

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (01/2024-25) of the Members of **Teleperformance Business Services India Limited (“the Company”)** will be held at **Shorter Notice on Friday, June 14, 2024** at the **Registered Office** of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West), Mumbai – 400 104 at 9:30 a.m. to consider and transact the following business:

Special Business:

1. Conversion of Company into Private Limited Company:

To consider and, if thought fit, to pass, with or without modification the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 18 read with 13, 14 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 41 of the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), subject to approval of the Regional Director, Western Region, Mumbai, the Registrar of Companies, Maharashtra, Mumbai and such other approval as may be required, the consent of the members of the Company be and is hereby accorded to convert the Company from a Public Limited Company to a Private Limited Company and consequently the name of the Company be changed from Teleperformance Business Services India Limited to Teleperformance Business Services India Private Limited by inserting the word “Private” before word “Limited” in the name of the Company.

RESOLVED FURTHER THAT Mr. Brahmananda Sanil and/or Mrs. Sakshi Nagpal, directors of the Company and/or Mrs. Damandeep Kaur and/or Mr. Padambhushan Jogani and/or Ms. Monaz A. Anklesaria and/or Mr. Vishal Chhabra acting as Authorised Signatories be and are hereby authorized on behalf of the Company to execute all such documents, instruments and writings as may be required and to take all such steps and actions and give such directions as may in its absolute discretion deem necessary and to settle any question that may arise in this regard and shall be authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

2. Alteration of Memorandum of Association of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, subject to approval of the Regional Director, Western Region, Mumbai, the Registrar of Companies, Maharashtra at Mumbai to the conversion of the Company from a Public Limited Company to a Private Limited Company, and such other approval as may be required, the consent of the members of the Company be and is hereby accorded for substituting Clause I of the Memorandum of Association of the Company with the below new Clause:

“The Name of the Company is Teleperformance Business Services India Private Limited.”

and the name ‘Teleperformance Business Services India Limited’ wherever it appears in the Memorandum of Association of the Company be substituted with the new name ‘Teleperformance Business Services India Private Limited’.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Brahmananda Sanil and/or Mrs. Sakshi Nagpal, directors of the Company and/or Mrs.

Damandeep Kaur and/or Mr. Padambhushan Jogani and/or Ms. Monaz A. Anklesaria and/or Mr. Vishal Chhabra acting as Authorised Signatories be and are hereby severally authorised to do all acts and take all such steps as may be necessary, to give effect to the aforesaid resolution.”

3. Adoption of new set of Articles of Association of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, subject to approval of the Regional Director, Western Region, Mumbai, the Registrar of Companies, Maharashtra at Mumbai to the conversion of the Company from a Public Limited Company to a Private Limited Company, and such other approval as may be required, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association of the Company in conformity with the provisions of the Companies Act, 2013 relating to a Private Limited Company and thereby inserting the restrictive clauses as per Section 2(68) of the Companies Act, 2013.

RESOLVED FURTHER THAT new set of Article of Association as per provision of Companies Act, 2013 are primarily based on the Form of Table F of Schedule I as placed at this meeting duly initialled by the Chairman of the Meeting for the purpose of identification be and is hereby approved and adopted as new set of Article of Association in total exclusion, substitution and superseding of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Brahmananda Sanil and/or Mrs. Sakshi Nagpal, directors of the Company and/or Mrs. Damandeep Kaur and/or Mr. Padambhushan Jogani and/or Ms. Monaz A. Anklesaria and/or Mr. Vishal Chhabra acting as Authorised Signatories be and are hereby severally authorised to do all acts and take all such steps as may be necessary, to give effect to the aforesaid resolution.”

**For and on behalf of
Teleperformance Business Services India
Limited**

BRAHMANAND Digitally signed
A YESHWANT by
SANIL BRAHMANANDA
YESHWANT SANIL

**Brahmananda Sanil
Director
DIN: 09605510**

**Date: June 12, 2024
Place: Mumbai**

NOTES:

- (a) An Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto as **Annexure A**.
- (b) 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 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.
- (c) Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Extra-Ordinary General 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**.
- (d) 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;
- (e) 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.
- (f) 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, Sundays, and Public Holidays, during business hours up to the date of the Meeting;
- (g) Route Map is enclosed herewith as **Annexure C**.
- (h) As the Extra-Ordinary General Meeting of the Company has been called on a 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 physically at the registered office or electronically at vishal.chhabra@teleperformance.com (Designated Email), to conduct the Extra-Ordinary General Meeting.

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

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice and to be transacted at the Extraordinary General Meeting

Item No. 1:**Conversion of Company into Private Limited Company:**

The Resolution is recommended to the members of the Company for their approval, pursuant to the provisions of Section 13 and 14 and other applicable provisions of the Companies Act, 2013. As the members are aware that the Company was originally incorporated on November 10, 2005 as a public limited company. The Board of directors considered that since there is no involvement of public in the shareholding or management of the Company, it would be appropriate to convert the Company into the private limited company to avoid unnecessary formalities/compliances and also to avail exemptions available to the Private Limited Companies under the Companies Act, 2013 which would help the management to carry out its affairs efficiently & economically.

As per the provisions of the Companies Act, 2013, the consent of the members by way of special resolution is required for conversion of the Company to a private limited company. Accordingly, this Special Resolution is proposed to the members for their consideration and approval.

None of the Directors or Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested in this Resolution.

Item No. 2 & 3:**Alteration of Name Clause contained in the Memorandum of Association and adoption of New set of Articles of Association:**

Pursuant to Conversion of the Company to a private limited company the name of the Company will change from **“TELEPERFORMANCE BUSINESS SERVICES INDIA LIMITED”** to **“TELEPERFORMANCE BUSINESS SERVICES INDIA PRIVATE LIMITED”** resulting in amending the name clause in the Memorandum of Association of the Company.

As it is proposed to convert the Company into a Private Limited Company, it is considered expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a private limited company.

In terms of section 13 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for alteration of memorandum of association and adoption of new set of Articles of Association of the Company. Accordingly, this Special Resolution is proposed to the members for their consideration and approval.

None of the Directors or Key Managerial Persons of the Company, or their relatives, are in any way concerned or interested in this Resolution.

**For and on behalf of
Teleperformance Business Services India Limited**

BRAHMANAND Digitally signed
by
A YESHWANT
SANIL BRAHMANANDA
YESHWANT SANIL

Brahmananda Sanil**Director****DIN: 09605510****Date: June 12, 2024****Place: Mumbai****Teleperformance Business Services India Limited**

Teleperformance Towers, Plot CST No.1406-A/28, Mindspace, Goregaon - West, Mumbai - 400104, Maharashtra, India.

Tel: +91-22-66776000 | **Fax:** +91-22-66776010 | **CIN:** U72900MH2005PLC157255 | **Email:** contactus@teleperformance.com

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 : U72900MH2005PLC157255
Name of the Company : Teleperformance Business Services India Limited
Registered office : Teleperformance Towers, Plot CST No. 1406 - A / 28
Mindspace, Goregaon (West) Mumbai Maharashtra – 400
104

Name of the member (s):	
Registered address:	
E-mail Id:	
Share Certificate Number:	

I/We, being the member (s) of shares of Rs. 10/- each of the above named company hereby appoint:

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

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 (EGM) of the Company, to be held on Friday, June 14, 2024 at Teleperformance Towers, Plot CST No. 1406 - A / 28 Mindspace, Goregaon (West) Mumbai Maharashtra - 400104 India at 9:30am and at any adjournment thereof in respect of such resolution, as are indicated below:

Sr No.	Resolution
Special Business	
1.	Conversion of Company into Private Limited Company – Special Resolution
2.	Alteration of Memorandum of Association – Special Resolution
3.	Adoption of new set of Articles of Association – Special Resolution

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 and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

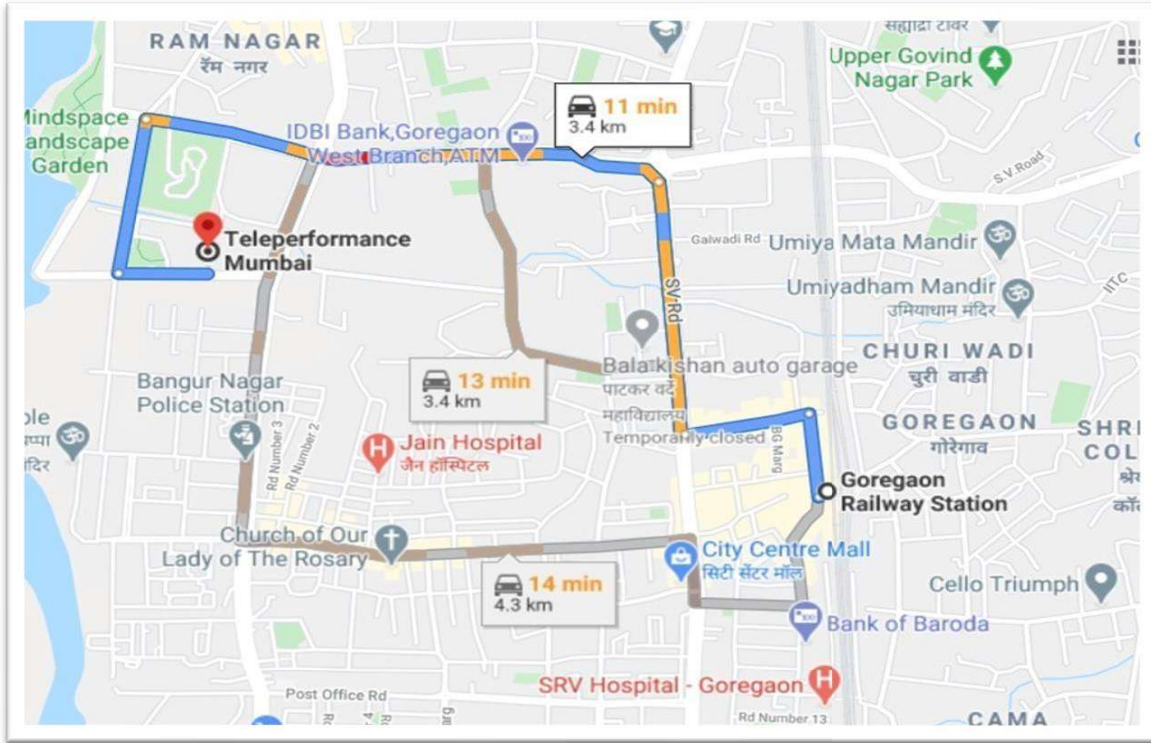
Teleperformance Business Services India Limited

Teleperformance Towers, Plot CST No.1406-A/28, Mindspace, Goregaon - West, Mumbai - 400104, Maharashtra, India.

Tel: +91-22-66776000 | **Fax:** +91-22-66776010 | **CIN:** U72900MH2005PLC157255 | **Email:** contactus@teleperformance.com

Annexure C

ROUTE MAP



Annexure D

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

To,
The Board of Directors,
Teleperformance Business Services India Limited
Registered office: Teleperformance Towers,
Plot CST No. 1406 - A / 28 Mindspace,
Goregaon (West) Mumbai – 400 104.

Dear Sir/Ma'am,

We, _____, the shareholder of Teleperformance Business Services India Limited (“the Company”) holding _____ equity shares, do hereby give consent pursuant to Section 101(1) of the Indian Companies Act, 2013, to hold the Extra-Ordinary General Meeting on Friday, June 14, 2024 at the registered office of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28 Mindspace, Goregaon (West) Mumbai – 400 104 at 9:30am at shorter notice to consider the business as detailed in the notice of Extra-Ordinary General Meeting.

Thanking You,

Yours faithfully,

[Name]
(_____)

Date:
Place: