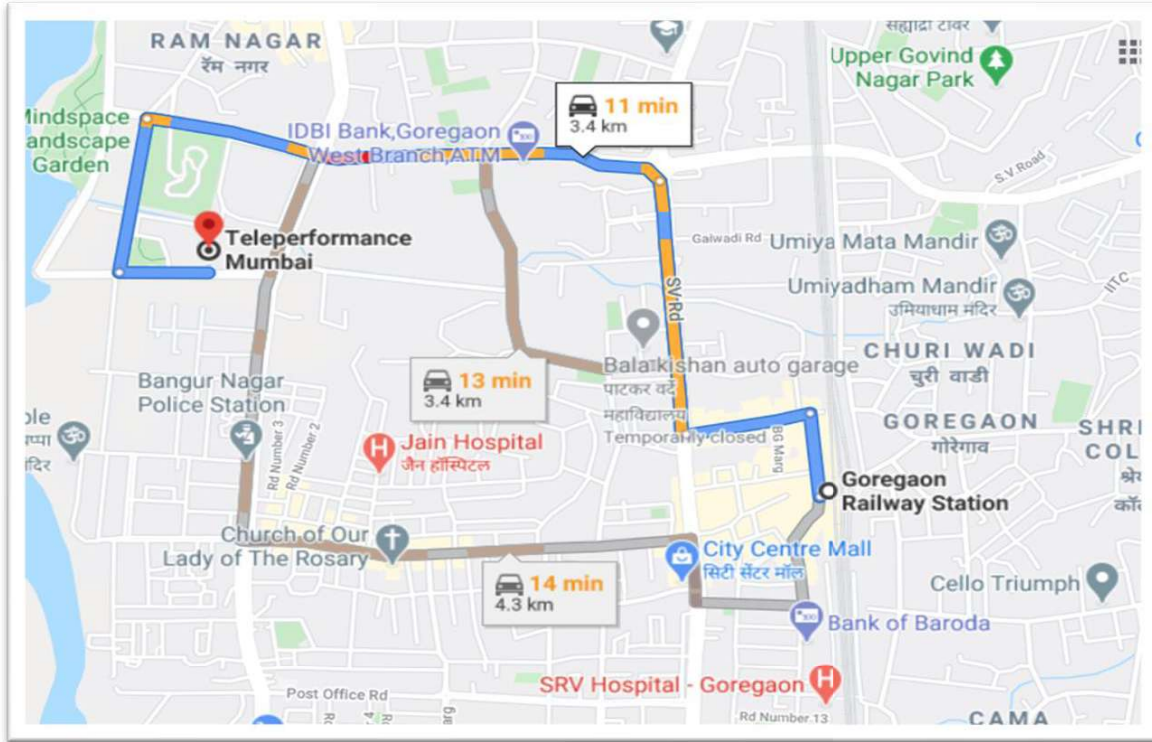
Signature of Proxy holder(s)

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 EGM:





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Annexure D:

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

Date: [•], 2024

To,
The Board of Directors
Majorel India Private Limited
215, 2nd Floor, Suneja Tower-II District Centre,
Janak Puri, New Delhi – 110 058.

Dear Sir,

We, _____, holding _____ Equity Shares in Majorel India Private Limited ('the Company'), in our name, hereby give consent, pursuant to Section 101 (1) of the Companies Act, 2013, to hold the Extra-Ordinary General Meeting of the Company on Tuesday, the 14th day of May, 2024 at 12:30 P.M. at the 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: