

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of **Majorel India Private Limited** will be held at **shorter notice** on **Friday, September 27, 2024** at 12:00 noon at the Corporate office of the Company situated at Plot No. 512 & 513, Udyog Vihar, Phase III, Gurugram – 122 016 to transact the following business:

Ordinary Business:

1. **To receive, consider and adopt:**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

2. **To Appoint Statutory Auditors of the Company:**

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 and 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, M/s. Price Waterhouse Chartered Accountants LLP, (having Firm Registration No 012754N/N500016), be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) years from the financial year 2024-25 till 2028-29 i.e. from the conclusion of this Annual General Meeting till the conclusion of Sixth consecutive Annual General Meeting of the company to be held in the year 2029, on such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company in consultation with the M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants.”

Special Business:

3. **To Appoint Mrs. Teri O'Brien (DIN: 10235471) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mrs. Teri O'Brien (DIN: 10235471), who was appointed as an Additional Director (Non-Executive-Professional) of the Company w.e.f. January 25, 2024 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive-Professional) of the Company.”

4. **To Appoint Mr. Vinod Mehta (DIN: 08634511) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mr. Vinod Mehta (DIN: 08634511), who was appointed as an Additional Director (Non-Executive-Professional) of the Company w.e.f. January 25, 2024 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), including any

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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statutory modification(s) or re-enactment(s) thereof for the time being in force and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive-Professional) of the Company.”

5. **To Appoint Mr. Brahmananda Sanil (DIN: 09605510) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mr. Brahmananda Sanil (DIN: 09605510), who was appointed as an Additional Director (Non-Executive-Professional) of the Company w.e.f. January 25, 2024 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive-Professional) of the Company.”

6. **To Appoint Mr. M V Prasanth (DIN: 10471992) as a Director of the Company:**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mr. M V Prasanth (DIN: 10471992), who was appointed as an Additional Director (Non-Executive-Professional) of the Company w.e.f. January 25, 2024 and who holds the office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive-Professional) of the Company.”

7. **To Adopt New Set of Memorandum Of Association of the Company in accordance with Companies Act, 2013:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), 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, approval of the members is hereby accorded to alter the memorandum of association of the Company in order to align the same with Table A of the Schedule I of the Companies Act, 2013 by substituting the existing Memorandum of Association (“MOA”) of the Company with a new set of MOA as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company and/or Mr. Brahmananda Sanil, Authorised Signatory and/or Mrs. Damandeep Kaur, Authorised Signatory and/or Mr. Padambhushan Jogani, Authorised Signatory and/or Ms. Monaz A. Anklesaria, Authorised Signatory and/or Mr. Vishal Chhabra, Authorised Signatory or any officer of the Company designated by them, jointly and severally, be and are hereby authorized to appoint counsels / consultant and advisors and to file necessary applications, forms, returns, reply, and necessary details / documents and represent the Company before the Office of the Registrar of Companies, Mumbai.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any of the Directors of the Company and/or Mr. Brahmananda Sanil, Authorised Signatory and/or Mrs. Damandeep Kaur, Authorised Signatory and/or Mr. Padambhushan Jogani,

Authorised Signatory and/or Ms. Monaz A. Anklesaria, Authorised Signatory and/or Mr. Vishal Chhabra, Authorised Signatory or any officer of the Company designated by them, be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable, incidental and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt and take all other steps which may be incidental, consequential, relevant or ancillary in this connection.

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

Registered Office:

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

Date: September 24, 2024

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

BRAHMANAN
DA YESHWANT
SANIL

Digitally signed by
BRAHMANANDA
YESHWANT SANIL
Adobe Acrobat
version:
2024.002.20991

**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 AGM and the Annual Report for FY 2023-24 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/herself 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) All the documents mentioned in this Notice, the explanatory statement and statutory registers 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;
- (h) Route Map is enclosed herewith as **Annexure C**; and

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- (i) As the Annual 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.

Annexure A:**Explanatory Statement under Section 102 of the Companies Act, 2013 and the Rules made thereunder:****Item No. 3:**

Pursuant to the provisions of Section 161(1) of the Act, Mrs. Teri O'Brien (DIN: 10235471), who was appointed as an Additional Director w.e.f. January 25, 2024, shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Board is of the opinion that her presence on the Board is desirable and would be beneficial to the Company and hence recommends her appointment as a Director.

In terms of Secretarial Standards, the information of Mrs. Teri O'Brien (DIN: 10235471) is provided as Annexure to this Notice.

Accordingly, the Board recommends the passing of the resolution, at item No. 3 of this notice, by the Members, as an Ordinary Resolution.

Except for Mrs. Teri O'Brien (DIN: 10235471) and her relatives, no other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in Item No. 3 of the Notice.

Item No. 4:

Pursuant to the provisions of Section 161(1) of the Act, Mr. Vinod Mehta (DIN: 08634511), who was appointed as an Additional Director w.e.f. January 25, 2024, shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Board is of the opinion that his presence on the Board is desirable and would be beneficial to the Company and hence recommends his appointment as a Director.

In terms of Secretarial Standards, the information of Mr. Vinod Mehta (DIN: 08634511) is provided as Annexure to this Notice.

Accordingly, the Board recommends the passing of the resolution, at item No. 4 of this notice, by the Members, as an Ordinary Resolution.

Except for Mr. Vinod Mehta (DIN: 08634511) and his relatives, no other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in Item No. 4 of the Notice.

Item No. 5:

Pursuant to the provisions of Section 161(1) of the Act, Mr. Brahmananda Sanil (DIN: 09605510), who was appointed as an Additional Director w.e.f. January 25, 2024, shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Board is of the opinion that his presence on the Board is desirable and would be beneficial to the Company and hence recommends his appointment as a Director.

In terms of Secretarial Standards, the information of Mr. Brahmananda Sanil (DIN: 09605510) is provided as Annexure to this Notice.

Accordingly, the Board recommends the passing of the resolution, at item No. 5 of this notice, by the Members, as an Ordinary Resolution.

Except for Mr. Brahmananda Sanil (DIN: 09605510) and his relatives, no other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in Item No. 5 of the Notice.

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

Item No. 6:

Pursuant to the provisions of Section 161(1) of the Act, Mr. M V Prasanth (DIN: 10471992), who was appointed as an Additional Director w.e.f. January 25, 2024, shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as a Director. The Board is of the opinion that his presence on the Board is desirable and would be beneficial to the Company and hence recommends his appointment as a Director.

In terms of Secretarial Standards, the information of Mr. M V Prasanth (DIN: 10471992) is provided as Annexure to this Notice.

Accordingly, the Board recommends the passing of the resolution, at item No. 6 of this notice, by the Members, as an Ordinary Resolution.

Except for Mr. M V Prasanth (DIN: 10471992) and his relatives, no other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in Item No. 6 of the Notice.

Item No. 7:

The existing Memorandum of Association (‘MOA’) is based on erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring to align with Table A of the Schedule I of the Companies Act, 2013.

The draft of the new set of Memorandum proposed for approval is available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

Pursuant to the provision of Section 4, 13 of the Companies Act, 2013 it requires approval of the Members of the Company by passing Special Resolution to approve and adopt new set of memorandum of association of the Company.

Therefore, your Directors recommend this Resolution as set out in the Notice for your approval.

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 set out in the 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, Delhi – 110 058**

Date: September 24, 2024

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

BRAHMANAND
A YESHWANT
SANIL
Digitally signed by BRAHMANANDA
YESHWANT SANIL
Adobe Acrobat version: 2024.002.20991

**Brahmananda Sanil
Director
DIN: 09605510**

Majorel India Private Limited

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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, Delhi, India, 110058

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:.....,

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 Friday, September 27, 2024 at 12:00 Noon at the Corporate office of the Company situated at Plot No. 512 & 513, Udyog Vihar, Phase III, Gurugram – 122 016, and at any adjournment thereof in respect of such Resolutions as are indicated below:

Sr. No.	Resolutions
Ordinary Business:	
1 a)	To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.
1 b)	To receive, consider and adopt Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.
2	To Appoint Statutory Auditors of the Company
Special Business:	
3	To Appoint Mrs. Teri O'Brien (DIN: 10235471) as a Director of the Company
4	To Appoint Mr. Vinod Mehta (DIN: 08634511) as a Director of the Company.
5	To Appoint Mr. Brahmananda Sanil (DIN: 09605510) as a Director of the Company.
6	To Appoint Mr. M V Prasanth (DIN: 10471992) as a Director of the Company.
7	To Adopt New Set of Memorandum Of Association of the Company in accordance with Companies Act, 2013 – 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 & deposited at the Registered Office, not less than 48 hours before the commencement of the Meeting.

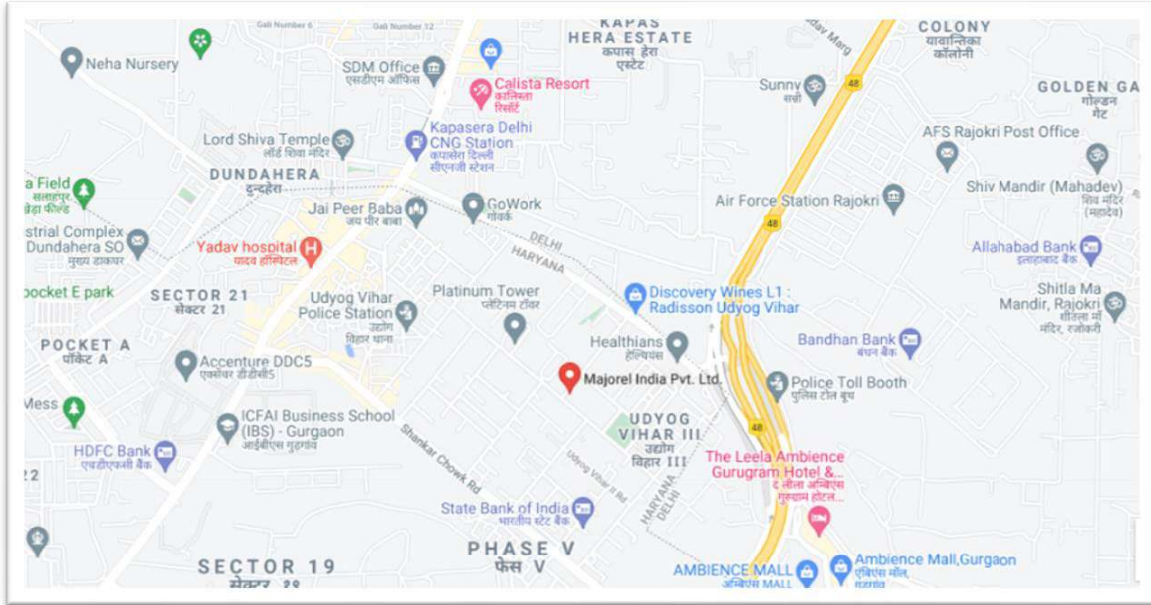
Majorel India Private Limited

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Annexure C:

Route Map of AGM:



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Information pursuant to the Secretarial Standards:

Name of the Director	Teri O'Brien	Vinod Mehta
Category	Additional Director designated as Non-Executive Director	Additional Director designated as Non-Executive Director
DIN	10235471	08634511
Date of Birth	July 09, 1971	May 13, 1975
Age	53 years	49 years
Qualification	Juris Doctor (US Law Degree)	MBA Human Resources and LLB (Bachelor in Law)
Nature of Expertise/ Experience	Appended at the end of this table	Appended at the end of this table
Brief Resume	Appended at the end of this table	Appended at the end of this table
First Appointment on the Board	January 25, 2024	January 25, 2024
Terms and Conditions of Appointment / Reappointment	As a Director	As a Director
Remuneration Details	Nil	Nil
No. of Shares held in the Company as at March 31, 2024	Nil	Nil
Relationship with other Directors/Manager/KMP	Proposed Director is not related to any Director/Manager/KMP.	Proposed Director is not related to any Director/Manager/KMP.
No. of Board Meetings attended in F.Y. 2023-24	Nil	Two
Other Directorships	<ol style="list-style-type: none"> 1. Teleperformance Global Business Private Limited (formerly known as CRM Services India Private Limited) – Additional Director 2. Teleperformance BPO Holdings Private Limited – Additional Director; 3. Ramyam Intelligence Lab Private Limited – Additional Director. 	<ol style="list-style-type: none"> 1. Teleperformance BPO Holdings Private Limited – Director; 2. Teleperformance Foundation India – Director; 3. Teleperformance Global Business Private Limited (formerly known as CRM Services India Private Limited) –Director; 4. Ramyam Intelligence Lab Private Limited – Additional Director.
Memberships /Chairmanships of committees of other companies	Nil	CSR Committee of Teleperformance Global Business Private Limited (formerly known as CRM Services India Private Limited).

Name of the Director	Brahmananda Sanil	M V Prasanth
Category	Additional Director designated as Non-Executive Director	Additional Director designated as Non-Executive Director
DIN	09605510	10471992
Date of Birth	December 14, 1974	July 24, 1973
Age	49 years	51 years
Qualification	Chartered Accountant	Master's degree in business law and Diploma in Advanced Accounting Policies
Nature of Expertise/ Experience	Appended at the end of this table	Appended at the end of this table
Brief Resume	Appended at the end of this table	Appended at the end of this table
First Appointment on the Board	January 25, 2024	January 25, 2024
Terms and Conditions of Appointment / Reappointment	As a Director	As a Director
Remuneration Details	Nil	Nil
No. of Shares held in the Company as at March 31, 2024	Nil	Nil
Relationship with other Directors/Manager/ KMP	Proposed Director is not related to any Director/Manager/KMP.	Proposed Director is not related to any Director/Manager/KMP.
No. of Board Meetings attended in F.Y. 2023-24	Nil	Nil
Other Directorships	<ol style="list-style-type: none"> 1. Teleperformance Foundation India – Director 2. Teleperformance BPO (Mauritius) Limited - Director 3. Teleperformance Global Investment (Mauritius) Limited - Director 4. TLSContact India Private Limited – Director 5. Teleperformance Business Services India Limited – Director 6. Ramyam Intelligence Lab Private Limited – Additional Director 	<ol style="list-style-type: none"> 1. Ramyam Intelligence Lab Private Limited – Additional Director
Memberships /Chairmanships of committees of other companies	CSR Committee of Teleperformance Business Services India Limited.	Nil

Brief Resume and Nature of Expertise/ Experience:**Teri O'Brien:**

Teri O'Brien has over 23 years of experience in mergers and acquisitions, capital markets transactions, commercial transactions, and corporate governance and compliance matters. Before joining Teleperformance, Teri was a partner at Latham & Watkins, LLP, an international law firm with offices throughout the world.

Vinod Mehta:

Vinod Mehta has over 23 years of rich experience and expertise in Human Resource and Law. He has been associated with Teleperformance since 2007 and has been an exceptional asset in the overall growth of the Organisation.

Brahmananda Sanil:

Chartered Accountant with 20 plus years of experience in Business Partnering and Key Stakeholder Management and More than 17+ years of IT & ITES Industry experience.

Worked for more than 15 years with a Global Technology leader and also experience in Indian Listed and Promoter Group companies including managing Investor communication and Interaction with Board members. Key strengths include Building and setting up a future ready finance function aligned with organization strategy.

Budgeting, Forecasting, putting in place Long Term Plans, Management reporting and tracking key business performance. Driving finance transformation and automation through Digitisation: Adoption Power BI, Implementing tools and Automation of processes. Active participation in M&S deals and worked on 3 large post M&A integration projects. Cash Management: Working capital management, investments, hedge policy.

M V Prasanth:

M V Prasanth has been a part of Teleperformance since its inception in India and has a total work experience of over 28 years in multiple roles. The last 22+ years have been with Teleperformance. He has progressed through several positions, starting with his journey as an HR professional and moving to a client-facing role in the operations domain.

He is an Engineer by qualification and currently leads a strong and passionate team of 11,000+ people across multiple sites. He has also worked with the key leadership team in defining and executing the strategic roadmap for their foray into non-metro locations.

(To be printed on the letterhead of shareholder)

Annexure D:

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

Date: September __, 2024

To,
The Board of Directors
Majorel India Private Limited ('the Company')
Registered Office: 215, 2nd Floor,
Suneja Tower - II, District Centre,
Janak Puri, New Delhi – 110058, Delhi, India.

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 Annual General Meeting of the Company on Friday, September 27, 2024 at 12:00 Noon at the Corporate office of the Company situated at Plot No. 512 & 513, Udyog Vihar, Phase III, Gurugram – 122 016 at shorter notice.

Thanking You,

Yours faithfully,

[Name]
(_____)

Date:

Place: