

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

CIN: L74140PN1986PLC041033

NOTICE

NOTICE IS HEREBY GIVEN THAT the thirty ninth Annual General Meeting (“**AGM**”) of the Members of Accelya Solutions India Limited (CIN: L74140PN1986PLC041033) will be held on Thursday, the 6th day of November, 2025 at 10.30 a.m. through Video Conferencing (“**VC**”) / Other Audio Video Visual Means (“**OAVM**”) 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, 2025, together with the Reports of the Directors' and Auditors' thereon.
2. To confirm payment of interim dividend and declare a final dividend on equity share.
3. To appoint a director in place of Mr. James Davidson (DIN: 09516461), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Walker Chandiok & Co. LLP, Chartered Accountants (Registration No. 001076N/N500013) as Statutory Auditors in place of Deloitte Haskins & Sells LLP and to fix their remuneration by passing the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 140(4) and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) be and are hereby appointed as Statutory Auditors of the Company, in place of Deloitte Haskins & Sells LLP (Firm's Registration No. 117366W/W-100018), who are retiring as the statutory auditors at the ensuing Annual General Meeting, to hold office for a term of five (5) consecutive years from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting (to be held in the year 2030) at such remuneration as may be recommended by the Audit Committee and approved by the Board and to avail any other services, certificates, reports etc. as may be permissible under applicable laws.

“RESOLVED FURTHER THAT the Audit Committee / Board of Directors of the Company, be and are hereby authorized to revise / alter / modify / amend the terms and conditions and / or remuneration of the Statutory Auditors, from time to time, during the tenure of their appointment.

“RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing the requisite forms / returns to give effect to the forgoing resolution.”

SPECIAL BUSINESS:

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



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“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”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), 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 (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), 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 for the financial year 2024-25 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 Global Limited

To consider and if thought fit, to pass with or without modification(s), 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 reenactment 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”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), 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 (whether by way of an individual transaction or transactions taken together or a

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series of transactions or otherwise), 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 for the financial year 2024-25 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.”

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

To consider and if thought fit, to pass with or without modification(s), 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 reenactment 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”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), 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 (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), 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 for the financial year 2024-25 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.



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“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.”

8. Approval of Related Party Transactions with Accelya US Inc.

To consider and if thought fit, to pass with or without modification(s), 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 reenactment 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”, which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution), to enter into contract(s) / arrangement(s) / transaction(s) with Accelya US Inc. (“AUS”), 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 (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), 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 AUS may exceed 10% (ten percent) of the consolidated turnover of the Company for the financial year 2024-25 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.”

9. Revision in remuneration of Mr. Gurudas Shenoy, Managing Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board in accordance with section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is

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hereby accorded to the revision in remuneration of Mr. Gurudas Shenoy, Managing Director (DIN: 03573375) from 1st July 2025 to 30 June 2027 as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT any one of the Directors or the Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned authorities in connection with this resolution.

10. Appointment of Secretarial Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (“Listing Regulations”), and any other applicable laws / statutory provisions, if any, as amended from time to time, Nilesh A. Pradhan & Co. LLP, Practising Company Secretaries be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at a remuneration as may be decided by the Board of Directors from time to time in consultation with the Secretarial Auditors of the Company.

“RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorized to give effect to this resolution, to file requisite forms / returns and to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 2 October 2025

Notes:

1. Pursuant to General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May 2020, and General Circular No. 03/2025 dated 22nd September 2025 issued by Ministry of Corporate Affairs (“MCA”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/DDHS/P/CIR/2023/0164 dated 6th October 2023 issued by the Securities and Exchange Board of India (“SEBI”) (hereinafter collectively referred to as (“the Circulars”), companies are allowed to hold AGM through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. However, MCA while granting the relaxations to hold the AGM through VC/OAVM has also provided exemption from the requirement of appointing proxies. Hence for this AGM the facility for appointment of proxy by the members is not being provided. Accordingly, the proxy form, attendance slip and the route map of the venue have not been provided along with the notice. Members are requested to participate in the AGM in person through VC /OAVM from their respective location.
3. Company has appointed M/s KFin Technologies Limited, Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the AGM.



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4. Pursuant to the provisions of the circulars of MCA on the VC/OAVM (AGM) as amended:
 - a. Members can attend the meeting through log in credentials provided to them to connect to video conference. Physical attendance of the Members at the Meeting is not required.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting.

Corporate / Institutional members are required to send scanned certified true copy (PDF format) of the Board Resolution/Authority Letter, etc., to the Scrutinizer at email ID: info@napco.in, with a copy marked to evoting@kfintech.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "ASIL, 39th Annual General Meeting".

5. Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
6. The attendance of the Members (member's logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The cut-off date shall be 30 October 2025 for the purpose of determining the eligibility of shareholders to participate in the 39th AGM.
8. 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
9. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.
10. A 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. 5 to 10 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.

Dispatch of Annual Report through Electronic Mode

11. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those members whose email address are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at w3.accelya.com/investors, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
12. The Company has provided the facility for Members to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means both through remote e-voting and e-voting during the AGM.

The process and instructions for remote e-voting are provided in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place at the 39th AGM being held through VC.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, will be able to exercise their right to vote through e-voting at the AGM. Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).

In respect of shares held in physical form, Members may register their email address by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited at Selenium Building, Tower-B, Plot No. 31 &

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32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032, along with the duly filled in Form ISR-1 and related proofs.

15. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 39th AGM. Members seeking to inspect such documents can send an email to accelya@accelya.com.
16. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Accelya Solutions India Limited) at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032 along with the duly filled in Form ISR 1 and related proofs.

Members who are holding shares in dematerialized form and want to provide/change/correct the bank account details should send the same to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.

17. 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 by sending request to the KFin Technologies Limited, Selenium, Tower B, Plot No.31 & 32, Financial District, Gachibowli, Hyderabad – 500032 or at the registered office of the Company.

Email ID: einward.ris@kfintech.com

Toll Free / Phone Number: 1800 309 4001

WhatsApp Number: (91) 910 009 4099

Investor Support Centre: <https://kprism.kfintech.com/>

KFINTECH Corporate Website: <https://www.kfintech.com>

RTA Website: <https://ris.kfintech.com>

KPRISM (Mobile Application): <https://kprism.kfintech.com/signup>

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>



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18. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government is available at <https://ris.kfintech.com/clientservices/isc/default.aspx> or at <https://w3.accelya.com/wp-content/uploads/2024/10/347-Form-SH13-Nomination-Form.pdf>
19. Members are requested to note that our Registrar and Share Transfer Agent, KFinTech has a mobile app named 'KPRISM' and a website <https://kprism.kfintech.com/> for the Members holding shares in physical form. Members can download this android/ iOS mobile application from play/app store and view their portfolio services by KFinTech. In addition, Members may also visit the Investor Service Center (ISC) webpage <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and access various services such as post or track a query, upload tax exemption forms, view the demat request, check the dividend status, download the required ISR forms and check KYC status for physical folios, among others.
20. **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.**
21. 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. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: Accelya Solutions India Limited) at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India – 500 032.
22. 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 Tuesday, 21 October, 2025. 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 Tuesday, 21 October, 2025.
23. In terms of Section 124(5) of the Act, final dividend amount for FY 2017-18 and interim dividend amount for FY 2018-19 remaining unclaimed for a period of 7 years shall become due for transfer in November / December 2025 and March / April 2026 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.
24. 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.
25. 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.

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26. Instructions for remote e-voting for EVENT No. (EVEN) 9257 are as follows

Remote e-voting

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Members are provided with the facility to cast their vote electronically, through any of the modes listed below, on the resolutions set forth in this Notice, by way of remote e-voting:

Individual shareholders holding securities in demat mode

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



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Non-individual shareholders holding securities in demat mode and Shareholders holding securities in physical mode

1. In case a shareholder receives an email from KFintech [for Shareholders whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:
 - a) Visit the following URL: <https://evoting.kfintech.com/>.
 - b) Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e- voting, you can use your existing User ID and password for casting your vote.
 - 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. 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.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on your first login. 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 “EVENT” and click on ‘Accelya Solutions India Limited’.
2. Shareholders who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited at Selenium Building, Tower-B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 along with the duly filled in Form ISR-1 and related proofs.
3. For obtaining the User ID and Password for e-voting, Shareholders may refer the instructions below:
 - a) If the mobile number of the Shareholder is registered against Folio No. / DP ID Client ID, the Shareholder may send SMS: MYEPWD<space>E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL: MYEPWD IN12345612345678
Example for CDSL: MYEPWD 1402345612345678
Example for Physical - MYEPWD XXXX1234567890
 - b) If e-mail address or mobile number of the Shareholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Shareholder may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Shareholder may call KFintech toll free number 1800-3094-001 for any assistance.
 - d) Shareholder may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Shareholders whose e-mail IDs are available.

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General Instruction on E-voting

- 1) Members who are unable to retrieve User ID/Password are advised to use “Forgot User ID”/“Forgot Password” options available on the websites of Depositories/Depository Participants.
- 2) The remote e-voting period commences on Monday, 3 November, 2025 (9.00 a.m.) and ends on Wednesday, 5 November, 2025 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be disabled. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 30 October, 2025 (“cut-off date”), may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. 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.
- 3) Voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
- 4) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date, under “FOR/AGAINST” for each item of the Notice separately or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as on the cut-off date. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- 5) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- 6) You may then cast your vote by selecting an appropriate option and click on “Submit”.
- 7) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).
- 8) 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.
- 9) 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.
- 10) 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.
- 11) The results declared along with the Scrutinizer’s report shall be placed on the Company’s website (w3.accelya.com/investors) and on the website of KFin Technologies Limited (<http://evoting.kfintech.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. 6th November, 2025.



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Joining the meeting through VC / OAVM

- a) Members will be able to attend the AGM through VC / OAVM or view the live webcast of the Meeting at <https://emeetings.kfintech.com/> by using their remote e-voting login credentials and selecting the 'EVEN' for Company's Meeting.
- b) Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.
- c) Members may join the Meeting through laptop, smartphone, tablet or iPad for better experience. Further, members are requested to use internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

Members will be required to grant access to the webcam to enable two-way video conferencing.

- d) Facility of joining the AGM through VC / OAVM shall open 15 (fifteen) minutes before the time scheduled for the AGM and shall be kept open throughout the Meeting. Members will be able to participate in the AGM through VC / OAVM on a first-come-first-serve basis.

Up to 1,000 shareholders will be able to join the Meeting on a first-come-first-serve basis. Large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come first-serve basis.

Institutional members are encouraged to participate in the AGM through VC / OAVM and vote thereat.

- e) Members are requested to attend and participate in the AGM through VC / OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during AGM. The facility of e-voting during the AGM will be available to those members who have not cast their vote by remote e-voting. Members who cast their vote by remote e-voting may attend the Meeting through VC / OAVM, but will not be entitled to cast their vote once again on the resolutions. If members cast vote by both modes, i.e. voting at the AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- f) In case of any query and / or assistance required, relating to attending the AGM through VC / OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC / OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin at the email ID evoting@kfintech.com or KFin's toll free No.: 1-800-309-4001. INSTRUCTIONS FOR REMOTE E-VOTING, JOINING THE MEETING THROUGH VC / OAVM AND E-VOTING AT THE MEETING:

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Mumbai
Date: 2 October 2025

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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 Item Nos. 5 to 10 of the Notice:

Item No. 4

The Company has received a special notice pursuant to section 140(4) dated 1st October 2025, from Accelya Holding World S.L.U., the promoters of the Company, holding 11,143,295 equity shares representing 74.66% of the paid up equity share capital of the Company, proposing to appoint Walker Chandio & Co LLP, Chartered Accountants (“**WCC**”) (Registration No. 001076N/N500013), as Statutory Auditors of the Company for a period of five (5) consecutive years commencing from the conclusion of the ensuing 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company, in place of Deloitte Haskins & Sells LLP (“**Deloitte**”) (Firm’s Registration No. 117366W/W-100018) whose 1st term of five years as statutory auditors expires at the conclusion at the ensuing 39th AGM of the Company.

WCC is a firm of Chartered Accountants registered and empanelled with the Institute of Chartered Accountants of India. WCC was established in the year 1935 and is a limited liability partnership firm incorporated in India. WCC has registered office in New Delhi apart from 15 other branch offices in various cities in India. WCC is primarily engaged in providing audit and assurance services. WCC is amongst the largest and highly reputed audit firms in India and are auditors for several large companies including some of the top 100 listed entities.

The annualized audit fees of WCC as statutory auditors for the financial year 2025-26 will be ₹ 64,00,000 (Rupees Sixty-Four Lakhs only), which is less by approximately 20% than the fees paid to Deloitte as statutory auditors for the financial year 2024-25.

The limited review report for the quarter ended 30th September 2025 will be issued by Deloitte before expiry of their term as statutory auditors.

The Board recommends the appointment of WCC as statutory auditors in place of Deloitte due to commercial considerations.

In view of the above, the Company seeks your approval to appoint WCC as statutory auditors of the Company, in place of Deloitte, for a period of five consecutive years commencing from the conclusion of the ensuing 39th Annual General Meeting till the conclusion of 44th Annual General Meeting of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the proposed resolution.

The Board of Directors recommends the Resolution at Item no. 4 of the Notice for your approval as a Special Resolution.

Item Nos. 5, 6, 7 & 8

Details of the proposed material related party transactions between the Company and i) Accelya World S.L. b) Accelya Global Limited c) Accelya Middle East FZE and d) Accelya US Inc. including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 titled “Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 titled “Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions” are provided in this Explanatory Statement.

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 (as amended), approval of the Members by way of Ordinary Resolution is required for material related



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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 2025-26 between the Company and (a) Accelya World S.L.U. (“**AW**”); (b) Accelya Middle East FZE (“**AMEFZE**”); (c) Accelya Global Limited (“**AG**”) and; (d) Accelya US Inc. (“**AUS**”) 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 2024-25, 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 ₹ 52,871.77 lakhs as per last audited financial statements of the Company for financial year 2024-25. 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, AG and AUS to be executed on an arm’s length basis and in the ordinary course of business.

Information in terms of Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June 2025 issued by the Securities and Exchange Board of India (SEBI) on “Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”

A. Details of the related party and transactions with the related party

A(1). Basic details of the related party

Sr. No.	Particulars of the information	Information provided by the management			
1	Name of the Related Party	Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
2	Country of incorporation of the related party	Spain	United Kingdom	United Arab Emirates	United States of America
3	Nature of business of the related party	Software solutions provider for airline and travel industry	Intermediate Holding company providing strategic and corporate support services to group companies	Software solutions provider for airline and travel industry	Software solutions provider for airline and travel industry

A(2). Relationship and ownership of the related party

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Relationship between the listed entity /subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Fellow Subsidiary Mr. James Davidson is common Director in the company and Accelya World S.L.	Intermediate Holding company Mr. James Davidson is common Director in the company and Accelya Global Limited	Fellow Subsidiary Mr. James Davidson and Mr. Jose Maria Hurtado are common Directors in the company and Accelya Middle East FZE	Fellow Subsidiary Mr. James Davidson is common Director in the company and Accelya US Inc.
	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party	NIL	NIL	NIL	NIL

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Sr. No.	Particulars of the information	Information provided by the management			
	Shareholding of the related party, whether direct or indirect, in the listed entity	NIL	Accelya Holding World S.L.U., holds 74.66 % shareholding in the company. Accelya Global Limited indirectly holds 100% shareholding of Accelya Holding World S.L.U.	NIL	NIL

A(3). Details of previous transactions with the related party

Sr. No.	Particulars of the information	Information provided by the management			
1	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year				
	Name of the Related Party	Sr. No.	Nature of Transactions	FY 2024-2025 Amount	
	Accelya World S.L.	1	Services rendered by the Company	₹ 7,630 lakhs	
		2	Services received by the Company	₹ 233 lakhs	
		3	Claims raised for expenses	₹ 167 lakhs	
			Total	₹ 8,031 lakhs	
	Accelya Global Limited	1	Services rendered by the Company	₹ 878 lakhs	
		2	Services received by the Company	₹ 7,371 lakhs	
		3	Claims raised for expenses	₹ 41 lakhs	
		4	Claims received for expenses	₹ 489 lakhs	
			Total	₹ 8,780 lakhs	
	Accelya Middle East FZE	1	Services rendered by the Company	₹ 5,478 lakhs	
		2	Services received by the Company	₹ 714 lakhs	
		3	Claims raised for expenses	₹ 594 lakhs	
			Total	₹ 6,786 lakhs	
	Accelya US Inc.	1	Services rendered by the Company	₹ 174 lakhs	
		2	Claims raised for expenses	₹ 23 lakhs	
		3	Claims received for expenses	₹ 1,728 lakhs	
			Total	₹ 1,925 lakhs	
	Note: The Company has rendered / availed various services to / from including but not limited to processing & outsourcing services, product support & development, project & program management services, technical & IT infrastructure services, distribution services, licensing services, business support and corporate services including human resource, financial, strategic, business development, marketing, account management, sales, other support services etc.				



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		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
2	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not available as Q1 is yet to close	Not available as Q1 is yet to close	Not available as Q1 is yet to close	Not available as Q1 is yet to close
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year	No default	No default	No default	No default

A(4). Amount of proposed transactions

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Amount of the proposed transactions being placed for approval in the meeting of the shareholders.	₹ 10,000 lakhs	₹ 11,000 lakhs	₹ 11,000 lakhs	₹ 7,000 lakhs
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? (Yes / No)	Yes	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (%)	19%	21%	21%	13%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable	Not applicable	Not applicable	Not applicable
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	16%	24%	37%	5%

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Sr. No.	Particulars of the information	Information provided by the management			
6	Financial performance of the related party for the immediately preceding financial year: FY 2024-25 (standalone basis)				
	Turnover	₹ 62,989 lakhs	₹ 45,945 lakhs	₹ 29,910 lakhs	₹ 137,304 lakhs
	Profit After Tax	₹ 6,496 lakhs	₹ 16,059 lakhs	₹ 2,042 lakhs	(₹ 5,099 lakhs)
	Net Worth	₹ 27,577 lakhs	₹ 549,313 lakhs	₹ 25,817 lakhs	₹ 184,473 lakhs

A(5). Basic details of the proposed transactions

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/ services, giving loan, borrowing etc.)	The Company renders / avails various services to / from including but not limited to processing & outsourcing services, product support & development, project & program management services, technical & IT infrastructure services, distribution services, licensing services, business support and corporate services including human resource, financial, strategic, business development, marketing, account management, sales, other support services etc.			
2	Details of each type of the proposed transaction				
	Services received by the Company	₹ 650 lakhs	₹ 9,000 lakhs	₹ 970 lakhs	₹ 240 lakhs
	Services rendered by the Company	₹ 8,705 lakhs	₹ 1,025 lakhs	₹ 8,960 lakhs	₹ 4,940 lakhs
	Claims raised for expenses	₹ 605 lakhs	₹ 100 lakhs	₹ 1,050 lakhs	₹ 220 lakhs
	Claims received for expenses	₹ 40 lakhs	₹ 875 lakhs	₹ 20 lakhs	₹ 1,600 lakhs
	Total	₹ 10,000 lakhs	₹ 11,000 lakhs	₹ 11,000 lakhs	₹ 7,000 lakhs
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year (01st July 2025 to 30th June 2026)	1 Year (01st July 2025 to 30th June 2026)	1 Year (01st July 2025 to 30th June 2026)	1 Year (01st July 2025 to 30th June 2026)
4	Whether omnibus approval is being sought? (Yes / No)	Yes	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	₹ 10,000 lakhs for FY2025-26	₹ 11,000 lakhs for FY2025-26	₹ 11,000 lakhs for FY2025-26	₹ 7,000 lakhs for FY2025-26
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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.			
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. <i>Explanation:</i> Indirect interest shall mean interest held through any person over which an individual has control.				



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Sr. No.	Particulars of the information	Information provided by the management			
	a. Name of the director / KMP	1. James Davidson	1. James Davidson	1. James Davidson	1. James Davidson
				2. Jose Maria Hurtado	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NIL	NIL	NIL	NIL
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not available	Not available	Not available	Not available
9	Other information relevant for decision making	NIL	NIL	NIL	NIL

B. Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,

B(1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Not Applicable			
2	Basis of determination of price.				
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:				
	a. Amount of Trade advance				
	b. Tenure				
	c. Whether same is self-liquidating?				
	d. Other details				

B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary:

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Source of funds in connection with the proposed transaction.	Not Applicable			
2	Where any financial indebtedness is incurred to give loan, inter corporate deposit or advance, specify the following:				
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				

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Sr. No.	Particulars of the information	Information provided by the management			
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks / NBFCs / insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	Not Applicable			
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.				
5	Maturity / due date				
6	Repayment schedule & terms				
7	Whether secured or unsecured?				
8	If secured, the nature of security & security coverage ratio				
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.				

B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies</i>	Not Applicable			
2	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies/housing finance companies.</i>				
	a. Nature of indebtedness				
	b. Total cost of borrowing				
	c. Tenure				
	d. Other details				
3	Purpose for which funds shall be utilized by the investee company				
4	Material terms of the proposed transaction				



ANNUAL GENERAL MEETING NOTICE

B(4). Disclosure only in case of guarantee (including performance guarantee in nature of Security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	(a) Rationale for giving guarantee surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	Not Applicable			
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.				
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.				

B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Material covenants of the proposed transaction	Not Applicable			
2	Interest rate (in terms of numerical value or base rate and applicable spread)				
3.	Cost of borrowing				
	<i>Note: This shall include all costs associated with the borrowing</i>				
4	Maturity / due date				
5	Repayment schedule & terms				
6	Whether secured or unsecured				
7	If secured, the nature of security & security coverage ratio				
8	The purpose for which the funds will be utilized by the listed entity/ subsidiary				

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B(6). Disclosure only in case of transactions relating to transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Bidding or other process, if any, applied for choosing a party for sale, lease or disposal of assets of subsidiary or of unit, division or <i>undertaking of the listed entity</i>	Not Applicable			
2	Basis of determination of price				
3.	Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate				
4	Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:				
		FY 2022-23 (NR)	FY 2023-2024 (NR)	FY 2024-25 (NR)	
	Turnover	Not Applicable			
	Net worth				
	Net profit				
5	Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary / undertaking	Not Applicable			
	a. Expected impact on turnover				
	b. Expected impact on net worth				
	c. Expected impact on net profits				

B(7). Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Purpose for which royalty is proposed to be paid to the related party in the current financial year. Note: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.	Not Applicable			



ANNUAL GENERAL MEETING NOTICE

Sr. No.	Particulars of the information	Information provided by the management			
	a. For use of brand name / trademark (As a % of total royalty)	Not Applicable			
	b. For transfer of technology know-how (As a % of total royalty)				
	c. For professional fee, corporate management fee or any other fee (As a % of total royalty)				
	d. Any other use (specify) (As a % of total royalty)				
2	<p>(a) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.</p> <p>(b) If No, furnish information below.</p> <p>If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction:</p> <ul style="list-style-type: none"> • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount <p>Note: The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.</p>				
3	Sunset Clause for Royalty payment, if any				

C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	<p>Latest credit rating of the related party</p> <p>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</p>	Not Applicable			
2	Default on borrowings, if any , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.				

ANNUAL GENERAL MEETING NOTICE

Sr. No.	Particulars of the information	Information provided by the management			
	<p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	Not Applicable			
	FY 2022-2023				
	FY 2023-2024				
	FY 2024-2025				

C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	<p>Latest credit rating of the related party</p> <p><i>Note:</i></p> <p>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</p> <p>b. This shall be applicable in case of investment in debt securities.</p>	Not Applicable			
2	Whether any regulatory approval is required. If yes, whether the same has been obtained.				



ANNUAL GENERAL MEETING NOTICE

C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	<p>If guarantee, performance guarantee (in nature of security / contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i></p> <p><i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i></p> <p><i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>	Not Applicable			
	Details of solvency status and going concern status of the related party during the last three financial years:				
2	FY 2022-2023				
	FY 2023-2024				
	FY 2024-2025				
	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p>				
	<p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p>				

ANNUAL GENERAL MEETING NOTICE

Sr. No.	Particulars of the information	Information provided by the management			
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting; c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable			
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016. <i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i>				
	FY 2022-2023				
	FY 2023-2024				
	FY 2024-2025				

C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary:
Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.</i>	Not Applicable			
	a. Before transaction				
	b. After transaction				
2	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements <i>Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.</i>	Not Applicable			
	a. Before transaction				
	b. After transaction				



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C(5). Disclosure only in case of transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity or disposal of shares of subsidiary or associate: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months.	Not Applicable			
2	Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.				
3	Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?				
4	Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?				
5	Are there any other major non-financial reasons for going ahead with the proposed transaction?				

C(6). Disclosure only in case of transactions relating to payment of royalty: Not Applicable

Sr. No.	Particulars of the information	Information provided by the management			
		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years	Not Applicable			
	FY 2022-2023				
	FY 2023-2024				
	FY 2024-2025				
2	Purpose for which royalty was paid to the related party during the last three financial years. <i>Explanation: For companies with a composite license agreement that includes a bundle of intellectual property rights (IPRs) such as brands, patents, technology and know-how, state the key components of such agreements and the reasons royalty attributable to those key components could not be furnished separately.</i>				

ANNUAL GENERAL MEETING NOTICE

Sr. No.	Particulars of the information	Information provided by the management			
	a. For use of brand name / trademark (As a % of total royalty)	Not Applicable			
	b. For transfer of technology know-how (As a % of total royalty)				
	c. For professional fee, corporate management fee or any other fee (As a % of total royalty)				
	d. Any other use (specify) (As a % of total royalty)				
3	Royalty paid in last 3 FYs as % of Net Profits of previous FYs				
	FY 2022-2032 (%)				
	FY 2023-2024 (%)				
	FY 2024-2025 (%)				
4	Percentage or Rate at which royalty has increased in the past 3 years, if any, vis-à-vis rate at which the turnover and profits after tax have increased during the same period (%).				
	Peer Comparison: Listed entity or its subsidiary paying royalty for any purpose shall also disclose whether any relevant Industry Peer pays royalties for the same purpose, which is disclosed in its audited annual financial statements for the relevant period: Not Applicable				
		Listed Entity / Subsidiary	Peer 1	Peer 2	Peer 3
	Royalty payment over last 3 years	Aggregate Amount	Aggregate Amount	Aggregate Amount	Aggregate Amount
	Royalty paid as a % of net profits over the last 3 years	%	%	%	%
	Annual growth rate of Turnover over last 3 years	%	%	%	%

Additional Information

		Accelya World S.L.	Accelya Global Limited	Accelya Middle East FZE	Accelya US Inc.
1	Basis of determination of price	Arm's Length Price based on Transaction Net Margin Method	Arm's Length Price based on Transaction Net Margin Method	Arm's Length Price based on Transaction Net Margin Method	Arm's Length Price based on Transaction Net Margin Method
2	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	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.			



ANNUAL GENERAL MEETING NOTICE

3	Material terms and conditions of the proposed transactions	Agreement effective 01st July 2024 valid for 1 year and automatic renewal every year. Notice Period 30 days for termination.	Agreement effective 01st July 2024 valid for 1 year and automatic renewal every year. Notice Period 30 days for termination.	Agreement effective 01st July 2024 valid for 1 year and automatic renewal every year. Notice Period 30 days for termination.	Agreement effective 01st July 2024 valid for 1 year and automatic renewal every year. Notice Period 30 days for termination.
4	Whether Audit Committee has reviewed the certificates provided by the CEO / Managing Director / Whole Time Director / Manager and CFO of the Listed Entity as required under the RPT Industry Standards	Yes			
5	Whether the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT with entities Accelya World S.L., Accelya Global Limited, Accelya Middle East FZE and Accelya US Inc. have been approved by the Audit Committee subject to the approval of shareholders at the ensuing AGM. There are no material modification(s) to any of the related party transactions for which the Company proposes to pass resolutions at the ensuing Annual General Meeting. The Board of Directors recommends the proposed transactions to the shareholders for approval			
6	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	Not applicable			

Mr. James Davidson is concerned or interested in the resolutions set out at Item nos. 5 to 8.

Mr. Jose Maria Hurtado is concerned or interested in the resolution set out at Item no. 7 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. 5 to 8 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. 5 to 8 and will not be eligible to vote on the Resolution.

The Board of Directors recommends the Resolution set out at Item nos. 5 to 8 of the Notice for approval of Members as Ordinary Resolutions.

ANNUAL GENERAL MEETING NOTICE

Item No. 9

Mr. Gurudas Shenoy was appointed as Managing Director of the Company by the Board of Directors as recommended by the Nomination and Remuneration Committee in their meetings held on 23 May 2022, w.e.f. 1st July 2022 for a period of 5 years. The remuneration payable to Mr. Gurudas Shenoy was approved for the period from 1st July 2022 to 30th June 2025. The same was subsequently approved by the members by a special resolution passed through postal ballot, the voting results of which were declared on 11th August 2022.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 2nd October 2025 approved revision of remuneration of Mr. Gurudas Shenoy, Managing Director for financial year 2025-26 with effect from 1st July 2025.

It is now proposed to approve the following remuneration to Mr. Gurudas Shenoy for the period from 1st July 2025 to 30th June 2026:

A. Basic Salary and Allowances

Basic Salary and Allowances up to ₹ 1,86,46,200 (Rupees One Crore Eighty-Six Lakh Forty-Six Thousand Two Hundred only) per annum.

B. Other Benefits

- i) Insurance: As per Rules of the Company
- ii) Employer's Contribution to Provident Fund
- iii) Gratuity: As per Rules of the Company
- iv) Leave: As per Rules of the Company

C. Incentive

Mr. Gurudas Shenoy shall be entitled to such incentive as may be decided by the Board of Directors from time to time based on his performance.

Overall remuneration

The overall remuneration payable to Mr. Gurudas Shenoy as Managing Director for the financial year 2025-26 shall not exceed ₹ 2,84,72,187 (Rupees Two Crore Eighty-Four Lakh Seventy-Two Thousand One Hundred Eighty Seven only) per annum.

Increase in remuneration

Subject to applicable laws, the Board is authorised to increase the overall remuneration of Mr. Gurudas Shenoy by up to a maximum of 20% (twenty percent) on an annual basis for the period from 1st July, 2026 to 30th June, 2027 in such manner as it may deem fit.

Minimum remuneration

In the event of absence or inadequacy of profits during the tenure of Mr. Gurudas Shenoy as Managing Director, the aforesaid remuneration by way of salary, perquisites, allowances, other benefits and incentive (including the annual increase in remuneration) for the period from 1st July, 2025 to 30th June, 2027 may be paid as minimum remuneration, subject to provisions of the Act and Schedule V to the Act.

Income-tax

Income-tax in respect of the above remuneration will be deducted at source as per the applicable Income Tax Laws / Rules.

The remuneration is in line with the industrial standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mr. Gurudas Shenoy, Managing Director.



ANNUAL GENERAL MEETING NOTICE

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Gurudas Shenoy, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested, either directly or indirectly, in the Resolution set out at Item No. 9 of the Notice.

Mr. Gurudas Shenoy holds 265 shares in the Company.

The Board of Directors recommends the Resolution at Item no. 9 of the Notice for your approval as a Special Resolution.

Item No. 10

The Board at its meeting held on 31st July, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Nilesh A. Pradhan & Co. LLP ("NAPCO"), Practising Company Secretaries, a peer reviewed firm as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members. The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NAPCO is well-known firm of Practising Company Secretaries based in Mumbai. NAPCO has been peer reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices. NAPCO has a team focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering solutions to ensure regulatory adherence and operational efficiency. NAPCO has confirmed that they are not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by NAPCO as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be ₹ 225,000/- (Rupees Two Lakhs Twenty-Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and Nilesh A. Pradhan & Co. LLP.

In addition to the secretarial audit, Nilesh A. Pradhan & Co. LLP, shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

None of the promoters, directors, key managerial personnel and their relatives are concerned or interested, either directly or indirectly, in the Resolution set out at Item No. 10 of this Notice

The Board of Directors recommends the Resolution at Item no. 9 of the Notice for your approval as an Ordinary Resolution.

By the Order of the Board of Directors

Ninad Umranikar
Company Secretary
Membership No.: A14201

Place: Pune
Date: 2 October 2025

ANNUAL GENERAL MEETING NOTICE

ANNEXURE

Details of Mr. James Davidson 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	James Davidson
DIN	0009516461
Nationality	United States of America
Date of Birth	8 June 1955
Date of Appointment	Monday, 28 February, 2022
Qualification	B.S. – Management; M.S. – Counselor Education; and MBA
Expertise in specific functional area	Strategy & Business Development
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: Pune
Date: 2 October 2025



ANNUAL GENERAL MEETING NOTICE

(On letter head of Accelya Holding World S.L.U.)

Special Notice for appointment of statutory auditors other than the retiring auditors [Pursuant to section 140(4) of the Companies Act, 2013 (“Companies Act”)]

To
The Board of Directors
Accelya Solutions India Limited
5th & 6th Floor, Building No. 4,
Raheja Woods, River Side 25A,
West Avenue, Kalyani Nagar,
Pune 411 006

Dear Sir,

Sub: Special notice under section 140(4) of the Companies Act for the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as the statutory auditors of the Company in place of retiring auditors Deloitte Haskins & Sells LLP (Firm’s Registration No. 117366W/W-100018).

We are the shareholders of Accelya Solutions India Limited (“the Company”), holding 11,143,295 equity shares which constitutes 74.66% of the total paid up share capital of the Company.

With reference to section 140(4) of the Companies Act, we hereby give you a special notice as per section 115 of the Companies Act 2013 read with Rule 23 of the Companies (Management and Administration) Rules, 2014 (as amended) of our intention to move at the 39th Annual General Meeting of the Company, the following resolution to be a Special Resolution for the appointment of Walker Chandiok & Co LLP, Chartered Accountants (Registration No. 001076N/N500013) as the statutory auditors of the Company in place of retiring auditors Deloitte Haskins & Sells LLP (Firm’s Registration No. 117366W/W-100018).

We are submitting below a draft of the resolution in this regard for the approval at the ensuing Annual General Meeting to be held on 6th November 2025:

“RESOLVED THAT pursuant to the provisions of Sections 139, 140 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Walker Chandiok & Co. LLP, Chartered Accountants (Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company, in place of Deloitte Haskins & Sells LLP (Firm’s Registration No. 117366W/W-100018), who are retiring as the statutory auditors at the ensuing Annual General Meeting of the Company, to hold office for a term of five (5) consecutive years from the conclusion of the 39th Annual General Meeting till the conclusion of the 44th Annual General Meeting (to be held in the year 2030) at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors of the Company and to avail any other services, certificates, reports etc. as may be permissible under applicable laws.

“RESOLVED FURTHER THAT the Audit Committee / Board of Directors of the Company, be and are hereby authorized to revise / alter / modify / amend the terms and conditions and / or remuneration of the Statutory Auditors, from time to time, during the tenure of their appointment.

“RESOLVED FURTHER THAT any Director of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing the requisite forms / returns to give effect to the forgoing resolution.”

We request you to please do the needful as per the provisions of the Companies Act, 2013.

Thanking you,
For Accelya Holding World S.L.U.

Sd/

Elena Garcia
Authorised Signatory

Place: Barcelona
Date: 1 October 2025

ANNUAL GENERAL MEETING NOTICE

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 :



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

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

NOTES

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This image shows a full page of white paper with horizontal blue ruling lines. The lines are evenly spaced and run across the width of the page, leaving small margins at the top and bottom. There is no handwriting or other markings on the paper.

NOTES

This image shows a single page of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



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