

ACCENTURE SOLUTIONS PRIVATE LIMITED

(CIN: U72400MH1990PTC057492)

Regd. Office : Plant 3, Godrej & Boyce Complex, LBS Marg
Vikhroli (West), Mumbai 400079

Email: usha.suresh@accenture.com, Website: www.accenture.com

Phone: +912266003000, Fax: +912240444420

NOTICE is hereby given that the TWENTYNINTH Annual General Meeting of ACCENTURE SOLUTIONS PRIVATE LIMITED will be held on Wednesday, 21st day of August, 2019 at 9.00 am at the Registered Office of the Company at Plant 3, Godrej & Boyce Complex, LBS Marg, Vikhroli (West), Mumbai – 400 079, to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Consolidated Balance Sheet as at March 31, 2019 and the Consolidated Profit & Loss Account for the year ended on that date together with the Report of the Directors and the Auditors thereon as required under the Companies Act, 2013.
2. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting up to the conclusion of the Annual General Meeting to be held in the year 2022 and to authorize the Board to fix their remuneration.
3. To declare dividend on the equity shares for the Financial year ended March 31, 2019.

SPECIAL BUSINESS:

4. Appointment of Ms. Rekha M Menon as Director of the Company

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

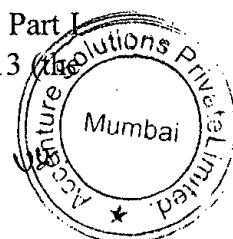
“RESOLVED THAT Ms. Rekha M Menon (DIN: 02768316) who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 25, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Form DIR-2 consenting to act as director, Form MBP-1 disclosing her interest as required and Form DIR-8 declaration for non-disqualification as provided by Ms. Rekha M Menon (DIN: 02768316) be and are hereby noted and any of the directors of the Company be and are hereby authorized to do such acts, deeds, matters and things as necessary to complete the appointment of the Director including filing of relevant forms electronically with the Registrar of Companies, Maharashtra.”

5. Appointment of Ms. Rekha M. Menon as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(94) and 196 read with Part I of Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (the



Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) and re-enactment (s) thereof, for the time being in force to the Act and pursuant to the Articles of Association of the Company, Ms. Rekha M. Menon ((DIN 02768316), Director of the Company be and is hereby appointed as a Whole Time Director of the Company, for a period of five (5) years w.e.f October 25, 2018 to October 24, 2023, on the existing terms (including remuneration) of employment with the Company, having given her consent to act as such.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board of Directors or until Ms. Rekha M. Menon ceases to be in employment of the Company, whichever is earlier.

RESOLVED FURTHER THAT any of the Directors of the Company and Ms. Usha Suresh, Company Secretary be and are hereby authorized severally to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of all necessary e-forms with Registrar of Companies, Maharashtra.”

6. Appointment of Mr. Rajeev Chopra as Director of the Company

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

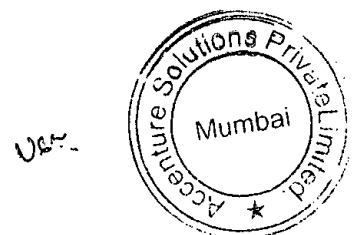
“RESOLVED THAT Mr. Rajeev Chopra (DIN: 02215843) who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 10, 2019 and who holds office up to the date of this AGM of the Company in terms of section 161 of the Companies Act, 2013 be and is hereby appointed as a Director of the Company.”

RESOLVED FURTHER THAT Form DIR-2 consenting to act as director, Form MBP-1 disclosing her interest as required and Form DIR-8 declaration for non-disqualification as provided by Mr. Rajeev Chopra (DIN: 02215843) be and are hereby noted and any of the directors of the Company be and are hereby authorized to do such acts, deeds, matters and things as necessary to complete the appointment of the Director including filing of relevant forms electronically with the Registrar of Companies, Maharashtra.

7. Appointment of Mr. Rajeev Chopra as Whole Time Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 2(94) and 196 read with Part I of Schedule V and such other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) and re-enactment (s) thereof, for the time being in force to the Act and pursuant to the Articles of Association of the Company, Mr. Rajeev Chopra ((DIN 02215843), Director of the Company be and is hereby appointed as a Whole Time Director of the Company, for a period of five (5) years w.e.f April 10, 2019 to April 9, 2024, on the existing terms (including remuneration) of employment with the Company, having given his consent to act as such.



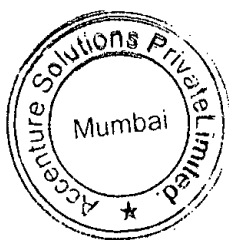
RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board of Directors or until Mr. Rajeev Chopra ceases to be in employment of the Company, whichever is earlier.

RESOLVED FURTHER THAT any of the Directors of the Company and Ms. Usha Suresh, Company Secretary be and are hereby authorized severally to do all such acts, deeds and things as may be necessary to give effect to this resolution including filing of all necessary e-forms with Registrar of Companies, Maharashtra.”

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
4. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the meeting.
5. Relevant documents referred to in the Notice and the accompanying explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the meeting. Additionally, copies of the relevant documents will also be made available at the Meeting.

**By Order of the Board
For Accenture Solutions Private Limited**



Usha Suresh

**Usha Suresh
Company Secretary
ACS 10952**

Date: August 20, 2019
Place: Mumbai
Regd. Office:
Plant 3, Godrej & Boyce Complex,
LBS Marg
Vikhroli West
Mumbai 400 079

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 3: Appointment of Ms. Rekha M Menon as Director of the Company

Ms. Rekha M Menon was appointed as an Additional Director by the Board vide a resolution passed by the Board of Directors at the meeting held on October 25, 2018. According to the provisions of Section 161 (1) of the Companies Act, 2013, Ms. Rekha can hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. She has consented to be appointed as a Director and is also not disqualified from being appointed as a Director in terms of Section 164 of the Act. Accordingly, necessary resolution is placed for Member's approval.

No director, or their relatives, except Ms. Rekha, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Accordingly, members are requested to accord their approval to the above resolution.

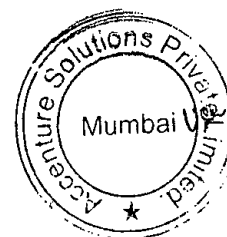
Item No. 4: Appointment of Ms. Rekha M Menon as Whole Time Director of the Company

The Board of Directors of the Company ("the Board") appointed Ms. Rekha M Menon as a Whole Time Director of the Company for a period of 5 (five) years effective October 25, 2018 on terms and conditions pursuant to the resolution passed by circulation. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Ms. Rekha M Menon as a Whole Time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars are as under:

Salary, Perquisites and Allowances per annum: As per terms of employment.

Details of Ms. Rekha M Menon are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- Age – 60 years
- Qualification – PGDM (MBA)
- Experience – 25+ years (~15 years in Accenture)
- Terms and Conditions of Appointment – as agreed between the Company and Ms. Rekha M Menon
- Details of remuneration sought to be paid – as per terms of employment
- Date of first appointment on the Board – October 25, 2018
- Shareholding in the company – NIL
- Relationship with other Directors, Manager and other Key Managerial Personnel of the company – NIL
- The number of Meetings of the Board attended during the year – 2
- Other Directorships, Membership/ Chairmanship of Committees of other Boards – Director in Accenture Lanka (Private) Limited and Member of Corporate Social Responsibility Committee



Ms. Rekha M Menon has consented to be appointed as Whole Time Director and is also not disqualified from being appointed as a Whole Time Director in terms of Section 164 of the Act. Accordingly, necessary resolution is placed for Member's approval.

No director, or their relatives, except Ms. Rekha, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Accordingly, members are requested to accord their approval to the above resolution.

Item No. 5: Appointment of Mr. Rajeev Chopra as Director of the Company

Mr. Rajeev Chopra was appointed as an Additional Director by the Board vide a resolution passed by circulation with effect from April 10, 2019. According to the provisions of Section 161 (1) of the Companies Act, 2013 Mr. Rajeev can hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. He has consented to be appointed as a Director and is also not disqualified from being appointed as a Director in terms of Section 164 of the Act. Accordingly, necessary resolution is placed for Member's approval.

No director, or their relatives, except Mr. Rajeev, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Accordingly, members are requested to accord their approval to the above resolution.

Item No. 6: Appointment of Mr. Rajeev Chopra as Whole Time Director of the Company

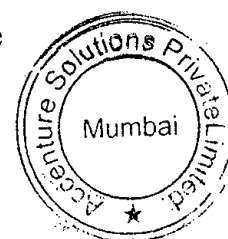
The Board of Directors of the Company ("the Board") appointed Mr. Rajeev Chopra as a Whole Time Director of the Company for a period of 5 (five) years on terms and conditions pursuant to the resolution passed by circulation effective April 10, 2019. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Rajeev Chopra as a Whole Time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars are as under:

Salary, Perquisites and Allowances per annum: As per terms of employment.

Details of Mr. Rajeev Chopra are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- Age – 54 years
- Qualification – LLB
- Experience – 26 years
- Terms and Conditions of Appointment – as agreed between the Company and Mr. Rajeev Chopra
- Details of remuneration sought to be paid – as per terms of employment
- Date of first appointment on the Board – April 10, 2019
- Shareholding in the company – NIL
- Relationship with other Directors, Manager and other Key Managerial Personnel of the company – NIL
- The number of Meetings of the Board attended during the year – Not Applicable

U.S.W.



- Other Directorships, Membership/ Chairmanship of Committees of other Boards –
Director in Accenture Lanka (Private) Limited

Mr. Rajeev Chopra has consented to be appointed as Whole Time Director and is also not disqualified from being appointed as Whole Time Director in terms of Section 164 of the Act. Accordingly, necessary resolution is placed for Member's approval.

No director, or their relatives, except Mr. Rajeev, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

Accordingly, members are requested to accord their approval to the above resolution.

**By Order of the Board
For Accenture Solutions Private Limited**



Usha Suresh

**Usha Suresh
Company Secretary
ACS 10952**

Date: August 20, 2019

Place: Mumbai

Regd. Office:

Plant 3, Godrej & Boyce Complex,

LBS Marg

Vikhroli West

Mumbai 400 079

ROUTE MAP TO AGM VENUE

