

15<sup>th</sup> November, 2024

AL/CS/BSE/056/2024-25

To,

**BSE Limited,**

P. J. Towers, Dalal Street,  
Mumbai – 400 001.

**SCRIP CODE: 517494**

Dear Sir/Madam,

**SUB: DISCLOSURE UNDER REGULATION 30 OF SEBI [LISTING OBLIGATIONS AND  
DISCLOSURE REQUIREMENTS] REGULATIONS, 2015 – POSTAL BALLOT NOTICE**

Pursuant to Regulation 30 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice dated 13<sup>th</sup> November, 2024 seeking the approval of the shareholders of the Company only by way of remote electronic voting (“e-voting”) in respect of ***Regularisation of the appointment of Mr. N.R. Panicker [DIN: 00236198], Additional Director as the Managing Director of the Company.***

In accordance with the Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 3/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as “MCA Circulars”), the postal ballot notice is being sent only in electronic form to Members whose email addresses are registered with their depository participants /the Company’s Registrar and Share Transfer Agent and whose names are recorded in the Register of Members/List of Beneficial Owners as on Friday, 08<sup>th</sup> November, 2024. The Company has also made arrangements for those members who have not yet registered their email address to get the same registered by following the procedures prescribed in the Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide e-Voting facility to its members. The voting rights of the Members shall be in proportion to their holding of Equity Shares with the paid-up equity share capital of the Company as on Friday, 08<sup>th</sup> November, 2024 [“Cut-off Date”].

The remote e-Voting period commences from 09.00 am on Tuesday, 19<sup>th</sup> November, 2024 and

# ACCEL LIMITED



ends at 05.00 pm on Wednesday, 18<sup>th</sup> December, 2024.

This Postal Ballot Notice will also be available in the website of the Company at [www.accel-india.com](http://www.accel-india.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For ACCEL LIMITED,

**VISHNU SIVANANDAN**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

*Encl: Postal Ballot Notice*



## ACCEL LIMITED

[CIN: L30007TN1986PLC100219]

Regd. Office Address: 3<sup>rd</sup> Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam,  
Chennai – 600 034.

Phone: 044-28222262; Email: companysecretary@accel-india.com

Website: www.accel-india.com

### **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]*

<i>e-Voting Starting Date</i>	<i>e-Voting Ending Date</i>
<b>Tuesday, 19<sup>th</sup> November, 2024</b>	<b>Wednesday, 18<sup>th</sup> December, 2024</b>

To,  
The Shareholders,  
**Accel Limited.**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ("MCA") for conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, Circular No. 3/2022 dated 5th May, 2022 and Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as "MCA Circulars"), to transact the special business as set out hereunder for seeking approval of the members of the Company through Postal Ballot by voting through electronic means ("Remote e-voting").

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In terms of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the shareholders for the Postal Ballot undertaken up to 30th September, 2023.



In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for remote e-voting are being sent only through electronic mode to those Members, whose email address is registered with the Company / depository participant as on Friday, 08<sup>th</sup> November, 2024. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice. The Company has engaged the services of National Securities Depository Limited (‘NSDL’) for the purpose of providing remote e-voting facility to its Members.

The Board of Directors of the Company, appointed Mr. Soy Joseph (Membership No. A13852), Practising Company Secretaries, M/s. JM & Associates as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to vote through e-voting as per the facilities arranged by the Company are requested to read the instructions in the ‘Notes’. The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the postal ballots (i.e., e-voting). The results shall be declared on or before Thursday, 19<sup>th</sup> December, 2024, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company’s website [www.accel-india.com](http://www.accel-india.com).

#### **SPECIAL BUSINESS**

#### **Regularisation of the appointment of Mr. N.R. Panicker [DIN: 00236198], Additional Director as the Managing Director of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 161, 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. N. R. Panicker [DIN: 00236198] who was appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2024, be and is hereby regularized as Director”

**“RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors, the consent of the members of the Company be and is hereby accorded for appointment of Mr. N. R. Panicker [DIN: 00236198] as Managing Director of the Company who has attained the age of 70 years, for a period of 3 [three] years commencing from 14<sup>th</sup> November, 2024 to 13<sup>th</sup> November, 2027, period of his office shall be liable to retire by

rotation and on such other terms and conditions as may be agreed between the Board of Directors of the Company and Mr. N.R. Panicker.

**RESOLVED FURTHER THAT** the remuneration payable to the Managing Director be and is hereby approved and fixed as under:

#### **I. REMUNERATION**

**(a) Salary:**

Basic Salary Rs. 4,00,000/- (Rupees Four Lakhs only) per month.

**(b) Incentive/Commission:**

Equivalent to 1% of the Net Profits of the Company subject to maximum of one year's salary.

#### **II. PERQUISITES**

**(i) Housing:**

Rent free quarters or House Rent Allowance subject to a maximum of Rs. 150,000/- per month.

**(ii) Medical Allowance:**

Medical Allowance up to a maximum of Rs. 4,00,000/- per annum.

**(iii) Leave Travel allowance:**

Leave Travel allowance subject to a maximum of one month salary for the year.

**(iv) Motor Car:**

Mr. N.R. Panicker will be provided a Company Car and expenses towards the fuel and use of the car shall be reimbursed subject to a maximum of Rs.20,000/- per month.

**(v) Security:**

Allowances for security provided at his residence up to a maximum of Rs. 50,000/- per annum [inclusive of GST].

#### **III. REMUNERATION OF MR. N. R. PANICKER IN THE EVENT OF LOSS OR INADEQUACY OF PROFITS -**

Where in any financial year, the Company has no profits or its profits are inadequate, the remuneration payable shall be as per the applicable provisions of Schedule V to the Companies Act, 2013.

**RESOLVED THAT** in the event of absence of profits or inadequacy of profits in any financial year, Mr. N. R. Panicker, shall be entitled to receive remuneration including perquisites, etc., as may be applicable up to the limits as approved by the members herein above. However, the approval for payment of remuneration shall be in accordance with the limits as specified under Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, the Board shall have the discretion and authority to modify the terms and remuneration within, however, the limit as approved by the members.



**RESOLVED FURTHER THAT** pursuant to regulation 17(6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) along with the provisions of Sections 196,197,198 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or reenactment thereof) read with Schedule V of the Companies Act, 2013, consent of the Members be and is hereby accorded for the annual aggregate remuneration payable to the Executive Directors, exceeding 10% of the net profits of the Company as calculated under section 198 of the Companies Act, 2013, in any year during the tenure of their appointment.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution.”

By order of the Board of Directors,

Sd/-

**VISHNU SIVANANDAN**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Registered Office**

3<sup>rd</sup> Floor, SFI Complex  
178, Valluvarkottam High Road  
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 13.11.2024

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts of the aforesaid items is annexed hereto as Annexure I and which forms part of this Postal Ballot Notice.
2. All documents required to be kept open for inspection, if any, shall be open for inspection at the registered office and corporate office of the Company between 2.00 p.m. and 5.00 p.m. on all working days until the last date of remote e-voting. Alternatively, Members may also send their request to [companysecretary@accel-india.com](mailto:companysecretary@accel-india.com) from their registered e-mail address mentioning their names, folio numbers, DP India and client ID during the voting period of the Postal Ballot.
3. The Company has appointed Mr. Soy Joseph (Membership No. A13852 and Certificate of Practice No.5612), Practising Company Secretaries, M/s. JM Associates, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny of remote e-voting on or before Friday, 20<sup>th</sup> December, 2024. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and shall also be available on the Company’s website ([www.accel-india.com](http://www.accel-india.com)) and on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also displayed at the registered office and the corporate office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for remote e-voting, i.e. 18<sup>th</sup> December, 2024, in terms of the Secretarial Standards on General Meeting (SS2) issued by the Institute of Company Secretaries of India.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper (in English language) and one Tamil daily newspaper (in vernacular language).

**CUT-OFF DATE**

5. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, 08<sup>th</sup> November, 2024 (hereinafter referred to as the “Cut-off Date”). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares and partly paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.

**DISPATCH OF POSTAL BALLOT NOTICE**

6. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date, i.e., Friday, 08<sup>th</sup> November, 2024 and whose email address is registered with the M/s. Integrated Registry Management Services Private Limited, the Company’s Registrar and Share Transfer Agent [RTA] or Depository Participants. Such shareholders are requested to record their



assent or dissent through remote e-voting facility provided for this Postal Ballot not later than 5.00 p.m. IST on 18<sup>th</sup> December, 2024.

7. A copy of this Postal Ballot Notice, Explanatory Statement, remote e-voting instructions is available on the Company's website ([www.accel-india.com](http://www.accel-india.com)), on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and also on the website of BSE Limited ([www.bseindia.com](http://www.bseindia.com)).

#### REMOTE E-VOTING:

8. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting"). National Securities Depository Limited ("NSDL"), will provide the remote e-voting facility to enable the shareholders to exercise their right to vote on resolutions proposed to be considered through this Postal Ballot Notice by electronic means.
9. The remote e-voting period commences on Tuesday, 19<sup>th</sup> November, 2024 (9.00 a.m. IST) up to Wednesday, 18<sup>th</sup> December, 2024 (5.00 p.m. IST). During this period, the shareholders of the Company holding fully paid-up and partly paid-up shares either in physical form or in demat form, as on the Cut-off Date, i.e. Friday, 08<sup>th</sup> November, 2024 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
10. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off Date, i.e. Friday, 08<sup>th</sup> November, 2024.
11. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case they are already registered with RTA for remote e-voting, they can use their existing User ID and password for e-voting (details of user id and password are printed in the Postal Ballot Notice).
12. In terms of SEBI e-voting Circular, e-voting process has been enabled for all 'individual demat account holders', by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) ("DP"). The detailed procedure for remote e-voting is given below.
13. Individual members having demat account(s) would be able to cast their vote without having to register again with the e-voting service provider ("ESP"), i.e. RTA, thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and email ID with their DPs to access the e-voting facility.



**14. How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

***A) Login method for e-Voting for Individual shareholders holding securities in demat mode***

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you</li> </ol>

	<p>will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the

email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [soy@saspartners.com](mailto:soy@saspartners.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawleat [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [companysecretary@accel-india.com](mailto:companysecretary@accel-india.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [companysecretary@accel-india.com](mailto:companysecretary@accel-india.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at [\*step 1 \(A\) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.\*](#)
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



**General Instructions:**

- a) Mr. Soy Joseph, Practicing Company Secretary (Membership No: 13852) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- b) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.accel-india.com](http://www.accel-india.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd, Mumbai.

By order of the Board of Directors

Sd/-

**VISHNU SIVANADAN**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Registered Office**

3<sup>rd</sup> Floor, SFI Complex  
178, Valluvarkottam High Road  
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 13.11.2024

## **ANNEXURE I**

### **EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

Statement with respect to items covered in the Notice is given below:

#### **Regularisation of the appointment of Mr. N.R. Panicker [DIN: 00236198], Additional Director as the Managing Director of the Company.**

The Board at its meeting held on 13<sup>th</sup> November, 2024 has subject to the approval of members, approved the appointment of Mr. N. R. Panicker [DIN: 00236198] as Managing Director of the Company who was earlier appointed as an Additional Director of the Company with effect from 14<sup>th</sup> November, 2024. The Board has taken the decision of said appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. N. R. Panicker is not disqualified from being appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be appointed and has given his consent to act as Managing Director of the Company. Apart from Mr. N. R. Panicker being aged 70 years old for which this special resolution is passed, he satisfies all the conditions as set out in Section 196(3) of the said Act and Part I of Schedule V thereof.

A brief profile of Mr. N. R. Panicker is provided in Annexure to the Notice pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India.

It is proposed to seek member's approval for the appointment of and remuneration payable to Mr. N. R. Panicker, as the Managing Director, in terms of the applicable provisions of the said Act and the Rules made there under.

The Board of Directors of your Company recommends the special resolution in relation to appointment of Mr. N. R. Panicker as the Managing Director for the approval by the shareholders of the Company.

None of the other Directors except Ms. Shruthi Panicker [daughter of Mr. N. R. Panicker], Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution set out in the Notice.

### **THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

#### **I. General Information**

1. Nature of Industry: **Information Technology and other Computer Services**
2. Date of Commencement of commercial production: **19th May, 1986**
3. Financial performance based on given indicators:



[Rs. In Lakhs]

Particulars	31 <sup>st</sup> March 2024	31 <sup>st</sup> March 2023
Revenue from Operations	16,633.49	15,537.62
Profit/Loss before Tax	499.02	868.19
Profit/Loss after Tax	383.97	336.69

4. Foreign investments or collaborations, if any: NIL

## II. Information about Mr. N. R. Panicker

Particulars	
<b>Background Details</b>	He entered the IT industry as a young electronics engineer from the Government College of Engineering, Thiruvananthapuram and after a successful stint in HCL, he founded Accel in 1991. On growing the venture from a start-up to an MNC with full operational presence in seven countries, he guided the company through a successful IPO and grew it through mergers and acquisitions before exiting through successful sell out in 2016. In 2019, he re-entered the IT services business with his Accel 2.0 strategy with a vision to create another success story
<b>Past remuneration</b>	Rs. 76.90 Lakhs P.A.
<b>Recognition or awards</b>	Ranked by DQ India as one of the Top 10 Key Influencers in the Indian IT Industry, he was also awarded by The Confederation of Indian Industry as Best Entrepreneur in the year 2007.
<b>Job profile and his suitability</b>	A highly rewarded technocrat with a successful track record of over 40 years in the IT and media industry.
<b>Remuneration proposed</b>	<b>Rs. 76.90 Lakhs P.A.</b>
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	Ms. Shruthi Panicker, Director of the Company is the daughter of Mr. N. R. Panicker

## III. Other Information

1. Reasons of loss or inadequate profits	<b>Not applicable</b>
2. Steps taken or proposed to be taken for improvement	
3. Expected increase in productivity and profits in measurable terms	



**IV. Disclosures:**

The Shareholder of the Company are being informed of the remuneration package of the Mr. N R Panicker in the resolution forming part of this Notice.

By order of the Board of Directors

Sd/-

**VISHNU SIVANANDAN**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Registered Office**

3<sup>rd</sup> Floor, SFI Complex  
178, Valluvarkottam High Road  
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 13.11.2024

**ANNEXURE**

**PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:**

<b>PARTICULARS</b>	<b>MR. N.R.PANICKER</b>
<b>Date of Birth</b>	12.08.1954
<b>Date of Appointment/Reappointment</b>	14.11.2024 (Earlier Managing Director of Accel Limited, resigned with effect from 23.09.2023)
<b>Qualification</b>	Bachelor of Engineering
<b>Expertise</b>	IT professional with 44 years of experience in operating and managing IT businesses. Expertise includes operations, finance, management, mergers and acquisitions.
<b>Chairmanship / Membership of the Committees of the Board of Director of the Company</b>	NIL
<b>Directorship of other Companies (excluding Foreign Companies / Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>✓ Accel Media Ventures Limited</li> <li>✓ Cetronics Technologies Pvt Ltd.</li> <li>✓ Secureinteli Technologies Private Limited</li> <li>✓ Medscape Pharma Private Limited</li> <li>✓ Cybolt Technologies Private Limited</li> </ul>
<b>Chairmanship / Membership of the Committee of other companies in which he is a Director</b>	NIL
<b>No. of shares held in the Company as on 31<sup>st</sup> March 2024</b>	2,32,81,032 shares.
<b>Relationship with Other Directors and Key Managerial Personnel</b>	Father of Non- Executive Non- Independent Director Ms. Shruthi Panicker.

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