



Registered Office:  
Accenture Solutions Pvt. Ltd.  
Plant-3, Godrej & Boyce Complex, LBS Marg  
Vikhroli (W) • Mumbai 400079 • Maharashtra • India.  
Tel : +91 022 6600 3000 Fax No: +91 022 4044 4420  
www.accenture.com  
CIN: U72400MH1990PTC057492

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of ACCENTURE SOLUTIONS PRIVATE LIMITED will be held on Wednesday, 24<sup>th</sup> day of August, 2022 at 9.30 am IST through Video Conferencing deemed to be held at the Registered Office of the Company at shorter notice, to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the audited Consolidated Balance Sheet as of March 31, 2022 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 declare dividend on the equity shares for the Financial year ended March 31, 2022.
3. To appoint M/s KNAV & CO. LLP as the Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. KNAV & CO. LLP, Chartered Accountants, (Firm Registration No. 120458W/W100679 be and are hereby appointed as Statutory Auditors of the Company for a period of Five (5) years from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in the year 2027 and at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

**RESOLVED FURTHER THAT** The Board of Directors and Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**Special Business:**

**4. Appointment of Mr. Jal Master 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. Jal Master, who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 19, 2021 and who holds



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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 his interest as required and Form DIR-8 declaration for non-disqualification as provided by Mr. Jal Master be and are hereby noted and any of the directors of the Company and Ms. Usha Suresh, Company Secretary 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 Mr. Jal Master 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. Jal Master, 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 November 19, 2021 to November 18, 2026, 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. Jal Master ceases to be in employment of the Company, whichever is earlier.

**AND RESOLVED THAT** any of the Director 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) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated April 8, 2020 read with circulars dated April 13, 2020, June 15, 2020 and May 5, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Shareholders at a common venue. In compliance with the provisions of the Companies



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Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

- 2) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. *Accordingly, the facility for appointment of proxies by the Shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.*
- 3) Corporate shareholders are requested to send to the Company, a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to usha.suresh@accenture.com.
- 4) Shareholders seeking any information with regard to any matter to be placed at the AGM, are requested to write to the Company on or before August 22, 2022 through email on usha.suresh@accenture.com. The same will be replied by the Company suitably.
- 5) In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Shareholders whose email addresses are registered with the Company.
- 6) Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 7) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 8) The Designated Email Address for the Company is usha.suresh@accenture.com. Shareholders in case of any query may send an email to usha.suresh@accenture.com. Further, in case voting is conducted by way of poll shareholders are requested to send their vote on this email id.

#### **A. INSTRUCTIONS FOR SHAREHOLDERS FOR JOINING THE MEETING**

- 1) The link to attend the meeting is:

### **Microsoft Teams meeting**

**Join on your computer or mobile app**

[Click here to join the meeting](#)

**Or join by entering a meeting ID**

Meeting ID: 299 679 237 361



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Passcode: cUFS2R

2) Detailed instructions for the Shareholders to join the meeting are given below:

**OPTION 1:**

**Joining from Laptop or Computer (having access to webcam)**

**Step 1:** In your email invite, select Join Microsoft Teams Meeting. In your meeting invite to be taken to a page where you can choose to either join on the web or download the desktop app. If you already have the Teams app, the meeting will open there automatically.

**Step 2:** Click on Join on the web instead, if you don't have a desktop app

**Step 3:** Type in your name

**Step 4:** Choose the audio and video settings you want

**Step 5:** Select Join now

**Step 6:** Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

**OPTION 2:**

**Joining from Mobile Phone**

**Step 1:** Download Microsoft Teams Mobile App from the Application Store (e.g. Google Play Store, iOS App Store, as applicable).

**Step 2:** From your Calendar, select Join or an in-progress meeting or use the email invite link to join the meeting from the app.

**Step 3:** Choose the audio and video settings you want.

**Step 4:** Select Join now.



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**Step 5:** Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

3) Further Shareholders will be required to allow Camera and use Internet audio settings as and when asked while setting up the meeting on Mobile App or Desktop Application, as the case may be.

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.

**B. OTHER INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:**

- 1) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Shareholders.
- 2) Shareholders who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use chat facility.
- 3) Shareholders will be able to attend the EGM through VC / OAVM and vote on the resolutions by using their registered mail ID in case of poll.
- 4) Shareholders are requested to use only registered Email ID for Voting during the time allotted for same. Votes casted by any other unregistered Email ID shall be considered as Invalid.
- 5) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 6) In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting Votes.
- 7) Please note that no person other than the respective Member shall have access to place from where the Member is participating during the meeting.
- 8) In case of any queries relating to joining the Meeting through Electronic mode, Shareholders may contact on Helpline number 919619759365 or mail us their queries on usha.suresh@accenture.com.

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

USHA  
SURESH

Digitally signed by USHA  
SURESH  
Date: 2022.08.22  
18:29:06 +05'30'

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**Usha Suresh  
Company Secretary  
ACS 10952**

**Date: August 22, 2022**

**Place: Mumbai**

Regd. Office:

Plant 3, Godrej & Boyce Complex,

LBS Marg

Vikhroli West

Mumbai 400 079



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## EXPLANATORY STATEMENT

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

### Item No. 4: Appointment of Mr. Jal Master as Director of the Company

Mr. Jal Master was appointed as an Additional Director by the Board vide a resolution passed by circulation with effect from November 19, 2021. According to the provisions of Section 161 (1) of the Companies Act, 2013, Mr. Jal Master 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. Jal Master, 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. Jal Master as Whole Time Director of the Company

The Board of Directors of the Company ("the Board") appointed Mr. Jal Master as a Whole Time Director of the Company for a period of 5 (five) years effective November 19, 2021 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 Mr. Jal Master 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. Jal Master are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- Age – 49 years
- Qualification – MBA
- Experience – 27 years
- Terms and Conditions of Appointment – as agreed between the Company and Mr. Jal Master
- Details of remuneration sought to be paid – as per terms of employment
- Date of first appointment on the Board – November 19, 2021
- Shareholding in the company – NIL
- Relationship with other Directors, Manager and other Key Managerial Personnel of the company – NIL



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- The number of Meetings of the Board attended during the year – 2
- Other Directorships, Membership/ Chairmanship of Committees of other Boards – Member of Corporate Social Responsibility Committee

Mr. Jal Master 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 Mr. Jal Master, 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  
Digitally signed  
by USHA SURESH  
Date: 2022.08.22  
18:29:30 +05'30'

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**Usha Suresh  
Company Secretary  
ACS 10952**

**Date: August 22, 2022**  
**Place: Mumbai**  
Regd. Office:  
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Vikhroli West  
Mumbai 400 079



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### ATTENDANCE SLIP

[Meeting Number] Annual General Meeting dated August 24, 2022

Folio No. / DP ID Client ID No.	
Name of First Named Member / Proxy/ Authorized Representative	
Name of Joint Member(s) if any	
No. of shares held	

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on Wednesday, 24<sup>th</sup> day of August, 2022 through video conference at 9.30 am.

\_\_\_\_\_  
Signature of First holder / Proxy/ Authorized Representative

\_\_\_\_\_  
Signature of 1<sup>st</sup> Joint holder

\_\_\_\_\_  
Signature of 2<sup>nd</sup> Joint holder

*Note(s): Please sign this attendance slip and hand it over at the Meeting Venue.*





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ATTENDANCE SLIP

DIRECTORS PRESENT

Mr.....

---

Mr.....

Authorised Representative of  
Statutory Auditor

---



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*[On the letterhead of each shareholder]*

THE COMPANIES ACT, 2013  
Consent by Shareholder for shorter notice

[Pursuant to proviso to Section 101(1)]

To

The Board of Directors  
Accenture Solutions Private Limited  
Plant 3, Godrej & Boyce Complex  
LBS Marg, Vikhroli (West)  
Mumbai 400079

We, [●], having registered office at [●] holding [●] equity shares of Rs. 10/- each in Accenture Solutions Private Limited in our own name, hereby give consent, pursuant to section 101(1) of the Companies Act, 2013, to hold the Annual General meeting on Wednesday, 24<sup>th</sup> day of August, 2022 at 9.30 am, any adjournment thereof at shorter notice.

For [*name of the shareholder*]

Signature:

Name:

Dated the [●] day of [●], 2022