

5th September, 2022

AL/CS/BSE/038/2022-23

Manager – Corporate Relationship
Dept of Corporate Services
BSE Ltd.
Floor 25, P.J. Towers
Dalal Street, Mumbai 400 001

Dear Sir / Madam,

SUB: DISCLOSURE OF ISSUANCE OF NOTICE FOR CALLING ANNUAL GENERAL MEETING OF SHAREHOLDERS UNDER REGULATION 30 AND PARA. A OF PART A OF SCHEDULE III OF SEBI (LISTING OBLIGATION & DISCLOSURE REQUIREMENTS), REGULATIONS 2015.

RE: SCRIP CODE: 517494

This is to inform you that the Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 28th September 2022 at 11.00 AM through Video Conferencing or other audio visual means in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, for transacting the items of business as set out in the Notice convening the Annual General Meeting of the Company [attached herewith].

The Annual Report and the Notice of Annual General Meeting have been uploaded in the company's website www.accel-india.com.

Further, we wish to intimate that in terms of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 and the provision of Regulation 44 of the SEBI (LODR) Regulations 2015, the Company shall provide to its members the facility to exercise their votes by use of remote e-voting for transaction of the business as set out in the AGM Notice.

For the aforesaid purpose, the company has fixed 21st September, 2022 as the cut-off date to determine the entitlement of voting rights of members opting for e-voting.

The company had entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting through their e-voting platform.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Accel Limited



H. PAVITHRA
Company Secretary



Encl: As above



NOTICE TO MEMBERS

NOTICE is hereby given that the 36th Annual General Meeting of the members of Accel Limited will be held on Wednesday, 28th September, 2022 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

Day	Wednesday
Date	28th September, 2022
Time	11.00 AM

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the audited standalone financial statements of the Company for the year ended 31st March 2022, together with the report of Board of Directors' and Auditors' Reports thereon; and
- b) the audited consolidated financial statements of the Company for the year ended 31st March 2022, together with the report of Board of Directors' and Auditors' Reports thereon.

2. To declare dividend on the equity share capital of the Company for the financial year 2021-22

3. To appoint a Director in place of Mr. N. R. Panicker (DIN: 00236198), who retires from office by rotation, and being eligible offers himself for reappointment.

“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any of the Companies Act 2013, Mr. N. R. Panicker (DIN No: 00236198), a Director who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company.”

SPECIAL BUSINESS:

4. To regularize the appointment of Mr. K. R. Varma [DIN:09547232] as an Independent Director who was appointed as an Additional Director 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 149, 152 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) (including any statutory modification(s) or re-enactment thereof for the time being in force), and also in accordance with the provisions of the Articles of Association of the Company, Mr. K. R. Varma [DIN:09547232] who was appointed as an Additional Director of the Company with effect from 30th March, 2022 in terms of Section 161(1) of the act and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary to give effect to this resolution.”

5. To regularize the appointment of Mr. Rangarajan Raghavan [DIN: 07932761] as an Independent Director who was appointed as an Additional Director 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 149, 152 and other applicable provisions of the Companies Act, 2013 read with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulation) (including any statutory modification(s) or re-enactment thereof for the time being in force), and also in accordance



with the provisions of the Articles of Association of the Company, Mr. Rangarajan Raghavan [DIN: 07932761] who was appointed as an Additional Director of the Company with effect from 28th June, 2022 in terms of Section 161(1) of the act and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion of this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as may be necessary to give effect to this resolution."

6. To approve the reappointment of Mr. N. R. Panicker [DIN: 00236198] as a Managing Director of the Company.

To consider and if thought fit to pass with or without modification(s), the following resolution as a 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 reenactment 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 reappointment of Mr. N. R. Panicker [DIN: 00236198] as the Managing Director of the Company, for a period of 3 [three] years commencing from 01st April, 2022 to 31st March, 2025, on the terms and conditions contained in the agreement.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded in advance for the continuation of the appointment of Mr. N. R. Panicker as Managing Director of the Company on attaining the age of 70 years on 12th August, 2024 for the remaining

period of his tenure of 3 years till 31st March 2025 on the same terms of appointment and remuneration as approved in this Annual General Meeting.

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 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 Mr. N. R. Panicker in the capacity of Managing Director will be entrusted with among others the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company, from time to time;

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.”

7. To approve creation of security on the properties of the Company, both present and future, in favour of lenders as per Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT in supersession of earlier resolutions passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) to the Board of Directors to mortgage, pledge, create charges or hypothecation and to provide securities as may be necessary on all movable and/or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking(s) on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertakings or all of the undertakings of the Company in

favour of any Bank(s) or Financial Institutions or any other Lender(s), Agent(s) and Trustee(s) whether shareholders of the Company or not, to secure borrowing availed or to be availed by the Company or subsidiary(ies) or associates of Company, whether by way of debentures, loans, credit facilities, debts, financial obligations or any other securities or otherwise by the Company, in foreign currency or in Indian rupees, within the overall limits of the borrowing powers of the Board, i.e., Rs. 250 crore, pursuant to Section 180 (1) (c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

By order of the Board

H. PAVITHRA
Company Secretary

Registered Office

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

Place: Chennai

Date : 11-08-2022

**NOTES:**

- 1) Ministry of Corporate Affairs (“MCA”), vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 read together with Circular No.02/2021 dated January 13, 2021 and Circular No. 2/2022 dated May 5, 2022 (collectively referred to as ‘MCA Circulars’) and SEBI vide its circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (collectively referred to as ‘SEBI Circulars’) has permitted to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual means (OAVM).
- 2) In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the aforesaid MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 36th Annual General Meeting of the Company is being conducted through VC/OAVM. The deemed venue for the meeting will be the registered office: Accel Limited, 3rd Floor, SFI Complex, 178, Valluvarkottam High Road, Nungambakkam, Chennai – 600 034.
- 3) Since, the meeting is being conducted through VC/ OAVM, facility of appointing proxies to attend and vote at the meeting on behalf of the members of the Company is not available and hence the proxy form is not annexed to this notice.
- 4) The attendance of members (members’ login) attending the AGM through VC/ OAVM shall be reckoned for the purpose of Quorum under Section 103 of the Companies Act, 2013 and hence no attendance slip is attached to the notice.
- 5) Corporate members intending to send their authorized representatives to attend the AGM are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the AGM.
- 6) The Notice of 36th AGM, details and instructions for e-voting and the Annual Report of the Company for the year ended 31st March 2022 are uploaded on the Company’s website www.accel-india.com and may be accessed by the members. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- 7) The physical copies of the aforesaid documents will also be available at the Company’s registered office for inspection during normal business hours on working days. Copies of the above documents are being sent by electronic mode to the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
- 8) The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to the special business set out in the notice is annexed.
- 9) Brief details of the Director, who is seeking appointment/ reappointment and regularized as a Director of the Company, are annexed hereto as per the regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).
- 10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their Demat accounts and members holding shares in physical form to the Company / Registrar & Transfer Agents.
- 11) Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address with the Company / Depository Participant(s) for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 12) Members are informed that in case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.



- 13) Members who are holding shares in identical order of names in more than one folio are requested to write to the Company or the RTA for consolidating their holdings into one folio.
- 14) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10:00 a.m. to 06:00 p.m.) on all working days except second and fourth Saturdays, up to the date of the AGM of the Company.
- 15) The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 and Register of Directors and Key Managerial Personnel of the Company and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 16) Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's Registrar & Transfer Agents In respect of shares held in Electronic / Demat form, the nomination form may be filed with the respective Depository Participant.
- 17) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., 21st September, 2022 only shall be entitled to avail the remote e-voting facility as well as voting in the AGM.
- 18) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 21st September, 2022 ("Incremental Members") may obtain the User ID and password by either sending an e-mail request to e-voting@nsdl.co.in or calling on Toll free No. 1800-222-990.
- 19) The members are requested to intimate to the Company at Companysecretary@accel-india.com, queries, if any, at least 10 days before the date of the meeting to enable the management

to keep the required information available at the meeting.

- 20) SEBI vide its notification dated 8 June 2018 as amended on 30 November 2018, has stipulated that w.e.f. 1 April 2019, the transfer of securities (except transmission or transposition of shares) shall not be processed, unless the securities are held in the dematerialized form. In view of the above, members are advised to dematerialise the share(s) held by them in physical form.**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 25th September, 2022, at 09:00 A.M. and ends on 27th September, 2022 at 06:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September 2022.

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 and joining virtual meeting 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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 or joining virtual meeting & voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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 or joining virtual meeting & voting during the meeting.</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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p>
	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>
	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>



	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the above mentioned 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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'.
- If your email ID is not registered, please follow the steps mentioned below in process for those shareholders whose email ID's are not registered.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
- 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 and General Meeting is in active status.
 - Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - 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.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - 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, along with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer by e-mail to soyjoseph@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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user ID's and password and registration of email ID's 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 (Company email id). 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 and joining virtual meeting 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 the 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (Company email id). The same will be replied by the Company suitably.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at companysecretary@accel-india.com

General Instructions:

- a) Mr. Soy Joseph, Practicing Company Secretary (Membership No: 13852) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including Ballot Forms received from the members who do not have access to the 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 and on the website of the Company www.accelimited.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

H. PAVITHRA
Company Secretary

Registered Office

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

Place: Chennai
Date : 11-08-2022



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

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

ITEM NO 04:

Regularization of Mr. K. R. Varma [DIN: 09547232] as a Non-Executive Independent Director of the Company

Mr. K. R. Varma, was appointed by the Board as an Additional Director with effect from 30th March, 2022, in terms of provisions of Section 161 of the Companies Act, 2013, rules made there under and in accordance with the terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. K. R. Varma was appointed as an Additional Director to hold the office up to the date of this Annual General Meeting.

As per the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), it is proposed to appoint Mr. K. R. Varma (DIN: 09547232) as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion of this Annual General Meeting.

Mr. K. R. Varma has given consent for the said appointment and he is not disqualified from being appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from her confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and also the Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. K. R. Varma for the office of Director of the Company.

Mr. K. R. Varma has an experience spanning 45 years in Profit Centre Management, Factory Operations, Marketing and Sales and Joint Venture

management. Graduated from College of Engineering, Thiruvananthapuram, Kerala University in 1974 in Mechanical Engineering. Has wide exposure in various fields like Key accounts management, International Marketing and sales, JV relations and sales effectiveness enhancement. Currently works as a Business Advisor to selected companies.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of the Meeting.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2, disclosures pertaining to the appointment of Director of the Company are provided in Annexure-1 to the Notice

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 at item No. 04 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 04 for approval by the Members.

ITEM NO 05:

Regularization of Mr. Rangarajan Raghavan [DIN: 07932761] as a Non-Executive Independent Director of the Company

Mr. Rangarajan Raghavan, was appointed by the Board as an Additional Director with effect from 28th June, 2022, in terms of provisions of Section 161 of the Companies Act, 2013, rules made there under and in accordance with the terms of Articles of Association of the Company. As per the provisions contained under Section 161 of the Companies Act, 2013, the "Additional Director" so appointed shall hold office up to the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Rangarajan Raghavan was appointed as an Additional Director to hold the office up to the date of this Annual General Meeting.

As per the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act), it is proposed to appoint Mr. Rangarajan



Raghavan (DIN: 07932761) as Independent Director of the Company, not liable to retire by rotation for a period of five years from the conclusion of this Annual General Meeting.

Mr. Rangarajan Raghavan has given consent for the said appointment and he is not disqualified from being appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("the Act"). Further, the Company has received declaration of independence from him, confirming that he meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and also the Company has received a notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Rangarajan Raghavan for the office of Director of the Company.

Mr. Rangarajan Raghavan has over 40+ years of experience in the IT industry with prior experience in customer support functions in the areas of hardware, software, networking, communications and IT enabled services for the global market. He has proven competence in establishing & consolidating operations and implementing measures to achieve sustainable and profitable business. He is adept in leading multi-location and cross-cultural teams. Has experience in M&A, handled multiple acquisition and carve-out globally. He also has extensive know how and hands on experience of setting up Business Services operations from a scratch and taking them to a global level in sync with international standards. Mr. Rangarajan worked with HCL Group in different capacities and retired as Managing Director in 2020 from HCL Infosystems Limited. Presently, he is involved with HD Medical Group as Managing Director India/Asia.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days up to the date of the Meeting.

As required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards – 2, disclosures pertaining to the

appointment of Director of the Company are provided in Annexure-1 to the Notice.

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 at item No. 05 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 05 for approval by the Members.

ITEM NO 06:

Reappointment of Mr. N. R. Panicker [DIN: 00236198] as Managing Director of the Company

Mr. N. R. Panicker was appointed as the Managing Director of the Company for a period of 3 years with effect from 01st April, 2019, after obtaining due approval of the members of the Company in their 33rd Annual General Meeting held on 28th September, 2019. Accordingly, the present tenure of Mr. N. R. Panicker expired on 31st March, 2022.

The Board at its meeting held on 30th March, 2022 has approved for the reappointment of Mr. N. R. Panicker as the Managing Director of the Company for a further period of 3 years after his current tenure. The Board has taken the decision of said reappointment 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 will attain the age of 70 years on 12th August, 2024 and hence continuation of his employment as Managing Director requires the approval of members by way of a special resolution.

Section 196(3) of the Companies Act, 2013, inter alia, provides that no company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole time director or Manager unless it is approved by the members by passing a special resolution.

Mr. N. R. Panicker is not disqualified from being reappointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing 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 and hence, is eligible for reappointment.



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 reappointment of and remuneration payable to Mr. N. R. Panicker, as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

The Board of Directors of your Company recommends the special resolution in relation to reappointment of Mr. N. R Panicker, 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 at item No. 06 of the Notice.

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

I. General Information

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

Rs. in Lakhs

Particulars	31st March 2022	31st March 2021
Revenue from Operations	11,086.12	6911.60
Profit before Tax	501.41	142.83
Profit after Tax	553.52	276.17

- Foreign investments or collaborations, if any: **NIL**

II. Information about Mr. N. R. Panicker

Particulars	
Background Details	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 an another success story.
Past remuneration	Rs. 56.00 Lakhs
Recognition or awards	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 the Best Entrepreneur in the year 2007.
Job profile and his suitability	A highly rewarded technocrat with a successful track record of over 40 years in the IT and media industry.
Remuneration proposed	Rs. 76.90 Lakhs p.a.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	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	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 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.

ITEM NO. 07

Creation of security on the properties of the Company, both present and future, in favour of lenders

In order to facilitate securing the borrowing availed / to be availed by the Company or subsidiary(ies) or

associate Company(ies), by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is proposed to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to Rs. 250 crore, as approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013.

The Board has unanimously approved the above proposal at its meeting held on 11th August, 2022.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in passing the Resolution.

The Board recommends the Special Resolution as set out at item no. 07 for approval by the Members.



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 / REAPPOINTED IS FURNISHED BELOW:

Particulars	Mr. N. R. Panicker	Mr. K. R. Varma	Mr. Rangarajan Raghavan
Date of Birth	12.08.1954	29.05.1953	22.02.1959
Date of Appointment/ Reappointment	25.02.2004 w.e.f 01.04.2016 designated as Managing Director	31.03.2022 as an Additional Director of the Company	28.06.2022 as an Additional Director of the Company
Qualification	Bachelor of Engineering	Bachelor of Engineering	Diploma in Electrical Engineering with Industrial Electronics specialisation
Expertise	IT professional with 42 years of experience in operating and managing IT businesses. Expertise includes operations, finance, management, mergers and acquisitions.	Has an experience spanning 45 years in Profit Centre Management, Factory Operations, Marketing and Sales and Joint Venture management	40+ years of experience in the IT industry with prior experience in customer support functions in the areas of hardware, software, networking, communications and IT enabled services for the global market
Chairmanship / Membership of the Committees of the Board of Director of the Company	Member in Stakeholders' Relationship Committee	<ul style="list-style-type: none"> ➤ Chairman of Audit Committee ➤ Member in Stakeholders' Relationship Committee 	Nil
Directorship of other Companies (excluding Foreign Companies / Section 8 Companies)	<ul style="list-style-type: none"> ✓ Accel IT Services Limited ✓ Computer Factory (India) Private Limited ✓ Accel Media Ventures Limited ✓ Accel OEM Appliances Limited ✓ Cetronics Technologies Private Limited ✓ Secureinteli Technologies Private Limited ✓ Medscape Pharma Private Limited ✓ Cybolt Technologies Private Limited 	Nil	HD Medical Services (India) Private Limited.
Chairmanship / Membership of the Committee of other Companies in which he is a Director	Nil	Nil	Nil
No. of shares held in the Company as on 31st March 2022	2,32,81,032 shares	Nil	Nil
Relationship with Other Directors and Key Managerial Personnel	Father of Non-Executive, Non-Independent Director - Ms. Shruthi Panicker	NA	NA