

**August 28, 2023**

To,  
The Listing Department  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400001

Dear Sir,

**Ref.: Scrip Code: 543938**

**Sub: Notice of the 1<sup>st</sup> Annual General Meeting (“AGM”) (Post-IPO)**

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), please find enclosed herewith the Notice of the 1<sup>st</sup> AGM (“**the Notice**”) of the members of the Company to be held on September 22, 2023 at 3:00 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 website of the Company at <https://www.acceleratebs.com/investors/annual-report-for-09-09-2022-to-31-03-2023>

You are requested to take the aforementioned information on your record.

Thanking you,

Yours faithfully,

**For ACCELERATEBS INDIA LIMITED**

KUNAL  
ARVIND SHAH

Digitally signed by  
KUNAL ARVIND SHAH  
Date: 2023.08.28  
17:15:28 +05'30'

**KUNAL ARVIND SHAH**  
**MANAGING DIRECTOR**  
**DIN: 06982652**

**Encl.: A/a**

**NOTICE**

**NOTICE** is hereby given that the First (1<sup>st</sup>) 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, September 22, 2023, at 3.00 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 business:

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt the Audited Financial Statements of the Company for the financial period ended March 31, 2023, (Period from September 09, 2022, to March 31, 2023) together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Keyur Dipakkumar Shah (DIN - 06982704), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve the re-appointment of M/s. K S Sanghvi & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company (Please refer to Note No. 7 below):

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 Section 139 of the Companies Act, 2013 (“**the Act**”) read with the Companies (Audit & Auditors) 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, M/s. K S Sanghvi & Co., Chartered Accountants, Mumbai (Firm Registration No: 116714W) be and are hereby re-appointed as Statutory Auditors of the Company for a period of five (5) years and who shall hold office from the conclusion of this 1<sup>st</sup> Annual General Meeting till the conclusion of the 6<sup>th</sup> Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to take such steps and do all such acts, deeds and things as may be required or deemed necessary to implement this resolution, including filing of the necessary e-forms with the Ministry of Corporate Affairs for intimation of such appointment.”

**SPECIAL BUSINESS:**

4. Approval for an increase in the investment limits for Non-Resident Indians (“NRI”) and Overseas Citizens of India (“OCI”)

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 approval of the Board in its meeting held on August 23, 2023 and the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“**FEMA**”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Master Direction No. 11/2017- 18 issued by the RBI, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020, as, and the Companies Act, 2013, as amended, and the rules and regulations notified thereunder (collectively referred to as the “**Companies Act**”) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India (“**RBI**”), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board of Directors of the Company (“**Board**”), the limit of investment by NRIs and OCIs in the equity shares bearing face value of ₹ 10 each of the Company, is increased to 24% of the paid-up equity share capital of the Company.”

“**RESOLVED FURTHER THAT**, to give effect to the above resolutions, Mr. Kunal Arvind Shah, Managing Director, and Mr. Keyur Dipakkumar Shah, Whole-Time Director of the Company, be and are hereby jointly and severally authorised to do all such acts, deeds, matters, and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary.”

“**RESOLVED FURTHER THAT** a copy of the above resolution, certified to be true by Mr. Kunal Arvind Shah, Managing Director and Mr. Keyur Dipakkumar Shah, Whole-Time Director or Mrs. Poonam Yadav, Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action.”

5. Approval for Increase in the Authorized Share Capital of the Company from Rs. 4,00,00,000/- (Rupees Four Crores) to Rs. 10,00,00,000/- (Rupees Ten Crores)

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 Rs. 4,00,00,000/- (Rupees Four Crores) divided

into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each by creating additional 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

**“RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to take such steps and do all such acts, deeds and things as may be required or deemed necessary to implement this resolution, including filing of the necessary e-forms with the Ministry of Corporate Affairs .”

6. 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 the words and figures *“The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (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.”* be and is hereby substituted by the words and figures ***“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (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** any of the Directors of the Company be and is hereby authorized to take such steps and do all such acts, deeds, and things as may be required or deemed necessary to implement this resolution, including filing of the necessary e-forms with the Ministry of Corporate Affairs for alteration of Memorandum of Association .”

By Order of the Board

**For AccelerateBS India Limited**

*(Formerly known as AccelerateBS India Private Limited)*

**Sd/-**

**Kunal Arvind Shah**

**Managing Director**

**DIN: 06982652**

**Place: Mumbai**

**Date: August 23, 2023**

**NOTES:**

1. The Ministry of Corporate Affairs (“MCA”) had vide its Circulars dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 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. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the special business under agenda Item No. 4 to 6 of this Notice, is annexed hereto. The Board of Directors has considered and decided to include the special business at the AGM, as the same was ‘unavoidable’ in nature.
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. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_-EVENT No."
5. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
6. In terms of the provisions of Section 152 of the Act, Mr. Keyur Dipakkumar Shah (DIN - 06982704), 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. Keyur Dipakkumar Shah, Whole Time Director is interested in the Ordinary Resolution set out in Item No. 2 of this Notice. Mrs. Ami Keyur Shah Director & Chief Financial Officer (CFO) being related to Mr. Keyur Dipakkumar Shah, may be deemed to be interested in the resolution set out at Item No. 2 of this Notice. The relatives of Mr. Keyur Dipakkumar 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.

7. The Company had appointed M/s. K S Sanghvi & Co., Chartered Accountants, Mumbai (Firm Registration No. 116714W) as the First Statutory Auditors of the Company who shall hold office till the conclusion of this AGM. Accordingly, as per the requirements of the Act and based on the recommendations of the Audit Committee, the Board in its meeting held on August 08, 2023, proposed to re-appoint M/s. K S Sanghvi & Co., Chartered Accountants, Mumbai, (Firm Registration No. 116714W) as Statutory Auditors of the Company for a further period of five (5) years from the conclusion of this 1<sup>st</sup> AGM till the conclusion of the 6<sup>th</sup> AGM of the Company. The Auditors have consented to the said re-appointment and confirmed that their re-appointment if made, would be in compliance with Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of Section 139 and Section 141 of the Act, read with the Companies (Audit & Auditors) Rules, 2014.

#### **Despatch of Annual Report through Electronic Mode:**

8. In compliance with the MCA Circulars and SEBI Circular dated January 05, 2023, the Notice of the First (1<sup>st</sup>) AGM along with the Annual Report for the financial period ended March 31, 2023, 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 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, 2023, will also be available on the Company's website [www.acceleratebs.com](http://www.acceleratebs.com), on the website of the Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and also on the website of NSDL at [www.evoting.nsdl.com](http://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 this Notice.
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](mailto: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, September 22, 2023.
14. The Register of Members of the Company shall remain closed from Tuesday, September 19, 2023, to Thursday, September 21, 2023 (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, September 15, 2023.
16. The Board has appointed Mrs. 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 despatch of the Notice of AGM, and is a Member as on the cut-off date for e-voting, i.e., Friday, September 15, 2023, such person/ Member may obtain the user id and password from sending an email request on [evoting@nsdl.co.in](mailto: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](mailto: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 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](mailto: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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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, September 19, 2023, at 09:00 am. and ends on Thursday, September 21, 2023 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, September 15, 2023, 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, September 15, 2023.

**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.	Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or the <b>e-Voting service provider i.e. NSDL</b> 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. If you are not registered for IDeAS e-Services, an option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select “ <b>Register Online for IDeAS Portal</b> ” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>

	<p>Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for a seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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 &amp; 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.</p> <p>If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on the registration option.</p> <p>Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available</p>

	on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file.

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

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

### **Step 2: Cast your vote electronically 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](mailto:amita@amitadesai.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (Company email id).
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](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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.
5. 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.

6. 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](mailto: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](mailto: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:

<b>Name</b>	Mr. Kunal Arvind Shah
<b>Designation</b>	Managing Director
<b>Address</b>	604, Quantum Tower, Rambaug Lane, Off S V Road, Malad West, Mumbai, Maharashtra – 400064
<b>Contact</b>	+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](mailto:evoting@nsdl.co.in) or contact Ms. Prajakta Pawle 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 the Managing 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 NDSL 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

**For ACCELERATEBS INDIA LIMITED**

*(Formerly known as AccelerateBS India Private Limited)*

Sd/-

**Kunal Arvind Shah**

**Managing Director**

**DIN: 06982652**

**Place: Mumbai**

**Date: August 23, 2023**

## EXPLANATORY STATEMENT

---

---

**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, SEPTEMBER 22, 2023 at 3:00 P.M. THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO-VISUAL MEANS (“OAVM”)**

---

---

### **Item No. 04**

In terms of the Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “**FEMA Regulations**”), and the Consolidated Foreign Direct Investment Policy Circular of 2020, as amended (together with the FEMA Regulations, the “**FEMA Laws**”), the Non-resident Indians (“**NRI**”) and Overseas Citizens of India (“**OCI**”), together, can acquire and hold on repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian Company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a Special Resolution to that effect by the shareholders followed by necessary filings with the Reserve Bank of India.

The Board of Directors of the Company has, at its meeting held on August 23, 2023, proposed to increase the foreign investment limit of NRIs and OCIs on repatriation basis to 24% of the paid-up equity share capital of the Company, subject to the approval of the shareholders by way of Special Resolution.

Your Board recommends the Special Resolution set out in Item No. 4 of the Notice, 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.

### **Item Nos. 05 & 06**

The present Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (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 the Authorised Share Capital of the Company from existing Rs. 4,00,00,000/- (Rupees Four Crores) to Rs. 10,00,00,000/- (Rupees Ten Crores), by creation of fresh 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (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](mailto:investors@acceleratebs.com).

Your Board recommends the Ordinary and Special Resolution set out in Item No. 5 and 6 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.

By Order of the Board

For **AccelerateBS India Limited**

*(Formerly known as AccelerateBS India Private Limited)*

Sd/-

**Kunal Arvind Shah**

**Managing Director**

**DIN: 06982652**

Place: Mumbai

Date: August 23, 2023

1

**Annexure-I to the Notice dated August 23, 2023:**

**Details of Directors retiring by rotation / seeking re-appointment at the AGM:**

<b><u>Particulars</u></b>	<b><u>Details</u></b>
Name	Mr. Keyur Dipakkumar Shah
DIN	06982704
Date of Birth and Age	March 30, 1985, 38 years
Qualifications	M.S. - Computer Science and B.E. – Information Technology
Expertise in specific functional areas/Brief Resume	<b>Mr. Keyur Dipakkumar Shah</b> , aged 38 years, is the Promoter and Whole-Time 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 15 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, 2023 (as on date of this Report)	976,000 Equity Shares (7,54,400 as on date of this Report)
Relationship with other Directors, inter-se	Spouse of Mrs. Ami Keyur Shah

By Order of the Board

For AccelerateBS India Limited

*(Formerly known as AccelerateBS India Private Limited)*

Sd/-

**Kunal Arvind Shah**

**Managing Director**

**DIN: 06982652**

**Place: Mumbai**

**Date: August 23, 2023**