

12th October, 2017

Deputy General Manager,
Corporate Relationship Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street, Fort,
Mumbai — 400 001

The Manager, Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1/ G Block,
Bandra — Kurla Complex,
Bandra (East), Mumbai — 400 051.

Dear Sir/ Madam,

Sub: AGM Proceedings

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to submit the proceedings of the 31st Annual General Meeting (AGM) of the Company held on 10th October, 2017.

There has been an inadvertent delay of approx. 22 hours delay in submitting the AGM proceedings. We sincerely regret for the delay caused in this behalf.

Thanking you,

For Accelya Kale Solutions Limited



Ninad Umranikar
Company Secretary

PROCEEDINGS OF THE THIRTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF ACCELYA KALE SOLUTIONS LIMITED HELD ON TUESDAY, THE 10TH DAY OF OCTOBER, 2017 AT 12.00 NOON AT SUMANT MOOLGAOKAR AUDITORIUM, 'A WING', GROUND FLOOR, MAHRATTA CHAMBER OF COMMERCE, INDUSTRIES AND AGRICULTURE, TRADE TOWER, ICC COMPLEX, 403, SENAPATI BAPAT ROAD, PUNE 411 016

PRESENT ON DAIS

Mr. John Johnston	-	Chairman
Ms. Neela Bhattacharjee	-	Managing Director
Mr. K. K. Nohria	-	Independent Director
Mr. Sekhar Natarajan	-	Independent Director
Ms. Sangeeta Singh	-	Independent Director
Mr. Nani Javeri	-	Independent Director
Mr. Jose Maria Hurtado	-	CFO, Accelya Group
Mr. Gurudas Shenoy	-	Chief Financial Officer
Mr. Ninad Umranikar	-	Company Secretary

Fifty members and two proxies attended the meeting.

CHAIRMAN

Mr. John Johnston, Chairman, conducted the proceedings of the meeting.

QUORUM

The Chairman after confirming that proper quorum being present called the meeting to order.

The Chairman 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.

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

The Chairman delivered his speech taking an overview of the operations of the Company.

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



Mr. Johnston 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 Chairman then invited queries from members of the Company.

Mr. Dhruvesh Sanghavi, Mr. Shashikant Marathe, Mr. Kiran Dhanwada, Mr. Yash Jhaveri and a few others asked questions on the financials, business and operations of the Company and Accelya group. Mr. John Johnston, Ms. Neela Bhattacharjee, Mr. John Johnston and Mr. Gurudas Shenoy replied in detail all the queries raised by the members.

Thereafter, the Chairman stated that as required by the Companies Act, 2013 and the Listing Agreement, 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.

He informed the members that the e-voting portal was open for voting from 7th October, 2017 to 9th October, 2017.

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 Computershare Pvt. Ltd., which had been submitted to the Chairman.

The Chairman 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.

He 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 / We 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 / We Dissent the Resolution."

Thereafter the Chairman 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:



1. **Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2017, together with the reports of the directors and auditors thereon (Ordinary Resolution).**

“RESOLVED THAT the Standalone audited Balance Sheet as at 30th June, 2017, 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 30th June, 2017, the Consolidated Profit and Loss Account for the year ended on that date together with the Schedules and Notes thereon and 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. 11 per share declared by the Board of Directors and paid during the year 2016-17 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. 40 per share on 14,926,261 equity shares of Rs. 10 each of the Company aggregating Rs. 597,050,440 (Rupees Five Hundred and Ninety Seven Million Fifty Thousand Four Hundred and Forty only) for the year 2016-17 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 Wednesday, the 29th September, 2017.”

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, 1956, 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 Annual General Meeting (“AGM”) till the conclusion of the 32nd AGM of the Company.”



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 11th October, 2017 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.

For ACCELYA KALE SOLUTIONS LIMITED


Company Secretary