



NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that (01/2024-25) the Extra-Ordinary General Meeting (EGM) of the members of the **Teleperformance BPO Holdings Private Limited** ("the Company") will be held on **Friday, March 21, 2025** at the Registered office of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28 Mindspace, Goregaon (West), Mumbai – 400 104, at 3:00 p.m. to transact the following business:

Special business:

Item No.: 1

Approving Investments, give Loans, Guarantees, and Security under Section 186 of the Companies Act, 2013:

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 186(3) of the Companies Act, 2013 (“Act”), read with the rules thereunder, and other applicable provisions of the Act, if any (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and subject to all such consents, sanctions and approvals as may be necessary in that regard, consent of the Members of the Company be and is hereby accorded to the Company to: (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any person or other body corporate; and (iii) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, as the Board of Directors in their absolute discretion deem beneficial and in the interest of the Company, on such terms and conditions and with or without security, for an amount not exceeding INR 1,000 Crores, (Rupees One Thousand Crores Only) notwithstanding that such investments, loans, and guarantees and security to be given or provided are in excess of the limits prescribed under Section 186 (2) of the Act.

RESOLVED FURTHER THAT the Board of Directors is authorized to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for loan to be given and/or investment to be made and/or guarantees to be given and/or securities to be provided to any person and/or any body corporate, to do all such acts deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to a Director or any other person.

RESOLVED FURTHER THAT the Board be and is/are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings, as may be necessary, expedient or incidental for giving effect to the above Resolution.”

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Teleperformance BPO Holdings Private Limited

Teleperformance Towers, Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West), Mumbai MH 400104 IN

Tel: +91-22-66776000 | Fax: +91-22-66776010 | CIN: U72300MH1999PTC272270 | Email: contactus@teleperformance.com



Item No.: 2

Approving Advancement of any Loan / Financial Assistance /give Guarantee/provide Security under section 185 of the Companies Act, 2013 in which Directors are Interested:

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 185 of the Companies Act, 2013 (“Act”), read with the rules thereunder, and other applicable provisions of the Act, if any (including any statutory modifications, amendments or re-enactments thereto for the time being in force) and subject to all such consents, sanctions and approvals as may be necessary in that regard, consent of the Members of the Company be and is hereby accorded to the Board to advance any loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan or financial assistance taken/to be taken/availed/to be availed by a Director or by any person in whom any of the director of the company is interested including and not restricted to an entity, which is a holding/affiliate/ associate/subsidiary/Group entity of the Company or any other entity/person specified under section 185 of the Act and more specifically to such other entity/person as the Board of Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company, for an aggregate amount not exceeding INR 1000 Crores (Rupees One thousand Crores Only).

RESOLVED FURTHER THAT the abovementioned Loan and/or financial assistance and/or guarantee(s) and/or security(ies) shall only be utilised by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT the Board be and is/are hereby authorized to do such acts, deeds, things and execute all such documents, undertakings, as may be necessary, expedient or incidental for giving effect to the above Resolution.”

**For and on behalf of
For Teleperformance BPO Holdings Private Limited**

**VINOD
MEHTA** Digitally signed by
VINOD MEHTA
Date: 2025.03.19
19:56:06 +05'30'

**Vinod Mehta
Director
DIN: 08634511**

Date: March 19, 2025

Place: Gurugram

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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) 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) 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 with the Company; and
- (i) All relevant documents are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays & Sundays, during business hours up to the date of the Meeting.

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Annexure A

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

Item No.: 1

In terms of the provisions of Section 186 of the Companies Act, 2013 (“**Act**”) and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of a special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

In view of the aforesaid, the Company may be required from time to time to make investment or to give loan or to extend guarantee/security in connection with loan taken by affiliate/associate/subsidiary/Group entity of the Company or any other body corporate. Hence, consent of the Members is being sought by way of a special resolution to make investment or to give loan/guarantee or provide security to other body corporate upto INR 1,000 Crores, in excess of limits specified under Section 186 of the Companies Act, 2013, as set out at the Notice.

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

None of the directors or key management personnel or any of their relatives is in any way concerned or interested in the resolution except to the extent investments may be made in the concerns in which they are interested or loans and guarantees given to them or concerns in which they are interested or securities provided to them or concerns in which they are interested, subject to the provisions of Section 185 of the Companies Act, 2013.

Item No.: 2

The Company in the normal course of business may seek to grant loan, give guarantee and/or provide security to a Director or by any person in whom any of the director of the Company is interested including and not restricted to an entity, which is a holding/affiliate/ associate/subsidiary/Group entity of the Company or any other entity/person specified under section 185 of the Act.

Section 185 of the Companies Act, 2013, prohibits granting of loans to any person in whom any of the directors of the Company is interested without obtaining the approval of its members by way of a special resolution. Hence, it is proposed to obtain approval of the Members by way of Special Resolution under Section 185 of the Companies Act for lending and/or giving guarantee and/or providing security up to a limit of INR 1000 Crores to companies in which director of the Company is or may be interested in the future.

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The Members may note that the Board of Directors thereof would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

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 BPO Holdings Private Limited**

VINOD
MEHTA

Digitally signed by
VINOD MEHTA
Date: 2025.03.19
19:58:30 +05'30'

**Vinod Mehta
Director
DIN: 08634511**

Date: March 19, 2025

Place: Gurugram



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 – 400104.

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:

- Name:
Address:
E-mail Id:
Signature:....., or failing him
- 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 Extraordinary General Meeting of the Company, to be held on Friday, March 21, 2025 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
1.	Approving Investments, give Loans, Guarantees, and Security under Section 186 of the Companies Act, 2013 – Special Resolution
2.	Approving Advancement of any Loan / Financial Assistance /give Guarantee/provide Security under section 185 of the Companies Act, 2013 in which Directors are Interested – Special Resolution

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

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

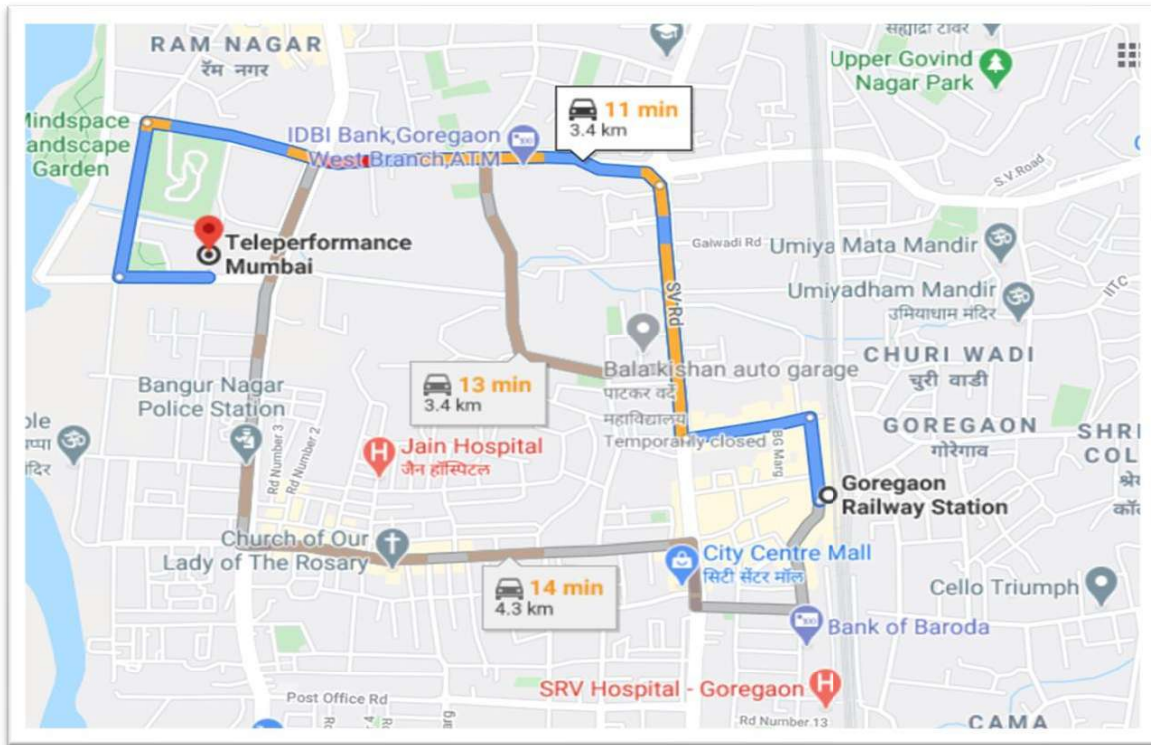
Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

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Annexure C:

Route Map of EGM:



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Annexure D

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

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

Dear Sir/Ma'am,

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 Indian Companies Act, 2013, to hold the Extra Ordinary General Meeting of the Company on Friday, March 21, 2025 at 3:00 pm (I.S.T.) 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.

[Name]
(_____)

Date:
Place: