

## **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 **Majorel India Private Limited** ("the Company") will be held on **Wednesday, October 09, 2024** at the Corporate office of the Company situated at Teleperformance Towers, Plot CST No. 1406 - A / 28 Mindspace, Goregaon (West), Mumbai – 400 104, Maharashtra, India at 12:00 Noon to transact the following business:

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### **Special business:**

### **Shifting of Registered Office of the Company from “National Capital Territory of Delhi” to “State of Maharashtra”:**

**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 12, 13 (4) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to approval of the Regional Director, Northern Region, New Delhi, and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from 215, 2nd Floor, Suneja Tower-II District Centre, Janak Puri, New Delhi –110058, Delhi, India located in the State of National Capital Territory of Delhi to Teleperformance Towers, Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West), Mumbai – 400 104, Maharashtra, India, located within the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai AND THAT existing Clause II of the Memorandum of Association of the Company be and is hereby altered by substituting the same with the following clause:

*II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.*

**RESOLVED FURTHER THAT** upon confirmation by the Regional Director, Northern Region, the registered office of the Company be shifted from the State of National Capital Territory of Delhi to the State of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai.

**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 be and are hereby severally authorized to take all necessary steps for the proposed shifting of Registered office of the Company and to make any modifications, changes, variations, alterations or

**Majorel India Private Limited**

**Reg. Office:** 215, 2nd Floor, Suneja Tower-II, District Centre, Janak Puri, New Delhi, Delhi – 110 058 IN

**Tel:** +91-124-4699555 | **Fax:** +91-124-2567704 | **CIN:** U72900DL2000PTC104902 | **Email:** [contactus@teleperformance.com](mailto:contactus@teleperformance.com)

revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint authorize representatives/counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, to appear for and represent the Company and to obtain orders for shifting of registered office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** Mr. Daxesh Shah of Mumbai, Authorised representative, be and is hereby authorized to appear and represent the Company before the office of the Regional Director, Northern Region, Delhi, office of the Registrar of Companies, Delhi and other statutory authorities and Government officials in the matter of the application / petition to be filed with the Regional Director, Northern Region, New Delhi for its approval to the proposed alteration of the situation clause of the Memorandum of Association and be and is hereby authorized to make such statements, furnish such information and do such things as may be necessary in relation to the said application/petition.

**RESOLVED FURTHER THAT** any one of the Directors of the Company, is hereby authorised to sign a copy of the above resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

**For and behalf of Board of Directors of  
For Majorel India Private Limited**

BRAHMANAND  
A YESHWANT  
SANIL

Digitally signed by  
BRAHMANANDA  
YESHWANT SANIL  
Date: 2024.10.04 15:52:10  
+05'30'

**Brahmananda Sanil**  
**Director**  
**DIN: 09605510**

**Place: Mumbai**  
**Date: October 4, 2024**

**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.

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

The Registered Office of your Company is presently situated in National Capital Territory of Delhi. The Company undertakes all its activities from National Capital Territory of Delhi and thus with a view to carry on the business more efficiently and effectively, it is proposed by the Board of Directors at their meeting held October 03, 2024 on to shift the registered office of the Company from 215, 2nd Floor, Suneja Tower-II District Centre, Janak Puri, New Delhi –110 058, Delhi, India, located within the National Capital Territory of Delhi to Teleperformance Towers, Plot CST No. 1406 - A / 28, Mindspace, Goregaon (West), Mumbai, Maharashtra – 400 104, India located within the State of Maharashtra, subject to approval of Members and Regional Director, Northern Region, New Delhi. The proposed shifting would also enable the Company to attain uniformity in the operations of business with the Group Companies and thereby achieving greater alliance with them.

In terms of the provisions of Section 12 and 13(4) of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association requires the approval of Members by way of Special Resolution and Regional Director, Northern Region, New Delhi.

Accordingly, the Board recommends the passing of the resolution, by the Members, as set-out in the Notice as Special Resolution.

A copy of the Memorandum of Association of the Company together with the proposed alterations is annexed and would be available for inspection by the members at the Registered Office of the Company during normal business hours.

Following are the additional disclosures under section 102 of the Companies Act, 2013:

<b>Particular</b>	<b>Remarks</b>
i) To specify the nature of the concern or interest financial or otherwise of every director and the manager and of all other key managerial personnel and relatives of the said persons.	None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned, interested, financially or otherwise, in the aforesaid resolution.
ii) To specify any other information and facts that may enable the members to understand the meaning scope and implications of the items of business and to take a decision thereon.	As detailed above.
iii) Where any item of Special Business to be transacted at the meeting relates to	Not Applicable

<b>Particular</b>	<b>Remarks</b>
<p>or affects any other Company, the extent of shareholding interest in that other Company of every promoter director, manager and of every other key managerial personnel of the first mentioned Company also to be set out in explanatory statement if such shareholding is not less than two percent of the paid-up share capital of that Company.</p> <p>iv) Where any document is referred to any Business to be transacted at the meeting, specification of time and place for inspection of such document.</p>	<p>All relevant documents are available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays &amp; Sundays, during business hours up to the date of the Meeting.</p>

**For and behalf of Board of Directors of  
For Majorel India Private Limited**

**BRAHMANAND**  
**A YESHWANT**  
**SANIL**

Digitally signed by  
BRAHMANANDA  
YESHWANT SANIL  
Date: 2024.10.04 15:52:36  
+05'30'

**Brahmananda Sanil**  
**Director**  
**DIN: 09605510**

**Place: Mumbai**  
**Date: October 4, 2024**

**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, 2<sup>nd</sup> Floor, Suneja Tower-II District Centre, Janak Puri, New Delhi, - 110058.

<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) of ..... Shares of Rs. ..../- each of [ ], 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 Extraordinary General Meeting of the company, to be held on Wednesday, October 09, 2024 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>Resolution</b>
1.	Shifting of Registered Office of the Company from “National Capital Territory of Delhi” to “State of Maharashtra” – Special Resolution

Signed this..... day of..... 2024

**Signature of shareholder** .....

Affix Revenue Stamp
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**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.*

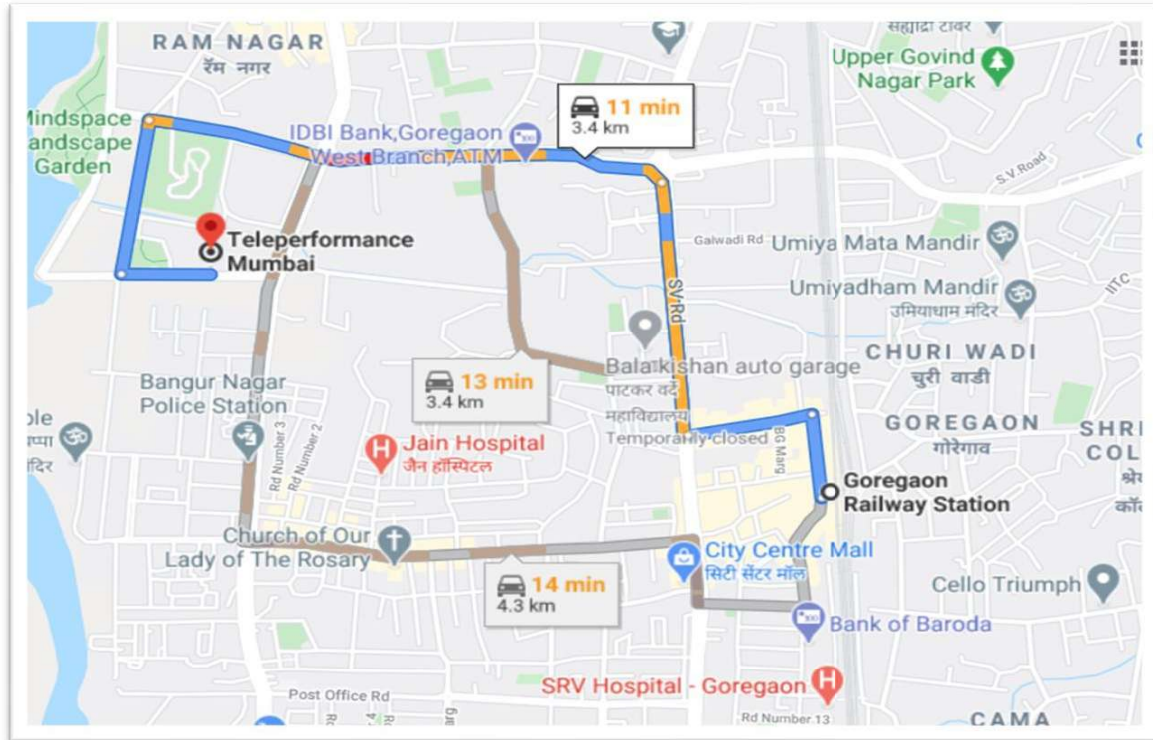
**Majorel India Private Limited**

**Reg. Office:** 215, 2nd Floor, Suneja Tower-II, District Centre, Janak Puri, New Delhi, Delhi – 110 058 IN

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**Annexure C:**

**Route Map of EGM:**



**Annexure D**

**Consent of Shareholder for Short Notice**

[Pursuant to Section 101(1) of Companies Act, 2013]

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

Dear Sir/Ma'am,

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 Wednesday, October 09, 2024 at 12:00 Noon at Corporate 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: