

Date: August 07, 2024

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort Mumbai - 400001

Scrip Code: 543938
Scrip Id: ACCELERATE

Dear Sir/ Madam

Sub.: Notice of the Second (2nd) Annual General Meeting (AGM) of the Company

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), please find enclosed herewith the Notice of the 2nd AGM ("**the Notice**") of the members of the Company to be held on Friday, August 30, 2024 at 03:00 p.m. through Video Conferencing ("**VC**")/Other Audio-Visual Means ("**OAVM**") without the physical presence of the members at a common venue, which is being sent to the members through electronic mode. The Notice will also be made available on the Company's website at www.acceleratebs.com/investors/corporate-announcement.

Kindly take the same on your record.

Thanking you,
Yours Faithfully

For ACCELERATEBS INDIA LIMITED
(Formerly known as *ACCELERATEBS INDIA PRIVATE LIMITED*)

Bhavika Mehta
Company Secretary and Compliance Officer

Encl.: A/a

NOTICE OF 2ND ANNUAL GENERAL MEETING

NOTICE is hereby given that the second (2nd) Annual General Meeting ("AGM") of the members of **AccelerateBS India Limited (formerly known as AccelerateBS India Private Limited)** ("the Company") will be held on Friday, August 30, 2024, at 03:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") and the same shall be deemed to be held at the Registered Office of the Company, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024 with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kunal Arvind Shah (DIN - 06982652), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. To approve the issue of Bonus Equity Shares of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 63, 123(5), 179 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors and subject to Regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI") i.e., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and circular issued by SEBI from time to time, and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and modifications, if any, as may be specified while according such approvals, Members of the Company be and is hereby approved the capitalization of a sum not exceeding INR 1,28,92,800/- (Indian Rupees One Crore Twenty-Eight Lakh Ninety-Two Thousand Eight Hundred Only) from and out of the Company's Free Reserves and/or the securities premium account and/or or such other account as may be considered necessary by Board of Directors of the Company for the purpose of issue of Bonus Equity Shares in the proportion of 3:5 i.e. 3 (Three) new fully paid-up Equity Shares of INR 10/- (Indian Rupees Ten only) each for every 5 (Five) existing fully paid-up Equity Shares of INR 10/- (Indian Rupees Ten Only) each to the eligible Members of the Company whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company on the 'Record Date' to be determined by the Board for this purpose, and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Equity Share Capital of the Company held by each such Member.

RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted as Bonus Equity Shares shall be issued in dematerialized form only and shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company including the right to get dividend, declared by the Company if any, post allotment of such Bonus Equity Shares.

AccelerateBS India Ltd.

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RESOLVED FURTHER THAT the allotment of new Bonus Equity Shares to the extent that they relate to non-resident [including Non-Resident Indians (NRIs), Overseas Citizens of India, Overseas Corporate Bodies (OCBs), Foreign Portfolio Investors (FPIs) and other foreign investors] Members of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, as amended or any other Regulatory authority, if any, as may be deemed necessary.

RESOLVED FURTHER THAT Mr. Kunal Arvind Shah, Chairman and Managing Director and Mr. Keyur Dipakkumar Shah, Whole-time Director and Company Secretary and Compliance Officer of the Company be and are hereby jointly/severally authorized to make applications to the Stock Exchange for in-principle approval for the listing of the Bonus Equity Shares so allotted on the Stock Exchange where the securities of the Company are listed as per the Listing Regulations, as amended and other applicable laws, rules, regulations, and guidelines and to deliver or arrange the delivery of and file such papers and documents with the Stock Exchange as may be required for the purpose.

RESOLVED FURTHER THAT Mr. Kunal Arvind Shah, Chairman and Managing Director and Mr. Keyur Dipakkumar Shah, Whole-time Director and Company Secretary and Compliance Officer of the Company be and are hereby jointly/severally authorized to do all such acts for the purpose of giving effect to the above resolution, deeds, matters and things including but not limited to execution and filing of all such documents, instruments and writings as may be required, filing of any documents with the SEBI, Stock Exchanges where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or any concerned authorities, applying and seeking necessary listing approvals from the Stock Exchanges, to settle any question, difficulty or doubt that may arise in this regard and to do such acts as it may in its sole and absolute discretion deem necessary or desirable for such purpose, expedient or incidental in regard to issue of Bonus Equity Shares.”

4. Approval for Increase in the Authorized Share Capital of the Company from INR 10,00,00,000/- (Indian Rupees Ten Crores Only) to INR 20,00,00,000/- (Indian Rupees Twenty Crores Only)

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 (“Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, if any, of the Act, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 20,00,00,000/- (Indian Rupees Twenty Crore only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each by creating additional 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.

RESOLVED FURTHER THAT Mr. Kunal Arvind Shah, Chairman and Managing Director and Mr. Keyur Dipakkumar Shah, Whole-time Director of the Company be and are hereby jointly/severally authorized to take such steps as may be necessary and to do all such acts, deeds and things filing the relevant forms with the jurisdictional registrar of companies and to give effect to the above resolution.”

5. Approval for alteration of Clause V of the Memorandum of Association pursuant to increase in the Authorised Share Capital of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 of the Companies Act, 2013 (“Act”), read with the Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, of the Act, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, in Clause V of Memorandum of Association of the Company be and is hereby substituted with the following new clause V:

V. “The Authorised Share Capital of the Company is INR 20,00,00,000/- (Indian Rupees Twenty Crores) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each with power to increase or reduce the share capital for the time being into several classes and to attach hereto respectively such preferential qualified or special rights, privileges and conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 for the time being in force and the regulations of the Company and to vary, modify and abrogate such rights. “

RESOLVED FURTHER THAT Mr. Kunal Arvind Shah, Chairman and Managing Director and Whole-time Director of the Company be and are hereby jointly/severally authorized to do all such acts, deeds, matters and things and take such actions as may be necessary, expedient and proper for carrying out the alteration of the Memorandum of Association of the Company, filing the relevant forms with the jurisdictional registrar of companies and to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For AccelerateBS India Limited
(formerly known as AccelerateBS India Private Limited)**

Sd/-

Keyur Dipakkumar Shah
Whole-time Director
DIN: 06982704
Place: Mumbai
Date: July 26, 2024

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) had vide its Circulars dated September 25, 2023 read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022, (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and provisions of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder and the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM and the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Office 604, Quantum Tower, Off S.V. Road, Ram Baug, Malad (West), Mumbai-400064.
2. The Explanatory Statement pursuant to Section 102 of the Act, the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) and the SEBI Listing Regulations, for business at Item no. 3 to Item no. 05 as set out in the Notice convening the AGM (“AGM Notice”) is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
4. Institutional/ Corporate Shareholders (i.e., other than individuals/ HUF, NRI, etc.) are required to send a scanned copy (PDF/ JPG format) of its Board or governing body’s Resolution/ Authorization, etc., authorizing their representative to attend and vote at the AGM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Company at its registered e-mail address at investors@acceleratebs.com.
5. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_- EVENT No."
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. In terms of the provisions of Section 152 of the Act, Mr. Kunal Arvind Shah (DIN - 06982652), retire by rotation at the AGM. The Nomination and Remuneration Committee and the Board recommend his re-appointment. Details of the Director retiring by rotation/seeking re-appointment at this AGM is provided as “Annexure-I” to this Notice.

Mr. Kunal Arvind Shah, Chairman and Managing Director of the Company is interested in the Ordinary Resolution set out in Item No. 2 of this Notice. Ms. Ishani Kunal Shah Executive Director and Solution Architect of the Company being related to Mr. Kunal Arvind Shah, may be deemed to be interested in the resolution set out at Item No. 2 of this Notice. The relatives of Mr. Kunal Arvind Shah may be deemed to be interested in the resolution set out in Item No. 2 of this Notice, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out in Item No. 2 of this Notice.

Dispatch of Annual Report through Electronic Mode:

8. In compliance with the MCA Circulars and SEBI Circular dated October 10, 2023, the Notice of the Second (2nd) AGM along with the Annual Report for the financial period ended March 31, 2024, is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company /Company’s Registrar & Share Transfer Agent /Depository Participants /Depositories. Hard copies shall be sent to those

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members who shall request the same. Members may note that the Notice of the AGM along with the Annual Report for the financial period ended March 31, 2024, will also be available on the Company's website www.acceleratebs.com on the website of the Stock Exchange, i.e. BSE Limited at www.bseindia.com, and also, on the website of NSDL at www.evoting.nsdl.com.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. For receiving all communication (including Annual Report) from the Company electronically, members holding shares are requested to register / update their e-mail address with the relevant Depository Participant or with the Company by sending an e-mail to investors@acceleratebs.com.
13. Subject to receipt of the requisite number of votes, the Resolutions proposed in this Notice shall be deemed to have been passed on the date of the AGM, that is, Friday, August 30, 2024.
14. The Register of Members of the Company shall remain closed from Saturday, August 24, 2024, to Friday, August 30, 2024 (both days inclusive) for the purpose of the AGM.
15. The voting rights of the members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the Cut-off date i.e., Friday, August 23, 2024.
16. The Board has appointed Ms. Amita S. Desai (FCS: 4180), of Amita Desai & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting/ ballot process, in a fair and transparent manner.
17. In case a person becomes a Member of the Company after dispatch of the Notice of AGM and is a Member as on the cut-off date for e-voting, i.e., Friday, August 23, 2024, such person/ Member may obtain the user id and password from sending an email request on evoting@nsdl.co.in alternatively, he may also send a signed copy of the request letter providing the email address, mobile number, and self-attested PAN copy along with client master copy via email to investors@acceleratebs.com for obtaining the Annual Report and Notice of AGM.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
19. Members may contact their Depository Participant for availing nomination facility in respect of their shareholding.

Procedure for Inspection of Documents:

20. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available, electronically, for

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inspection by the Members during the AGM.

21. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@acceleratebs.com.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with the National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using a remote e-voting system as well as voting on the date of the AGM will be provided by NSDL.
23. Instructions for remote e-voting and joining the e-AGM are as follows:

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

The remote e-voting period begins on Tuesday, August 27, 2024, at 09:00 am. and ends on Thursday, August 29, 2024 at 05:00 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., Friday, August 23, 2024 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 Friday, August 23, 2024.

How do I vote electronically using the NSDL e-Voting system?

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

Step 1: Access to the 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 the 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 the e-Voting facility.

The 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. | 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 the e-Voting page. Click on the company name or the e-Voting service provider i.e. NSDL and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

2. If you are not registered for IDEAS e-Services, an 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>
3. Visit the e-Voting website of NSDL. Open the 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 the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for a seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

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 the login icon & New System Myeasi Tab and then use 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 the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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, the option to register is available at the CDSL website at www.cdslindia.com and click on login & New System Myeasi Tab and then click on the registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an 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, the user will be able to see the e-Voting option where the e-voting 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 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 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 e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat 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) | 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*****. |

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. 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) 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, your PAN, your name and your registered address etc.
- c) 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. 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".
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 amita@amitadesai.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?" 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. Rimpa Bag at 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. For Shares are held in Demat mode, please provide DPID-CLID (sixteen-digit DPID + CLID or sixteen-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.
2. 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.
3. 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.

AccelerateBS India Ltd.

(Formerly known as AccelerateBS India Pvt. Ltd.)

Regd. Office: 604 Quantum tower, Rambaug Lane, Malad (W), Mumbai 400064 | **CIN:** L72200MH2022PLC390266

www.acceleratebs.com | contact@acceleratebs.com | +91-22-35211007 | +91-22-35210425

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.
5. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
6. Shareholders who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending request from their registered email address to investors@acceleratebs.com in advance at least 10 days prior to the AGM mentioning their name, DP ID and Client ID/folio number, PAN, mobile number. The shareholders who do not wish to speak during the AGM but have queries may send them from their registered email address to investors@acceleratebs.com in advance at least 10 days prior to the AGM mentioning their name, DP ID and Client ID/folio number, PAN, mobile number. These queries will be replied to by the company suitably by email.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM on first in- first out basis. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. When a pre-registered speaker is invited to speak at the Meeting but does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected through a device with a video camera along with good internet speed.

To address issues/grievances of shareholders relating to the ensuing AGM the following official has been designated:

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| | |
|--------------------|--|
| Name | Bhavika Mehta |
| Designation | Company Secretary and Compliance Officer |
| Address | 604, Quantum Tower, Rambaug Lane, Off S.V. Road, Malad West, Mumbai, Maharashtra - 400064 |
| Contact | +91 9653651592 |

To address technical issues of shareholders relating to the e-voting they may contact NSDL help Desk by sending a request at evoting@nsdl.co.in or contact Ms. Rimpa Bag at 022-4886 7000 and 022-2499 7000.

GENERAL INSTRUCTIONS:

1. The Scrutinizer shall within 2 working days of the conclusion of the e-voting and voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e- voting in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Company, who shall countersign the same.
2. The results of voting shall be declared within 2 working days of the conclusion of AGM. The Scrutinizer shall submit her report to the Chairman or in his absence to Whole-time Director of the Company, who shall declare the result of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.acceleratebs.com> and on the website of NSDL at <https://www.evoting.nsdl.com> and shall also be communicated to the BSE and those resolutions shall be deemed to be passed at the AGM of the Company.

**By Order of the Board of Directors
For AccelerateBS India Limited
(formerly known as AccelerateBS India Private Limited)**

Sd/-

Keyur Dipakkumar Shah
Whole-time Director
DIN: 06982704
Place: Mumbai
Date: July 26, 2024

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 OF ACCELERATEBS INDIA LIMITED (formerly known as AccelerateBS India Private Limited) IN RESPECT OF THE SPECIAL BUSINESSES MENTIONED IN THE NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, AUGUST 30, 2024 at 03:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)

Item No. 03

As you all are aware that the Company’s shares have been listed on the BSE SME platform since July 19, 2023. In the past year, the Company has performed significantly well both in terms of profit and business. As on March 31, 2024 total Free Reserves and Surplus of the Company is INR 1,75,84,160/- (Indian Rupees One Crore Seventy-Five Lakh Eighty-Four Thousand One Hundred and Sixty Only). With a view to capitalize Free Reserve and Surplus of the Company and to rationalize the capital structure, the Board of Directors in its meeting held on Friday, July 26, 2024 have proposed to Issue bonus Equity Shares in the ratio of 3:5 i.e. 3 (Three) new fully paid-up Equity Shares of INR 10/- (Indian Rupees Ten only) each for every 5 (Five) existing fully paid-up Equity Shares of INR 10/- (Indian Rupees Ten Only) each to the eligible Members of the Company whose names appear in the Register of Members of the Company/List of Beneficial Owners as received from the Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company on the ‘Record Date’ to be determined by the Board for this purpose, and that the new Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up Equity Share Capital of the Company held by each such Member.

This Bonus Equity Shares Allotment will also rationalize the paid-up capital of the Company with the funds employed in the Company. As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for the issuance of Bonus Equity Shares to the members of the Company by way of passing an Ordinary Resolution. Accordingly, the Directors recommend the matter and the resolution set out under Item No. 3 for the approval of the Members by way of passing an Ordinary Resolution.

None of the Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding, in the aforesaid resolution.

Item Nos. 04 & 05

The present Authorised Share Capital of the Company is INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each. Your Board intends to raise further capital since the Company has expansion plans. In order to expand its capital base, the Company is required to have enough headroom in the Authorised Share Capital and accordingly, it is proposed to increase the same.

Your Board is proposing to increase from INR 10,00,00,000/- (Indian Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 20,00,00,000/- (Indian Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each by creating additional 1,00,00,000 (One Crore) Equity Shares of INR 10/- (Indian Rupees Ten Only) each. Subsequent to increase in the Authorised Share Capital, the necessary alterations have to be made in Clause V of the Memorandum of Association (“MoA”) of the Company. As per provisions of Sections 61 and 64 of the Companies Act, 2013, the Company can alter its authorized share capital by such amount as it thinks expedient. Pursuant to provisions of Sections 13, 61, and 64 of the Companies Act 2013, consent of members is required in the General Meeting by way of Ordinary Resolution and Special Resolution respectively for increase in Authorised Share Capital and alteration in MoA with respect to share capital clause.

Copy of the MoA of the Company with proposed alterations will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@acceleratebs.com.

Your Board recommends the Ordinary and Special Resolution set out in Item No. 4 and 5 of the Notice, respectively, for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise, in the proposed resolution, except in the ordinary course of business.

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Annexure-I to the Notice dated August 07, 2024**Details of Directors retiring by rotation / seeking re-appointment at the AGM:**

| Particulars | Details |
|---|---|
| Name | Mr. Kunal Arvind Shah |
| DIN | 06982652 |
| Date of Birth and Age | December 09, 1984, 39 years |
| Qualifications | M.S. - Computer Science and B.E. - Information Technology |
| Expertise in specific functional areas/Brief Resume | Mr. Kunal Arvind Shah , aged 39 years, is the Promoter, Chairman and Managing Director of our Company. He has completed Masters' degree in Computer Science from New Jersey Institute of Technology, New Jersey, USA in 2008 and completed Bachelors' Degree in Engineering from University of Mumbai in 2006. He has an experience of around 16 years in technology, quality and digital marketing having worked with companies like Motorola and Atlas Medical on various roles in his previous stint. At Atlas Medical he was responsible for a wide variety of projects including implementing laboratory outreach systems for many laboratories across the USA. He is responsible for day-to-day operations of the company. |
| Directorship held in other Companies | N.A. |
| Membership/ Chairmanship of committees of other companies | N.A. |
| Shareholding in the Company including shareholding as a beneficial owner as of March 31, 2024 (as on date of this Report) | 756000 Equity Shares of the Company |
| Relationship with other Directors, inter-se | Spouse of Ms. Ishani Kunal Shah |

**By Order of the Board of Directors
For AccelerateBS India Limited
(formerly known as AccelerateBS India Private Limited)**

Sd/-

Keyur Dipakkumar Shah

Whole-time Director

DIN: 06982704

Place: Mumbai

Date: July 26, 2024