



Accelya Solutions India Limited

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

CIN: L74140PN1986PLC041033 T: +91 20 6608 3777 F: +91 20 2423 639

Email: accelyaindia.investors@accelya.com website: w3.accelya.com/investors

Postal Ballot Notice

Dear Member,

NOTICE is hereby given pursuant to Section 110 read Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ("**Act**"), Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("**the Rules**"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India ("**SS-2**") to the extent applicable, and any other applicable laws and regulations, that the special resolution appended below is proposed to be passed by way of postal ballot only by voting through electronic means ('remote e-voting').. The draft resolution and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto is being sent to you for casting your votes through remote e-voting.

In compliance with regulation 44 of the Listing Regulations and pursuant to the provisions of sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the Company has extended only the remote e-voting facility for its Members to enable them to cast their votes electronically. Accordingly, the assent or dissent of Members on the resolution mentioned in the Postal Ballot Notice would only be taken through the remote e-voting system. The instructions for remote e-voting are appended to the Notice.

You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (**FOR**) or dissent (**AGAINST**) through the remote e-voting process not later than 5:00 P.M. IST on Thursday, 6th June, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors has appointed Nilesh A. Pradhan & Co., LLP, Company Secretaries as scrutinizer ("**Scrutinizer**") for conducting the postal ballot voting process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Managing Director of the Company or a person authorized by him. The results of Postal Ballot shall be declared as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on website of the Company.

The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e. Thursday, 6th June, 2024.

By Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201
Place: Mumbai
Date: 18th April, 2024

SPECIAL BUSINESS

1. Appointment of Mr. Ravindran Menon as an Independent Director.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ravindran Menon (DIN: 00016302) who was appointed as Additional Director (Non-Executive Independent) with effect from 17 April, 2024 by the Board and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("Listing Regulations") and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Ravindran Menon’s candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 17 April, 2024 up to 16 April, 2029.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and any other applicable provisions of the Act and Regulation 17(6) of the Listing Regulations, Mr. Ravindran Menon may be paid such remuneration by way of commission for each financial year during which he continues as an Independent Director of the Company and in such a manner as the Board may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company for that financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard.

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to Mr. Ravindran Menon for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses, if any, for participation in the meetings of the Board or any other meetings.

“RESOLVED FURTHER THAT the Board and / or Company Secretary of the Company, be and are/is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors
For Accelya Solutions India Limited

Ninad Umranikar
Company Secretary
Membership No.: ACS14201

NOTES:

- (1) The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons for the proposal set out in Resolution at Item Nos. 1 is annexed herewith.
- (2) The Postal Ballot Notice is being sent by electronic means to the members whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 26th April, 2024 (“cut-off date”).
- (3) In accordance with the MCA Circulars, the Company is sending this Notice electronically to all the Members whose e-mail addresses are registered with the Company or with the depositories / depository participants or with the Company’s Registrar and Transfer Agent i.e., KFin Technologies Limited (“KFintech”), and expresses its inability to dispatch hard copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope to the Members whose email addresses are not registered. In order to ensure that such Members are able to cast their votes electronically and receive future notices from the Company electronically, the Company has made special arrangement with KFintech for registration of email addresses in terms of the MCA Circulars.
- (4) A member cannot exercise his vote by proxy on Postal Ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.
- (5) Resolution passed by Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting of the Members.
- (6) All the documents referred to in the Explanatory Statement will be available for inspection at the registered office of the Company between 10.00 a.m. to 5.00 p.m. Monday to Friday except for any intervening public holiday and will also be uploaded on the website of the Company.
- (7) This Notice is also hosted on the website of the Company and will remain on the website <https://w3.accelya.com/investors/> and KFintech’s e-voting website: <https://evoting.kfintech.com> till the last date specified for remote e-voting.
- (8) The voting period commences from 9.00 a.m. (IST) on Wednesday, 8th May, 2024 and ends at 5.00 p.m. (IST) on Thursday, 6th June, 2024. During this period, members of the Company holding shares as on the cut-off date may cast their vote. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Voting shall not be allowed beyond the aforementioned date and time.
- (9) The last date for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

- (10) The Scrutinizer will submit his report to the Managing Director or any person duly authorized by him and the result of the voting by postal ballot will be announced by the Managing Director or any person duly authorized by him, on or before Saturday, 8th June, 2024 and will be displayed on the website of the Company (<https://w3.accelya.com/investors>), besides being communicated to the stock exchanges and KFinTech on the said date.

(11) **Instructions for e-voting are provided below:**

Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). The Company has engaged the services of KFinTech as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below. The remote e-voting facility will be available during the following voting period: Wednesday, 8th May, 2024 (9:00 a.m. onwards) till Thursday, 6th June, 2024 (upto 5.00 p.m.).

Remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date.

Information and instructions for remote e-voting are as under:

I. Information and instructions for e-voting by members other than individuals holding shares of the Company in demat mode and all shareholders holding shares of the Company in physical mode:

1. In case a Member receives an e-mail from the Company / KFinTech [for Members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
 - (a) Use the following URL: <https://evoting.kfintech.com>
 - (b) Enter the login credentials i.e. user id and password mentioned in the 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 the existing password for logging in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1-800-309-4001 (from 9:00 a.m. to 6:00 p.m.) for your existing password.
 - (c) After entering these details appropriately, click on "LOGIN".
 - (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for **Accelya Solutions India Limited**.

- (g) On the voting page, enter the number of shares as on the cut-off date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the cut-off date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
 - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - (i) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
 - (j) A confirmation box will be displayed. Click “OK” to confirm, else “CANCEL” to modify.
 - (k) Once you confirm, you will not be allowed to modify your vote.
 - (l) Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: 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.’
2. In case of a Member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:
- a) Members holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to write to the Company with details of folio number and attaching a self-attested copy of PAN card at accelyaindia.investors@accelya.com or to KFinTech at evoting@kfintech.com
 - b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register / update their email addresses with the Depository Participant(s) with whom they maintain their demat accounts.
 - (c) After due verification, the Company / KFinTech will forward your login credentials to your registered email address.
 - (d) Follow the instructions at (A) (a) to (l) above to cast your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending further communication(s).
- (e) In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at <https://evoting.kfintech.com/public/Faq.aspx> or call KFinTech on 1-800-309-4001 (toll free)

II Procedure to login through websites of Depositories

Shareholders	Login Method
Shareholders holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider and you will be re-directed to e-voting website for casting your vote during the remote e-voting period.
	<p>B. Users not registered for IDeAS e-Services:</p> <p>Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>C. Visit the e-voting website of NSDL</p> <ol style="list-style-type: none"> i) After successfully registering on IDeAS, visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. ii) A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. iii) Click on options available against Company name or e-voting service provider and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period.

Shareholders	Login Method
Shareholders holding securities in demat mode with CDSL	<p>A. Users who have opted for Easi/Easiest:</p> <ol style="list-style-type: none"> Shareholders can login through their user ID and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-voting Menu. The Menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast your vote.
	<p>B. Users who have not opted for Easi/Easiest:</p> <p>Option to register for Easi/Easiest is available at https://web.cdslindia.com/myeasitoken/Home/Login</p>
	<p>C. Visit the e-voting website of CDSL</p> <ol style="list-style-type: none"> Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.
Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. After logging, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> Shareholders can also login using the login credentials of their demat account through their DP registered with NSDL/ CDSL for e-voting facility. Once logged in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-voting feature. 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.

For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to get their email addresses registered with Kfintech, by following the procedure mentioned below:

Members holding shares in physical mode, who have not registered/updated their e-mail address are requested to update their aforesaid details by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to KFin at Unit: **Accelya Solutions India Limited**, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.

The aforesaid form can be accessed from the website at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.

In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800-309-4001.

Members holding shares in dematerialised mode, who have not registered/updated their aforesaid details are requested to register/update the same with the respective DPs.

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.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 to resolution set out at Item No. 1 of the Postal Ballot Notice

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 Item No. 1 of the Notice:

Item no. 1

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Ravindran Menon (DIN: 00016302) as an Additional Director designated as an Independent Director from 17th April, 2024, subject to approval of shareholders through special resolution.

In the opinion of the Board, Mr. Menon fulfils the conditions for independence specified in the Act, the Rules made thereunder and the Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr. Menon's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Menon is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Mr. Menon is justified as he is a thought leader in the financial services industry with thirty-seven years of experience, spanning significant roles at renowned global organisations.

In terms of Regulation 17(1C) of the Listing Regulations, with effect from 1st January, 2022, approval of shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received notice from a member under Section 160 of the Act, signifying his intention to propose the candidature of Mr. Ravindran Menon for the office of Independent Director of the Company.

Profile of Mr. Ravindran Menon

Mr. Ravindran Menon, 62, is a thought leader in the financial services industry with a proven track record of building and growing successful businesses. With thirty-seven years of experience, spanning significant roles at renowned global organisations like HSBC, UBS, ING and ANZ Grindlays, Ravi has witnessed and been part of the transformation of India's economic landscape.

Throughout his career, Ravi has led large teams across multiple functions, including investment management, capital markets, corporate finance, cash management and corporate banking. In his previous role as CEO of HSBC Asset Management (India), a leading provider of asset management services to retail and institutional clients in India, he led the USD 425 Mn acquisition of L&T Investment Management and the successful integration with HSBC Asset Management, cementing the entity into a leadership position.

Mr. Ravindran Menon does not hold any equity shares in the Company.

None of the Directors and/or Key Managerial Personnel of the Company and / or their respective relatives, other than Mr. Ravindran Menon himself, are concerned or interested, either directly or indirectly, in the resolution set out at Item no. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the Members.

ANNEXURE

Details of Mr. Ravindran Menon 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	Ravindran Menon
DIN	00016302
Nationality	Indian
Date of Birth	30 th July 1961
Date of Appointment	17 th April 2024
Qualification	Masters in Business Administration
Expertise in specific functional area	Investment management, capital markets, corporate finance, cash management and corporate banking.
Directorships held in other companies (including listed entities)	Listed companies: NIL Unlisted companies: Empact NXT Ventures Pvt. Ltd. Stowe Software Pvt. Ltd. Stowe Research India Pvt. Ltd. Canara Robeco Asset Management Company Limited
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
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the explanatory statement
Remuneration proposed to be paid	The shareholders, at the 34 th AGM held on 28 th October, 2020, approved a sum not exceeding 1% of the net profit of the Company per annum, calculated in accordance with the provisions of section 198 of the Companies Act, 2013, to be paid and distributed to independent directors of the Company in a manner to be decided by the Board from time to time. Independent Directors are paid remuneration within the aforesaid limit.
Listed Entities from which Mr. Ravindran Menon has resigned as Director in past 3 years	None

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 18th April, 2024