

24<sup>th</sup> October, 2019

The Executive Director,  
**BSE Limited**  
Corporate Relationship Department,  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001

**Scrip Code: 532268**

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to submit the proceedings of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 24th October, 2019.

Kindly take the above on record.

Thanking you.

Yours faithfully  
For **Accelya Solutions India Limited**

  
Ninad Umrani  
**Company Secretary**

**Encl: As above**

**PROCEEDINGS OF THE THIRTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF ACCELYA SOLUTIONS INDIA LIMITED HELD ON THURSDAY, THE 24<sup>TH</sup> DAY OF OCTOBER, 2019 AT 12.00 NOON AT NAVALMAL FIRODIA SEMINAR HALL NO. 4 & 5, 'A WING', 5<sup>TH</sup> FLOOR, MAHRATTA CHAMBER OF COMMERCE, INDUSTRIES AND AGRICULTURE, TRADE TOWER, ICC COMPLEX, 403, SENAPATI BAPAT ROAD, PUNE 411 016**

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**PRESENT ON DAIS**

Ms. Neela Bhattacharjee	-	Managing Director
Mr. Sekhar Natarajan	-	Independent Director
Ms. Sangeeta Singh	-	Independent Director
Mr. Nani Javeri	-	Independent Director
Mr. Gurudas Shenoy	-	Chief Financial Officer
Mr. Ninad Umranikar	-	Company Secretary

52 members attended the meeting.

**CHAIRMAN**

Mr. Ninad Umranikar proposed that since Mr. John Johnston could not attend the meeting, Ms. Neela Bhattacharjee should act as Chairperson of the meeting.

Thereafter, with the permission of members, Ms. Neela Bhattacharjee took the Chair and conducted the proceedings of the meeting.

**QUORUM**

After confirming that proper quorum being present, the Chairperson called the meeting to order.

The Chairperson stated that the Register of Contracts or Arrangements in which Directors are Interested under section 189 of the Companies Act, 2013 and the Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 was open for inspection by the members.

She introduced to the members, the dignitaries on the dais.

The Chairperson delivered speech taking an overview of the operations of the Company.

With the permission of the members, Notice convening the meeting was taken as read.



The Chairperson informed the members that the Statutory Audit Report and Secretarial Audit Report be taken as read as the reports do not contain any qualifications or observations.

The Chairperson then invited queries from members of the Company.

Mr. Marathe, Mr. Mustafa Khatwala, Mr. Keshav Garg, Mr. Shalabh Agarwal, Mr. Samar Singh and Mr. Rajiv Baheti asked questions on the financials, business and operations of the Company. Ms. Neela Bhattacharjee and Mr. Gurudas Shenoy replied in detail all the queries raised by the members.

Thereafter, the Chairperson stated that as required by the Companies Act, 2013 and the SEBI (LODR) Regulations, the shareholders of the Company were provided e-voting facility to cast their vote electronically on all the resolutions set forth in the notice of the Annual General Meeting.

She informed the members that the e-voting portal was open for voting from 21<sup>st</sup> October, 2019 to 23<sup>rd</sup> October, 2019.

Mr. Nilesh A. Pradhan, Practicing Company Secretary was appointed Scrutinizer for the ballot process. The Scrutinizer had made a report of the votes cast in favour of / against the resolutions based on the reports generated from e-voting system provided by Karvy Fintech Pvt. Ltd., which had been submitted to the Chairman.

The Chairperson then mentioned that those members who had not voted on the e-voting platform or through physical ballot form were being given an opportunity to vote through ballot at the meeting.

She stated that at the beginning of the meeting, the members were provided with a ballot form. He requested them to fill up the ballot form and cast their vote by ticking the appropriate box under the column "I Assent to the Resolution" if they wished to vote in favour of the resolution and if they wished to vote against the resolution, he requested them to cast their vote by ticking in the appropriate box under the column "I Dissent from the Resolution."

Thereafter the Chairperson asked the members present to drop the ballot form in the ballot box after they had filled up and signed the ballot form.

The following resolutions were then put for voting through ballot paper at the meeting:



## ORDINARY BUSINESS

1. **Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30<sup>th</sup> June, 2019, together with the reports of the directors and auditors thereon (Ordinary Resolution).**

“RESOLVED THAT the Standalone audited Balance Sheet as at 30<sup>th</sup> June, 2019, the Standalone Profit and Loss Account for the year ended on that date together with the Schedules and Notes thereon and the Reports of the Board of Directors and Auditors thereon and the Consolidated audited Balance Sheet as at 30<sup>th</sup> June, 2019, the Consolidated Profit and Loss Account for the year ended on that date together with the Schedules and Notes thereon and the Report of the Auditors thereon be and are hereby received, considered and adopted.”

2. **Confirmation of payment of interim dividend and declaration of final dividend (Ordinary Resolution)**

“RESOLVED THAT the interim dividend of Rs. 17 per share declared by the Board of Directors and paid during the year 2018-19 be and is hereby confirmed.

“RESOLVED FURTHER THAT pursuant to the recommendation of the Board of Directors of the Company, a final dividend of Rs. 15 per share on 14,926,261 equity shares of Rs. 10 each of the Company aggregating Rs. 223,893,915 (Rupees Two Hundred and Twenty Three Million Eight Hundred and Ninety Three Thousand Nine Hundred and Fifteen only) for the year 2018-19 be and is hereby declared out of current profits of the Company, after providing for depreciation and that the same be paid to those shareholders whose names appear on the Register of members of the Company as on 12<sup>th</sup> October, 2019.”

3. **Re-appointment of Mr. John Johnston (DIN 07258586) as Director of the Company, liable to retire by rotation (Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. John Johnston (DIN 07258586), who retires by rotation, be and is hereby re-appointed as a director of the Company, liable to retire by rotation.”



4. **Appointment of B S R & Co. LLP, Chartered Accountants as Auditors of the Company (Ordinary Resolution)**

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, B S R & Co. LLP, Chartered Accountants, (Firm’s Registration No. 101248W/W-100022), be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 34<sup>th</sup> AGM of the Company.”

**SPECIAL BUSINESS**

5. **Approval for payment of bonus rewards to employees and / or directors of the Company as identified by Accelya Topco Limited from time to time. (Ordinary Resolution)**

“RESOLVED THAT pursuant to Regulation 26 (6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other Securities and Exchange Board of India regulations as may be applicable in this regard, the approval and confirmation of the members be and is hereby accorded to the payment of bonus rewards (**Global Management Rewards**) to employees and/or directors of the Company as identified by Accelya Topco Limited (**Topco** and together with its subsidiaries the **Accelya Group**) from time to time (**Managers**) in certain circumstances including upon occurrence of agreed exit events, such payments to be made by the Accelya Group in a manner that ensures that the Global Management Rewards will not have any net financial impact on the Company’s liability, profit and loss account, balance sheet and/or cash flow.

“RESOLVED FURTHER THAT the identified exit events for the purpose of the Global Management Rewards are: (i) winding up of Topco or a holding company of Topco, (ii) listing of shares of Topco or any holding company of Topco on any internationally recognised stock exchange, or (iii) the completion of an acquisition where a person acquires a controlling interest in Topco or in a holding company of Topco where such person did not previously have such a controlling interest in that company or disposal of all or substantially all of the assets of the Accelya Group, subject to such terms as may be decided by Topco.



**“RESOLVED FURTHER THAT** the approval and confirmation of the members be and is hereby accorded to the implementation of the Global Management Rewards with respect to the Managers and all such steps and actions as may be necessary in connection with the Global Management Rewards including without limitation the Managers entering into agreements and/or arrangements to implement the Global Management Rewards be and are hereby approved and confirmed.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, each Director of the Company and any person authorized by the Board of Directors of the Company, be and are hereby authorized, in each case, acting severally, to do any and all such acts, deeds and things, take such steps and actions and give such directions as it or any such authorized person may in his / her absolute discretion deem necessary, appropriate or desirable to give effect to the above resolutions, settle any questions that may arise in this regard, and to modify, finalise and/or execute any documents and writing related thereto.”

**6. Appointment of Mr. Sekhar Natarajan as an Independent Director of the Company. (Special Resolution)**

**“RESOLVED THAT,** in accordance with the provisions of section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the members of the Company hereby approve the re-appointment of Mr. Sekhar Natarajan (DIN: 01031445) as an Independent Director of the Company upto 6th July, 2021.”

**7. Appointment of Mr. Nani Javeri as an Independent Director of the Company. (Special Resolution)**

**“RESOLVED THAT,** in accordance with the provisions of section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the members of the Company hereby approve the re-appointment of Mr. Nani Javeri (DIN: 02731854) as an Independent Director of the Company upto 7th July, 2023.”



**8. Appointment of Ms. Sangeeta Singh as an Independent Director of the Company. (Special Resolution)**

**"RESOLVED THAT**, in accordance with the provisions of section 149 read with schedule IV of the Companies Act, 2013, and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the members of the Company hereby approve the re-appointment of Ms. Sangeeta Singh (DIN: 06920906) as an Independent Director of the Company upto 17th July, 2024."

The Chairman stated that the results of e-voting and voting at the Annual General Meeting on resolutions set forth in the notice along with the Scrutinizer's Report will be displayed on the Company's website and on the website of Karvy by 25<sup>th</sup> October, 2019 and will be communicated to the stock exchanges where the shares of the Company are listed.

After the votes were cast by the members who had not already voted, the Company Secretary proposed a vote of thanks to the Chair. The meeting concluded at 1.00 p.m.

The Company Secretary then invited the members present for lunch.

ACCELYA SOLUTIONS INDIA LIMITED

  
COMPANY SECRETARY