

28th April, 2023

AL/CS/BSE/012/2023-24

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 27th April, 2023 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. S. V. Rao [DIN:06600739] as the Whole Time 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, 21st April, 2023.

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, 21st April, 2023 [“Cut-off Date”]. The remote e-Voting period commences from 09.00 am on Sunday, 30th April, 2023 and ends at 05.00 pm on Monday, 29th May, 2023.



H. Parithy

This Postal Ballot Notice will also be available in the website of the Company at www.accel-india.com and on the website of NSDL at www.evoting.nsdl.com.

This is for your information and record.

Thanking you,

Yours faithfully,

For ACCEL LIMITED,

H. Pavithra

H. PAVITHRA
Company Secretary & Compliance Officer

Encl: Postal Ballot Notice





ACCEL LIMITED

[CIN: L30007TN1986PLC100219]

Regd. Office Address: 3rd 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>eVoting Starting Date</i>	<i>eVoting Ending Date</i>
Sunday, 30th April, 2023	Monday, 29th May, 2023

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, 21st April, 2023. 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 Wednesday, May 31, 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company’s website www.accel-india.com.

SPECIAL BUSINESS

Regularisation of the appointment of Mr. S. V. Rao [DIN: 06600739] as a Whole time 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 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. S. V. Rao** [DIN: 06600739] as the Whole Time Director of the Company, for a period of **3** [three] years commencing from 27th April, 2023 to 26th April, 2026, 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. S. V. Rao.

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

I. REMUNERATION

- a) Salary: Basic Salary Rs. 1,25,000/- (Rupees One Lakh Twenty-Five Thousand only) per month.
- b) Variable: Rs. 10,00,000/- per annum.

II. ALLOWANCES

- (i) Housing: House Rent Allowance of Rs. 62,500/- per month
- (ii) Conveyance: Rs. 800/- per month
- (iii) Medical Allowance: Rs. 1250/- per month
- (iv) Special Allowance: Rs. 110,117/- per month
- (v) Meal Coupons: Rs. 2000/- per month
- (vi) Petrol Reimbursement: Rs. 15,000/- per month
- (vii) Leave Travel Allowance: Rs. 20,000/- per annum

**In addition to the above, Provident Fund and Gratuity will be paid as per the applicable provisions.*

III. REMUNERATION 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 FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee as specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be necessary, power and expedite for the purpose of giving effect to this resolution.”

By order of the Board of Directors

Sd/-

H. PAVITHRA

Company Secretary and Compliance Officer

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 27.04.2023

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 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 Wednesday, 31st May, 2023. 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) and on 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. 29th May, 2023, 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, 21st April, 2023 (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, 21st April, 2023 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 29th May, 2023.

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), on www.evoting.nsdl.com and also on the website of BSE Limited (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 9th 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 Sunday, 30th April, 2023 (9.00 a.m. IST) up to Monday, 29th May, 2023 (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, 21st April, 2023, 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, 21st April, 2023.
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. 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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 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>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>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your 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.
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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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 :

Manner of holding shares i.e.Demat (NSDL or CDSL) or Physical	Your User ID is:
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.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on 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 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 with a copy marked to 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawleat 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.
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. 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 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 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/-

H. PAVITHRA

Company Secretary and Compliance Officer

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 27.04.2023



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. S. V. Rao [DIN: 06600739] as a Whole time Director of the Company.

The Board at its meeting held on 27th April, 2023 has approved the appointment of Mr. S. V. Rao [DIN: 06600739] as a Whole Time Director of the Company who was earlier appointed as an Additional Director of the Company on 07th March, 2023. 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. S. V. Rao is not disqualified from being appointed as a Whole Time 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 Whole Time Director of the Company. 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. S. V. Rao 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.ssssss

It is proposed to seek member's approval for the appointment of and remuneration payable to Mr. S. V. Rao, as a Whole Time 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. S. V. Rao, Whole Time Director for the approval by the shareholders of the Company.

None of the other Directors, 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:

Particulars	[Rs. In Lakhs]	
	31st March 2022	31st March 2021
Revenue from Operations	11,086.12	6911.60
Profit/Loss before Tax	501.41	142.83
Profit/Loss after Tax	553.52	276.17

4. Foreign investments or collaborations, if any: **NIL**



II. Information about Mr. S. V. Rao

PARTICULARS	
Background Details	<p>Mr. S. V. Rao is an engineering graduate with 34 years of experience in IT, Telecom and Mobile services & sales businesses. Prior to joining Accel Limited, Mr. S. V. Rao was CEO and Whole Time Director in Ensure Support Services India Limited, a wholly owned subsidiary company of Redington. He has been working with Redington India group since 1995 and joined Accel Limited in 2020 when Accel Limited acquired Ensure Support Services India Limited from Redington. Mr. S. V. Rao has collaborated and implemented many Pan-India service roll-outs for many leading global brands apart from successfully building B2C businesses.</p> <p>Prior to Redington he was working with Blue Star and Cosmo Communications (CDOT).</p>
Past remuneration	NA
Recognition or awards	Was Strategic Business Unit Head – Redington in building enterprise and value addition to the business. Part of the core leadership team in Redington for 10+ years till 2020.
Job profile and his suitability	Has experience of over 34 years in the IT Services industry.
Remuneration proposed	Rs. 50.72 Lakhs p.a.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	NIL

III. Other Information

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

IV. Disclosures:

The Shareholders of the Company are being informed of the remuneration package of Mr. S. V. Rao in the resolution forming part of this Notice.

By order of the Board of Directors

Sd/-

H. PAVITHRA

Company Secretary and Compliance Officer

Registered Office

3rd Floor, SFI Complex
178, Valluvarkottam High Road
Nungambakkam, Chennai 600 034

Place: Chennai

Date : 27.04.2023

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:

PARTICULARS	MR. S. V. RAO
Date of Birth	01.07.1966
Date of Appointment/Reappointment	07.03.2023
Qualification	Bachelor of Engineering
Expertise	Mr. S. V. Rao has collaborated and implemented many Pan-India service roll-outs for many leading global brands apart from successfully building B2C businesses.
Chairmanship / Membership of the Committees of the Board of Director of the Company	NIL
Directorship of other Companies (excluding Foreign Companies / Section 8 Companies)	Accel Media Ventures Limited
Chairmanship / Membership of the Committee of other companies in which he is a Director	NIL
No. of shares held in the Company as on 31st March 2023	250,000 shares
Relationship with Other Directors and Key Managerial Personnel	NIL
