



ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.

Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com

Website: <https://w3.accelya.com>

CIN: L74140PN1986PLC041033

NOTICE

NOTICE IS HEREBY GIVEN THAT the thirty eighth Annual General Meeting (“AGM”) of the Members of Accelya Solutions India Limited (CIN: L74140PN1986PLC041033) will be held on Thursday, the 17th day of October, 2024 at 10.00 a.m. at Sumant Moolgaokar Auditorium, ‘A Wing’, Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30 June, 2024, together with the Reports of the Directors' and Auditors' thereon.
2. To confirm payment of interim dividend and declare a final dividend on equity shares.
3. To appoint a Director in place of Mr. Jose Maria Hurtado (DIN: 08621867), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Approval of Related Party Transactions with Accelya World S.L.U.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (as amended), and other applicable provisions, if any, of the Act, the Rules thereunder, and the Listing Regulations, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, and pursuant to the Company’s policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “**Board**”), to enter into contract(s) / arrangement(s) / transaction(s) with Accelya World S.L.U. (“AW”), related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as detailed in the table forming part of the Explanatory Statement annexed to this Notice with respect to rendering and / or availing of services and / or any other transactions of whatever nature, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company, and notwithstanding that such transactions with AW may exceed 10% (ten percent) of the consolidated turnover of the Company during the financial year 2023-24 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this Notice.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and such other documents in this regard and deal with any matters, take necessary steps as the Board may in its

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absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

5. Approval of Related Party Transactions with Accelya Global Limited

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (as amended), and other applicable provisions, if any, of the Act, the Rules thereunder, and the Listing Regulations, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, and pursuant to the Company’s policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as **“Board”**), to enter into contract(s) / arrangement(s) / transaction(s) with Accelya Global Limited (“AG”), related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as detailed in the table forming part of the Explanatory Statement annexed to this Notice with respect to rendering and / or availing of services and / or any other transactions of whatever nature, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm’s length basis and in the ordinary course of business of the Company, and notwithstanding that such transactions with AG may exceed 10% (ten percent) of the consolidated turnover of the Company during the financial year 2023-24 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this Notice.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and such other documents in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

6. Approval of Related Party Transactions with Accelya Middle East FZE

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) (as amended), and other applicable provisions, if any, of the Act, the Rules thereunder, and the Listing Regulations, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, and pursuant to the



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Company's policy on Related Party Transaction(s), approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**"), to enter into contract(s) / arrangement(s) / transaction(s) with Accelya Middle East FZE ("AMEFZE"), related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations as detailed in the table forming part of the Explanatory Statement annexed to this Notice with respect to rendering and / or availing of services and / or any other transactions of whatever nature, provided that the said contract(s)/ arrangement(s)/ transaction(s) shall be carried out at arm's length basis and in the ordinary course of business of the Company, and notwithstanding that such transactions with AMEFZE may exceed 10% (ten percent) of the consolidated turnover of the Company during the financial year 2023-24 or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this Notice.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contracts, agreements and such other documents in this regard and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s), Chief Financial Officer or Company Secretary, to do all such acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution(s).

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 26 July, 2024

Notes:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.
- Corporate Members intending to authorise their authorised representatives to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/ JPG Format) of the relevant Board Resolution / Authority Letter etc. authorising its representatives to attend the AGM, by e-mail to info@napco.in and may also upload the same in the e-voting module in their login.
- In compliance with MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant. Members may note that the Notice and Annual Report for 2023-24 will also be available on the Company's website w3.accelya.com/investors, websites of the Stock Exchanges i.e. BSE Limited and NSE India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of

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Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.

4. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of businesses to be transacted at the AGM, as set out under Item Nos. 4, 5 & 6 of the Notice is annexed hereto. The relevant details of the Directors as mentioned under Item No. 3 in the Notice as required by Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**") and as required under Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India are provided in the Annexure to the Notice.
5. Shareholders holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by sending a duly signed request letter to the Registrar and Transfer Agents of the Company, KFinTech by providing Folio No. and Name of shareholder.
6. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
7. Members are requested to notify change to their address or particulars of their bank account, if any, to KFinTech or in case of demat holding to their respective depository participants.
8. **MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONSIDER CONVERTING THEIR HOLDING TO DEMATERIALIZED FORM TO ELIMINATE ALL RISKS ASSOCIATED WITH PHYSICAL SHARES (LOSS OR MISPLACE OF SHARE CERTIFICATE). MEMBERS CAN CONTACT THE COMPANY OR KFINTECH FOR ASSISTANCE IN THIS REGARD.**
9. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to shareholders at the prescribed rates in the Income Tax Act, 1961 ("the IT Act"). For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, the Members are requested to complete / update their Residential Status, PAN, category as per the IT Act with their Depository Participants ('DPs') (in case of shares held in demat mode) or with the Company / Registrar and Share Transfer Agent ('RTA') (in case of shares held in physical mode), by sending documents through email to einward.ris@kfintech.com on or before Sunday, 6 October, 2024.
10. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending an email to einward.ris@kfintech.com on or before Sunday, 6 October, 2024. Members are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to einward.ris@kfintech.com. The aforesaid declarations and documents need to be submitted by the shareholders on or before Sunday, 6 October, 2024.
11. In terms of Section 124(5) of the Act, final dividend amount for FY 2016-17 and interim dividend amount for FY 2017-18 remaining unclaimed for a period of 7 years shall become due for transfer in November / December 2024 and March / April 2025 respectively to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further, in terms of Section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account.

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with KFinTech for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account.

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFinTech.



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13. Members desiring any information as regards the accounts and operations of the Company are requested to send their queries to the Company, at least 10 days in advance, so as to enable the management to keep the information ready.
14. To receive communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register / update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, Members are advised to register their e-mail address with KFinTech by clicking on the link https://ris.kfintech.com/email_registration/.

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the shareholders to provide mobile number. Moreover, to avail online services, the shareholders can register e-mail ID. Shareholders can register/update the contact details through submitting the requisite ISR form along with the supporting documents.

ISR 1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx>

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link: <https://ris.kfintech.com/clientservices/isc/default.aspx#>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

15. To receive communications through electronic means, including Annual Reports and Notices, Members are requested to kindly register / update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, Members are advised to register their e-mail address with KFinTech by clicking on the link https://ris.kfintech.com/email_registration/
16. Instructions for remote e-voting are as follows

A. Voting through electronic means:

- a) In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended, SS-2 and Regulation 44 of the SEBI LODR, Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the Meeting ('remote e-voting') through the e-voting platform provided by KFinTech or to vote at the AGM. Person who is not a member as on the cut-off date i.e., Thursday, 10 October, 2024 should treat this Notice for information purposes only.
- b) The Members, whose names appear in the Register of Members/list of Beneficial Owners as on the cut-off date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report may approach KFinTech for issuance of the User ID and Password for exercising their right to vote by electronic means.
- c) The facility for voting through electronic voting system will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

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- d) Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- e) The details of the process and manner for remote e-voting are given below:
 - i. Initial password is provided in the body of the email.
 - ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - iii. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No. / DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting your votes.
 - iv. After entering the details appropriately, click on LOGIN.
 - v. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, the system will prompt you to select the EVENT i.e. Accelya Solutions India Limited.
 - viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 - ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 - x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution / authority letter etc., to the Scrutiniser through email at info@napco.in and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name EVENT No.'
 - xi. Members can cast their vote online from Monday, 14 October, 2024 (9.00 a.m.) till Wednesday, 16 October, 2024 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled.
 - xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFinTech on toll free number 1800-309-4001.

B. Voting at the AGM

- i. Members who will be present in the AGM and who have not cast their vote through remote e-voting and are otherwise not barred from doing so are eligible to vote at the AGM.
- ii. Members attending the AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.



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C. Procedure to login through websites of Depositories

As per the SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

National Securities Depository Limited ('NSDL')	Central Depository Services (India) Limited ('CDSL')
<p>1. User already registered for IDeAS facility</p> <p>i. URL: https://eservices.nsd.com</p> <p>ii. Click on the "Beneficial Owner" icon under 'IDeAS' section.</p> <p>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>iv. Click on company name or e-Voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period.</p>	<p>1. Existing user who have opted for Easi/Easiest</p> <p>i. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with user id and password.</p> <p>iv. Option will be made available to reach e-voting page without any further authentication.</p> <p>v. Click on e-voting service provider name to cast your vote.</p>
<p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link : https://eservices.nsd.com</p> <p>ii. Select "Register Online for IDeAS"</p> <p>iii. Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest</p> <p>i. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed with completing the required fields.</p>
<p>3. User not registered for IDeAS e-Services</p> <p>i. To register click on link : https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields.</p>	<p>3. By visiting the e-voting website of CDSL</p> <p>i. URL: www.cdslindia.com</p> <p>ii. Provide demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.</p>
<p>4. By visiting the e-Voting website of NSDL</p> <p>i. URL: https://www.evoting.nsd.com/</p> <p>ii. Click on the icon "Login" which is available under 'Shareholder/Member' section.</p> <p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>v. Click on company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>	

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Click on e-voting option and

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you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

Important note

Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

D. General Instructions

- a) The Board of Directors has appointed Nilesh A. Pradhan & Co. LLP, Practicing Company Secretaries (FCS No. 5445 CP No. 3659) as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- b) The Scrutinizer shall, after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting, thereafter unlock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company and not later than three days from the conclusion of the meeting, prepare a consolidated scrutinizer's report and submit the same to the Chairman of the Company.
- c) The results declared along with the Scrutinizer's report shall be placed on the Company's website (w3.accelya.com) and on the website of Karvy (<http://evoting.karvy.com>) and shall also be communicated to the stock exchanges. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. 17th October, 2024.

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 26 July, 2024



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Explanatory Statement

(Pursuant to Section 102 of the Companies Act)

As required by section 102 of the Companies Act, 2013 (Act), the following statement sets out all material facts relating to the business mentioned under Items No. 4 of the Notice:

Item Nos. 4, 5 & 6

Under provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, approval of Members is required for transactions with a related party exceeding 10% of the consolidated turnover of the company as per the latest audited financial statement. Further, as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”), the Audit Committee pre-approves all related party transactions that the Company proposes to enter into during a financial year. As per Regulation 23 of the Listing Regulations, approval of the Members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the annual consolidated turnover of the company as per the latest audited financial statements of the company).

Certain transactions for financial year 2024-25 between the Company and (a) Accelya World S.L.U. (“AW”); (b) Accelya Middle East FZE (“AMEFZE”); and (c) Accelya Global Limited (“AG”) are likely to exceed the threshold limit of 10% (ten percent) of the annual consolidated turnover of the Company as per the last audited financial statement for the financial year 2023-24, as a result of which transactions with these related parties may become material related party transactions they might breach the materiality threshold of 10% (ten percent) of the annual consolidated turnover of the Company of ₹ 51,113.77 lakhs as per last audited financial statements of the Company for financial year 2023-24. Hence, to ensure uninterrupted operations of the Company, it is proposed to secure shareholders’ approval for the related party contract(s)/ arrangement(s)/transaction(s) to be entered into with AW, AMEFZE and AG to be executed on an arm’s length basis and in the ordinary course of business.

Rationale / Benefits of rendering / availing services to / from AW, AMEFZE and AG

The strategic advantages for the Company in rendering/ availing services to / from AW, AMEFZE and AG are:

1. Effective negotiation with customers and vendors enabling economies of scale.
2. Increased business opportunities for various services benefiting entities within Accelya group.
3. Effectively enhance efficiency within the Company by optimum utilization of resources viz. manpower, skills etc.

All the related party transactions are carried on and shall continue to be carried on at arm’s length basis and in the ordinary course of business. For the financial year commencing from 1st July, 2024, the Audit Committee and the Board has recommended the below mentioned contracts/ arrangements/ transactions for consideration of the Members on such terms and conditions as specified in the table below:

Sr. No.	Name of Related Party	Name of Director / KMP related	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the Members to take a decision on the proposed resolution
1	Accelya World S.L.U. (“AW”)	James Davidson	AW is a fellow subsidiary of the Company	The Company renders / avails various services to / from AW, AMEFZE and AG including but not limited to processing & outsourcing services, product support & development, project & program management services, technical & IT infrastructure services, distribution services, licensing services,	All important information forms part of the statement setting out material facts pursuant to Section 102 (1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs
2	Accelya Middle East FZE (“AMEFZE”)	James Davidson and Jose Maria Hurtado	AMEFZE is a fellow subsidiary of the Company		
3	Accelya Global Limited (“AG”)	James Davidson	AG is a fellow subsidiary of the Company		

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				<p>business support and corporate services including human resource, financial, strategic, business development, marketing, account management, sales, other support services etc..</p> <p>Monetary Value of transactions likely to be entered into for Financial Year 2024-25 by the Company with:</p> <p>i) AW: ₹ 9,000 lakhs ii) AMEFZE: ₹ 8,000 lakhs iii) AG: ₹ 9,000 lakhs</p>	
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Mr. James Davidson is concerned or interested in the resolutions set out at Item nos. 4, 5 & 6 of the Notice.

Mr. Jose Maria Hurtado is concerned or interested in the resolution set out at Item no. 6 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives other than Mr. James Davidson and Mr. Jose Maria Hurtado are concerned or interested, either directly or indirectly, in the resolutions set out at Item nos. 4, 5 & 6 of the Notice.

Accelya Holding World S.L.U., being promoter of the Company and holding 74.66% of the outstanding equity shares of the Company, is considered interested in the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 and will not be eligible to vote on the Resolution.

The Board recommends the Ordinary Resolutions set out at Item Nos. 4, 5 & 6 of the Notice for approval of the Members. .

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 26 July, 2024



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ANNEXURE

Details of Mr. Jose Maria Hurtado seeking appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2) with respect to Director seeking appointment is as under:

Name of Director	Jose Maria Hurtado
DIN	08621867
Nationality	Spain
Date of Birth	29 October 1972
Date of Appointment	27 November 2019
Qualification	Bachelor in Business Administration
Expertise in specific functional area	Rich experience in Finance and Strategy
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of Committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Relationship between Directors, Manager and other Key Managerial Personnel inter-se	NIL
Shareholding in the Company	NIL
Remuneration details (Including Sitting Fees & Commission)	NIL

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 26 July, 2024

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REGISTRATION OF E – MAIL ADDRESS FORM

AAs per Rule 18 of the Companies (Management and Administration) Rules, 2014

KFin Technologies Private Limited
Unit: Accelya Solutions India Limited
Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda
Hyderabad - 500 032

I / We shareholder(s) of Accelya Solutions India Limited, hereby accord my / our approval to receive documents viz annual reports, notices of general meetings / postal ballot, other documents etc. in electronic mode.

I / We request you to note my / our latest email address, as mentioned below. If there is any change in the e-mail address, I / we will promptly communicate the same to you. I / We attach the self-attested copy of PAN Card / passport towards identification proof for the purpose of verification.

Folio No / DP ID and Client ID	
Name of first / sole share holder	
Name of joint share holder(s) if any	
Registered Address	
E-mail address (to be registered)	

(Signature of shareholder)

Place:

Date :





ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.
 Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com Website: w3.accelya.com
 CIN: L74140PN1986PLC041033

ECS Mandate Form for payment of Dividend

(In case of physical holding - send to our Registrar and Transfer Agent in case of demat holding - send to your Depository Participant)

I/We request you to arrange for payment of my / our dividend through ECS facility by crediting the same to my / our bank account as per details given below:

1. First / Sole Shareholder's Name					
2. If shares not Dematerialised - Registered Folio No.					
3. If shares Dematerialised - DPID No. and Client ID No.					
4. * Particulars of Bank Account					
a. Bank Name					
b. Branch Name					
c. Address of the Branch					
d. 9 - digit MICR code number of the Bank and Branch as appearing on the MICR Cheque issued by the Bank.					
e. Account type	Savings ()		Current ()		
f. Account Number as appearing on the Cheque Book					

* Please attach a cancelled photocopy of cheque issued by the Bank for verification of the above details.

I / We hereby declare that the particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incomplete or incorrect information or for any other reason, I/we would not hold the Company responsible or liable. In case of ECS facility not being available for any reason, the bank account details provided above may be incorporated in the payment instrument and sent to my/our Bankers at the address provided above and be considered as a mandate by me/us. This instruction will hold good for payment of dividend for subsequent years also unless revoked by me/us in writing.

Yours faithfully,

 Name and signature of First/Sole Shareholder

ANNUAL GENERAL MEETING NOTICE



ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: 5th & 6th Floor, Building No. 4, Raheja Woods, River Side 25A, West Avenue, Kalyani Nagar, Pune 411 006.
Tel No.: +91 20 6608 3777 Email: accelyaindia.investors@accelya.com Website: w3.accelya.com
CIN: L74140PN1986PLC041033

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]

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 the above named company, hereby appoint.

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him / her
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____ or failing him / her
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____

as my / our proxy to attend and vote (on a poll) for me / us on my / our behalf at the 38th Annual General Meeting of the Company to be held on Thursday, the 17th day of October, 2024 at 10.00 a.m. at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Maharashtra Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2023 and the Directors' and Auditors' Report (Ordinary Resolution)
2. Confirmation of payment of interim dividend and declaration of final dividend (Ordinary Resolution)
3. Re-appointment of Mr. James Davidson as Director of the Company, liable to retire by rotation (Ordinary Resolution)
4. Approval of related party transactions (Ordinary Resolution)

Signed this _____ day of _____ 2024

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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