



## NOTICE

Notice is hereby given that **Twelfth Annual General Meeting** of the Members of **Teleperformance Foundation India** (the Company) will be held on **Wednesday, July 30, 2025**, at **03:00 p.m.** at the Registered Office of the Company situated at Teleperformance Towers, Plot CST No. 1406-A/28, Mindspace, Goregaon (W), Mumbai – 400 104 to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon;

### Special Business:

2. Conversion of Teleperformance Foundation India ("TFI") into a Private Limited Company:

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

**"RESOLVED THAT** pursuant to the provisions of Section 8 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereon) and subject to sanction of Regional Director and prior approval of the shareholders in general meeting, the consent of the Board be and is hereby accorded for conversion of Teleperformance Foundation India into a Private Limited Company.

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to change of name from TELEPERFORMANCE FOUNDATION INDIA to TELEPERFORMANCE BUSINESS PRIVATE LIMITED or TELEPERFORMANCE GLOBAL PRIVATE LIMITED or TELEPERFORMANCE SERVICES PRIVATE LIMITED or such other name as approved by the statutory authority, and issue of fresh certificate of incorporation consequent upon aforesaid conversion, and necessary consequential changes be carried out in the Memorandum and Articles of Association of the Company wherever deemed necessary.

**RESOLVED FURTHER THAT** consent of the Board be and is hereby accorded to apply before the Commissioner of Income Tax (Exemptions) for voluntary surrender of registration granted under section 12AA and 80G of the Income Tax Act, 1961 and surrender of NGO Darpan registration granted by NITI Aayog.

**RESOLVED FURTHER THAT** Ainesh Jethwa & Associates, Company Secretary in Practice, having Membership No. 27990 and Certificate of Practice No. 19650, be and is hereby appointed to issue necessary certificate of compliance.

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Teleperformance Foundation India

Reg. Office: Teleperformance Towers, Plot CST No.1406-A/28, Mindspace, Goregaon- West, Mumbai – 400 104, Maharashtra, India  
Tel: +91-22-66776210 | Fax: +91-22-66778210 | CIN: U85300MH2013NPL249834 | Email: [contactus@teleperformance.com](mailto:contactus@teleperformance.com)





**RESOLVED FURTHER THAT** any Director 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 of the foundation, be and are hereby severally authorised to take all necessary steps and do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, expedient, usual or proper, in the best interest of the Company including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to this resolution, or to any modification thereof, and as the Board may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the members or otherwise, (including but not limited to):

1. To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, objections, notices and writings whatsoever as may be usual, necessary, proper or expedite and all type of documents, affidavits and applications in relation to the matter aforesaid.
2. To produce all documents or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising thereat;
3. To make, prepare and submit any applications, affidavits and file forms/e-forms, before the Central Government, Register of Companies, Mumbai, Income Tax Department, NITI Aayog, the Charity Commissioner, the Chief Secretary of State and all relevant authorities and respond to the appropriate authorities;
4. To file applications and affidavits and other legal documents as may be required for conversion of section 8 company to private limited company, removal of name of the Company, surrender of 12AA and 80G registration of the foundation and surrendering of NGO Darpan registration.
5. To make advertisements in INC-19 as per rule 22 of the Companies (Incorporation) rules.
6. To engage advocates, counsels and any other consultants, advisors, declare and file all pleadings, reports, and sign and issue public advertisements and notices in connection with the matters aforesaid.
7. To make any alteration / changes, modification or amendments in the application as may be expedient or necessary, including any alteration, modification or amendment required to be made for complying with the requirements or conditions imposed by the Registrar of Companies, Mumbai, Regional Director and any other appropriate authorities, if any.
8. To comply with all the necessary formalities, compliances and disclosures in this regard and to file necessary forms, applications or documents with the Registrar of Companies, Mumbai, Regional Director, Income Tax Department, NITI Aayog and other statutory authorities, wherever required.

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**RESOLVED FURTHER THAT** the Common Seal of the Company, if any be affixed on such, undertakings, documents, declarations, etc., as may be required to give effect of the conversion, (including on any modifications or amendments or alterations thereto as may be required from time to time).

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorised to certify a copy of this resolution and furnish to all as may be necessary.”

**Registered Office:**

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

**Date: July 09, 2025**

**By Order of the Board  
For Teleperformance Foundation India**



**Brahmananda Sanil  
Director  
DIN: 09605510**



**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 EGM 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 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) All the documents mentioned in this Notice and the explanatory statement 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.
- (g) Route Map is enclosed herewith as **Annexure C**.

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## **Annexure A**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.: 2**

Teleperformance Foundation India (TFI) is a company limited by Guarantee, not having Share Capital, and operating as a not-for-profit organisation. It was incorporated on 6<sup>th</sup> November 2013. TFI is engaged in undertaking the work towards betterment of children, health and environment, and also undertaking the task of Social, Economic and Educational upliftment of the backward and the poor sections of society.

The objects for which TFI was established are as under:

1. To work towards betterment of children, health and environment by providing medical and welfare facilities alongwith financial and other aids and amenities to children, disabled and infirm persons, destitutes, orphans and old age homes, and also to undertake the task of Social, Economic and Educational upliftment of the backward and the poor sections of society.
2. To improve the lives of those affected by leprosy and their families across India and to provide funds for reconstructive surgeries, physiotherapy services and educational support to the victims of leprosy and also to include vocational and community-based programs to enhance the economic opportunities of sufferers of leprosy and their families.
3. To aid and fund primary schools for imparting education to the unprivileged children.

Reason for conversion of TFI into a private limited company is that the management, after due consideration of the current and future activities, has realised that its initial goals of carrying out charitable activities are no longer achievable and hence the Board of Directors decides to voluntarily wind-off TFI via strike-off. In line with this decision and the applicable regulatory framework in place, TFI propose to surrender all charitable licenses, registrations, and other associated approvals, and undergo conversion into a private limited company. Following this TFI will initiate the process of striking off its name from the records of the Registrar of Companies.

The principal objects of the proposed company after the revocation of license as per provisions u/s 8(4)(ii) of the Companies Act, 2013 are as follows:

1. To carry on the business of data processing and analysis including assimilation, sorting, processing and communication of data and graphs development of computer systems, software development, internet development and commerce, data preparation and verification, data transmission and computation for the computer and communication industry encompassing digital, analogue and graphic processes and any other such medium and processes as may evolve and to deal in all the areas relating to information technology.
2. To research, invent, develop, design, engineer, buy, sell, lease, exchange, alter, hire, repair, manipulate, market, import, export, overhaul and to act as consultants, in and with devices, equipments appliances, softwares, gadgets, computers, data processing machines or any other equipment and materials of every kind and description useful in connection with foregoing business.

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3. To licence or otherwise authorise others to engage in the foregoing and to engage in general research and development in areas relating to or involving foregoing.

The alteration is being proposed in view of the company's conversion from a Section 8 company to a private limited company, which necessitates a shift from non-profit objectives to commercial business activities.

The conversion shall be effected in pursuance to the provisions of Section 8 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 21, 22 and 23 of Companies (Incorporation) Rules, 2014 (including any amendments thereto or re-enactment thereof) and subject to sanction of Regional Director. Approval of the shareholders for conversion is required and hence the said resolution is proposed to be passed as a Special Resolution.

The name of the Company also would be required to be changed from TELEPERFORMANCE FOUNDATION INDIA to TELEPERFORMANCE BUSINESS PRIVATE LIMITED, or TELEPERFORMANCE GLOBAL PRIVATE LIMITED or TELEPERFORMANCE SERVICES PRIVATE LIMITED or such other name as approved by the statutory authority and on issue of fresh certificate of incorporation consequent upon aforesaid conversion, and necessary consequential changes be carried out in the Memorandum and Articles of Association of the Company wherever deemed necessary.

TFI being a Section 8 company, had availed certain tax-related benefits under the Income Tax Act, 1961.

Apart from above, no other privileges including approvals for receiving foreign contributions, acquisition of land or immovable property at concessional rates, or donations/bequests with conditions attached were availed by the company.

The said conversion will not affect the rights or interests of any stakeholders adversely.

The above proposal is in the interest of the Company, and the Board recommends this Special Resolution as set forth in the Notice for approval by the Members of the Company.

Save and except as provided above, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said Resolution except to the extent of their shareholding in the Company, if any.

**For and on behalf of  
For Teleperformance Foundation India**



**Brahmananda Sanil**  
**Director**  
**DIN: 09605510**  
**Place: Teleperformance Towers,**  
**Plot CST No. 1406-A/28, Mindspace,**  
**Goregaon(W), Mumbai - 400 104**

**Date: July 09, 2025**

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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** : U85300MH2013NPL249834  
**Name of the Company** : Teleperformance Foundation India  
**Registered office** : Teleperformance Towers, Plot CST No. 1406-A/28, Mindspace, Goregaon - West, Mumbai - 400 104.

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

I/We, being the member (s), hereby appoint

- Name:  
Address:  
E-mail Id:  
Signature:.....,

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 Wednesday, July 20, 2025 at 03:00 pm 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:

<b>Sr. No.</b>	<b>Resolutions</b>
<b>Ordinary Business:</b>	
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
<b>Special Business:</b>	
2.	Conversion of Teleperformance Foundation India ("TFI") into a Private Limited Company.

Signed this ..... day of..... 2025

Signature of shareholder



Signature of Proxy holder(s)

**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.**





## Annexure C

### Route Map of AGM



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