

08th April, 2024

AL/SVR/BSE/004/2024-25

Manager – Corporate Relationship
Dept of Corporate Services

BSE Limited

Floor 25, P.J. Towers
Dalal Street,
Mumbai – 400 001.

Dear Sir/Madam,

**SUB: REVISED PROCEEDINGS OF 37TH ANNUAL GENERAL MEETING OF THE COMPANY
MENTIONING THE CONCLUSION TIME OF THE GENERAL MEETING
REF: PROCEEDINGS OF 37TH ANNUAL GENERAL MEETING OF THE COMPANY
AL/CS/BSE/054/2023-24 dated 28th September, 2023
REF: SCRIP CODE: 517494**

This is to inform that the members of the Company at the **37th Annual General Meeting (AGM)** held on Thursday, the 28th September, 2023 at 03.00 P.M. through **Video Conferencing [VC]** or Other Audio-Visual Means [**OAVM**] have transacted all the items contained in the Notice dated 11th August, 2023.

In this regard, the proceedings of the 37th Annual General Meeting of the Company as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part A of Schedule III are enclosed herewith.

The details of Consolidated Voting results of the Annual General Meeting will be forwarded separately, in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For **Accel Limited**

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739

Proceedings of the 37th Annual General Meeting of Accel Limited

The 37th Annual General Meeting (AGM) of the Company was held on Thursday, the 28th day of September, 2023 through Video Conferencing [VC] or Other Audio-Visual Means [OAVM], in accordance with the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time. The Meeting commenced at 3:00 p.m. (IST) and concluded at 3:19 p.m. (IST).

Mr. K. Nagarajan, Non-Executive Chairman of the Company presided over the meeting and welcomed the members of the Company at the AGM. The Chairperson declared the Meeting as validly convened on the basis of advice received from the Company Secretary that the requisite quorum as per the Companies Act, 2013 (Act) read with Articles of Association of the Company was fulfilled and present.

The following members of the Board participated in the AGM.

- Mr. K. Nagarajan from Chennai – Independent Director and Non-Executive Chairman also, he is a Chairperson of Nomination and Remuneration Committee and CSR Committee.
- Mr. K. R. Varma from Chennai – Independent Director and also, he is a Chairperson of Audit Committee.
- Mr. Rangarajan Raghavan from Delhi – Independent Director and also, he is a Chairperson of Stakeholder Relationship Committee.
- Mr. S V Rao from Chennai – Executive Director
- Mr. N. R. Panicker from Chennai - CEO

- Mr. Suraj Prakash Gupta, Company Secretary and Compliance Officer also attended the meeting. Mr. Balaji- Our Tax Auditor of the Company, Mr. S. Kannan – Representative of M/s. K. S. Aiyar & Associates, Statutory Auditors of the Company and Mr. Sony George Mathew – Practicing Company Secretary, Scrutinizer for the Meeting also participated in the Meeting.

Mr. N. R. Panicker, CEO of the Company made his opening remarks and briefed the shareholders with respect to the key trends in the IT Industry and the Company's performance during FY2022-23. He also briefed the shareholders on the growth plans and simplification journey of the Company.

The Chairperson then informed the Members that in accordance with the provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, including any statutory modification, amendment or re-enactment thereof and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had extended the remote e-voting facility through NSDL to enable the members to cast/exercise their votes electronically on the agenda items specified in the notice of the AGM. The remote e-voting period had commenced on 25th September, 2023 (9.00 am) and ended on 27th September, 2023 (5.00 pm). The chairperson also informed the members that the facility for e-voting during the Annual General Meeting has been made available for the members who had not cast their vote through remote e-voting.

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The Chairperson further informed the shareholders that the Board of Directors had appointed Mr. Sony George Mathew, Practicing Company Secretary (Membership No. 19075) and partner of M/s. JM & Associates, Company Secretaries as the Scrutinizer for the purpose of scrutinizing the voting process in a fair and transparent manner and to submit their report of total votes cast in favour and against on all resolutions stated in the AGM Notice.

Then the businesses to be transacted at the AGM were read out to the members. As per the AGM Notice, the following businesses were transacted:

Ordinary Business:

1. The following resolutions were considered and adopted:
 - a) the audited standalone financial statements of the Company for the year ended 31st March 2023, together with the report of Board of Directors' and Auditors' Reports thereon; and
 - b) the audited consolidated financial statements of the Company for the year ended 31st March 2023, together with the report of Board of Directors' and Auditors' Reports thereon.
2. Declaration of dividend of Rs. 0.30/- per Share on the face of Rs.2/- each on the equity shares of the Company for the financial year 2022-23
3. Appointed a Director in place of Ms. Shruthi Panicker (DIN :07148631), who retires from office by rotation, and being eligible herself for re-appointment.

Special Business:

4. Altered the Object Clause in the Memorandum of Association of the Company;
5. Approved the alteration in terms and conditions of remuneration of Mr. N. R. Panicker, Chairman and Managing Director of the Company;
6. Approved the alteration in terms and conditions of remuneration of Mr. S. V. Rao, Executive Director of the Company;

He further informed the members that the results of the e-voting will be made available on the website of the Company within 48 hours from the conclusion of the AGM.

The members who had registered as speakers posed their queries which were answered by the Mr. S.V. Rao Executive Director of the Company.

Thereafter, the Chairperson thanked the Members for attending the AGM and concluded the meeting.

Thanking you,
For **Accel Limited**

S. V. RAO
WHOLE-TIME DIRECTOR
DIN: 06600739