



## ACCELYA SOLUTIONS INDIA LIMITED

Regd. Off.: Accelya Enclave, 685/2B & 2C, 1st Floor, Sharada Arcade, Satara Road, Pune – 411 037.

Tel No.: +91 20 6608 3777 Fax: +91 20 2423 1639 Email: [accelyaIndia.investors@accelya.com](mailto:accelyaIndia.investors@accelya.com)

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

CIN: L74140PN1986PLC041033

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the thirty fourth Annual General Meeting (AGM) of the members of Accelya Solutions India Limited (CIN: L74140PN1986PLC041033) will be held on Wednesday, the 28<sup>th</sup> day of October, 2020 at 2.30 p.m. through Video Conferencing / Other Audio Visual Means, 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 30th June, 2020, together with the Reports of the Directors' and Auditors' thereon.
2. To confirm payment of interim dividend on equity shares.
3. To appoint a Director in place of Mr. John Johnston (DIN: 07258586), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to sections 139, 142 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty ninth Annual General Meeting at a remuneration of ₹ 5,810,000 for the financial year 2020-21, payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

### SPECIAL BUSINESS:

5. **Appointment of Mr. Jose Maria Hurtado as Non-Executive Non-Independent Director.**

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** Mr. Jose Maria Hurtado (DIN: 08621867) who was appointed as an Additional Director of the Company w.e.f. 27th November, 2019, by the Board of Directors and who holds office upto the date of this Annual General Meeting in terms of section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, and being eligible, offer himself for appointment, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Jose Maria Hurtado’s candidature for the office of the Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) and / or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

### 6. Commission to Independent Directors

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to the provisions of section 197 and any other applicable provisions of the Companies Act, 2013 ('the Act') and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded for payment of commission to Independent Directors of the Company for each financial year and distributed between such Independent Directors in such a manner as the Board of Directors 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 the Independent Directors for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses, if any, for participation in the Board and other meetings.”

By the Order of the Board of Directors

Ninad Umranikar  
Company Secretary  
ACS : 14201

Place: Pune  
Date: 20<sup>th</sup> August, 2020

## Notes:

1. In view of the lockdown restrictions on the movement of people at several places in the country, due to outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020, read with General Circular No. 14/2020 dated 8th April, 2020, and General Circular No. 17/2020 dated 13th April, 2020, and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020.
2. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. 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.com** with a copy marked to **evoting@karvy.com**.
4. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for 2019-20 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 2019-20 will also be available on the Company's website [w3.accelya.com](http://w3.accelya.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at **<https://evoting.karvy.com>**.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting ("AGM"), as set out under Item Nos. 5 & 6 of the Notice is annexed hereto. The relevant details of the Directors as mentioned under Item Nos. 3 and 5 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 Directors Report and the Annexure thereto.
6. The Board of Directors have considered and decided to include the Item nos. 5 & 6 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.
7. 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. Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants.
8. **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.**
9. **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.**
10. In terms of section 124(5) of the Act, final dividend amount for FY 2012-13 and interim dividend amount for FY 2013-14 remaining unclaimed for a period of 7 years shall become due for transfer in December 2020 and April 2021 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.**

11. 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.
12. Members who would like to ask questions/express their views on the items of the businesses to be transacted at the meeting can send in their questions/comments in advance by visiting URL <https://emeetings.kfintech.com/> and clicking on the tab 'Post your Queries' during the period starting from Saturday, 24th October, 2020 (9.00 a.m.) to Monday, 26th October, 2020 (5.00 p.m.) mentioning their name, demat account no./Folio no., e-mail Id, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
13. 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/](https://ris.kfintech.com/email_registration/).
14. **Instructions for remote e-voting and joining the e-AGM are as follows:**

**A. Voting through electronic means:**

Pursuant to the provisions of section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. 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: **Sunday, 25th October, 2020 (9.00 a.m.) till Tuesday, 27th October, 2020 (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, i.e., Wednesday, 21<sup>st</sup> October, 2020.

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

- I. **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.karvy.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.karvy.com> or contact toll-free numbers 1800-345-4001 (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 Scrutiniser at e-mail id: [info@napco.in](mailto:info@napco.in) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVENT NO."

**II. 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](mailto:accelyaindia.investors@accelya.com) or to KFinTech at [inward.ris@kfintech.com](mailto:inward.ris@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).

In case of any query pertaining to e-voting, members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFinTech’s website for e-voting: <https://evoting.karvy.com> or contact KFinTech as per the details given below:

Mr. Mohd. Mohsinuddin, KFin Technologies Private Limited Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Phone No.: +91 40 6716 2222 Toll-free No.: 1800-345-4001 E-mail: [Mohsin.mohd@kfintech.com](mailto:Mohsin.mohd@kfintech.com)

## B. Voting at e-AGM

- a) Members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- b) A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as “INVALID”.
- c) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, 21st October, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, should treat the Notice for information purpose only.
- d) Members who have acquired shares after the dispatch of the Annual Report but before the cut-off date may obtain the user ID and password by sending a request at [evoting@karvy.com](mailto:evoting@karvy.com) or [mohsin.mohd@kfintech.com](mailto:mohsin.mohd@kfintech.com). However, if you are already registered with KFinTech for remote e-Voting then you can use your existing user ID and password for casting your vote.
- e) Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- f) The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

## C. Procedure for attending / joining e-AGM

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials. Members are requested to follow the procedure given below:
  - i. Log on to the URL: <https://emeetings.kfintech.com>
  - ii. Enter the login credentials (i.e., User ID and password for e-voting).
  - iii. After logging in, click on “Video Conference” option
  - iv. Then click on camera icon appearing against AGM event of Accelya Solutions India Limited, to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the e-voting instructions.
- c) Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.



- d) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during Saturday, 24th October, 2020 to Monday, 26th October, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- e) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- f) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- g) Members who need assistance before or during the AGM, can contact KFinTech on [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or call on toll free numbers 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications. 10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.

### D. General Instructions

- a) Nilesch A. Pradhan & Co. LLP, Practicing Company Secretaries (FCS No. 5445 CP No. 3659) has been appointed as the Scrutinizer for conducting the voting process in a fair and transparent manner.
- b) The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or the Managing Director. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [w3.accelya.com](http://w3.accelya.com) and on the website of KFinTech at: <https://evoting.karvy.com>. The result will simultaneously be communicated to the stock exchanges.
- c) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, 28th October, 2020.

### E. PROCEDURE FOR INSPECTION OF DOCUMENTS

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [accelyaindia.investors@accelya.com](mailto:accelyaindia.investors@accelya.com).
- b) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, 20th October, 2020 through email on [accelyaindia.investors@accelya.com](mailto:accelyaindia.investors@accelya.com). The same will be replied by the Company suitably.

By the Order of the Board of Directors

Ninad Umranikar  
Company Secretary  
ACS : 14201

Place: Pune  
Date: 20<sup>th</sup> August, 2020

## Explanatory Statement

### (Pursuant to section 102 of the Companies Act, 2013)

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. 5 to 7 of the Notice:

#### Item No. 4

The present statutory auditors of the Company B S R & Co., LLP (Firm Registration No. 101248W/W-100022), will complete their term as statutory auditors on conclusion of this AGM. The present remuneration of B S R & Co., LLP for conducting the audit for the financial year 2019-20 is Rs. 7,000,000 plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of Deloitte Haskins and Sells, LLP, Chartered Accountants (Firm Registration No. 117366W/W - 100018) ("Deloitte"), as the statutory auditors of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 39th AGM. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration payable to Deloitte for the financial year 2020-21 as set out in the Resolution relating to their appointment. The Audit Committee considered various parameters like audit experience, clientele served, technical knowledge etc., and found Deloitte to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Deloitte Haskins & Sells LLP is situated at Indiabulls Finance Centre Tower 3, 27th-32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai-400 013 and is a part of global network, delivering services in audit & assurance, tax, consulting, financial advisory, risk advisory, and related services.

Deloitte have given their consent to act as the statutory auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### Item No. 5

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) had appointed Mr. Jose Maria Hurtado (DIN: 08621867) as an Additional Director with effect from 27th November, 2019.

In terms of section 161(1) of the Companies Act, 2013, Mr. Jose Maria Hurtado holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. Mr. Jose Maria Hurtado, being eligible has offered himself for appointment as a Director. The Company received a notice from a member of the Company under section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Jose Maria Hurtado for the office of Director of the Company.

Mr. Jose Maria Hurtado does not hold any share in the Company.

Mr. Jose Maria Hurtado and his relatives are not interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution at Item No. 5 of the Notice for your approval.



### Item No. 6

The members had, at the AGM held on 30th September, 2015, in accordance with the provisions of section 197, 198 and other applicable provisions of the Companies Act, 2013 ("the Act"), approved payment of remuneration by way of commission to Non-Executive Directors of the Company, of a sum not exceeding 1% per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act, for a period of five years commencing 1st July, 2015.

The Board of Directors at its meeting held on 20th August, 2020 recommended and approved payment of commission not exceeding 1% of the net profits of the Company for financial year 2019-20 and onwards, in terms of section 197 of the Act, computed in accordance with the provisions of section 198 of the Act or such other percentage as may be specified from time to time. Regulation 17(6) of the SEBI Listing Regulations authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, including Independent Directors and the same would require approval of members in general meeting. This commission will be distributed amongst all or some of the Independent Directors, taking into consideration parameters such as the Board may determine from time to time.

The above commission shall be in addition to fees payable to the Director(s) for attending meetings of the Board / Committees or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, members' approval is sought by way of an Ordinary Resolution for payment of commission to the Independent Directors as set out in the said resolution.

None of the Directors, Key Managerial Personnel or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 6 of the Notice, except the Independent Directors, to the extent of the commission that may be received by them, including for financial year 2019-20.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

**REGISTRATION OF E – MAIL ADDRESS FORM**

As 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.: Accelya Enclave, 685/2B & 2C, 1<sup>st</sup> Floor, Sharada Arcade, Satara Road, Pune – 411 037.

Tel No.: +91 20 6608 3777 Fax: +91 20 2423 1639 Email: [accelyaindia.investors@accelya.com](mailto:accelyaindia.investors@accelya.com)

Website: <https://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