



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 33rd Annual General Meeting (AGM) of ACCENTURE SOLUTIONS PRIVATE LIMITED will be held on Friday, 18th day of August, 2023 at 11 am IST through Video Conferencing (“VC”)/ **Other Audio-Visual Means (“OAVM”)** 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 Standalone and Consolidated Balance Sheet as of March 31, 2023 and the Standalone and 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, 2023.

Special Business:

3. Appointment of Ms. Emma Jindal 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** pursuant to the provisions of Section 152 & 161 of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and such other applicable provisions, if any, of the Act including any statutory modification(s) and re-enactment(s) thereof for the time being in force and pursuant to the Articles of Association of the Company, Ms. Emma Jindal (DIN: [09589388](#)), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 24, 2023 and who holds office up to the date of this Annual General Meeting 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. Emma Jindal 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 the filing of relevant forms electronically with the Registrar of Companies, Maharashtra.”





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4. Appointment of Ms. Emma Jindal 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 and pursuant to the Articles of Association of the Company, Ms. Emma Jindal (DIN: [09589388](#)), 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 March 24, 2023 to March 23, 2028, 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. Emma Jindal ceases to be in employment of the Company, whichever is earlier.

AND RESOLVED 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.”

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



Usha Suresh

**Usha Suresh
Company Secretary
ACS 10952**

Date: August 16, 2023

Place: Mumbai

Regd. Office:

Plant 3, Godrej & Boyce Complex,

LBS Marg

Vikhroli West

Notes:

- 1) The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/ 2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM are deemed to be conducted at the Registered Office of the Company.
- 2) The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated Plant 3, Godrej & Boyce Complex LBS Marg, Mumbai- 400079 which shall be the deemed Venue of the AGM. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
- 3) 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 is not annexed to this Notice.* Any Body Corporate is entitled to appoint an authorized representative to attend the AGM through VC/OAVM, participate thereat, and cast their votes through e-voting
- 4) Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Shareholders has been dispensed with. *Accordingly, Attendance Slip is not annexed to this Notice.*
- 5) 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.
- 6) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), setting out material facts concerning the special business under agenda Item no. 3 and 4 of





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the Notice, is annexed hereto. The Board of Directors has considered and decided to include the special business at the AGM.

- 7) 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 18, 2023 through email on usha.suresh@accenture.com. The same will be replied by the Company suitably.
- 8) 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.
- 9) With respect to the ratification of the appointment of Statutory Auditors, please note that the First Proviso to Section 139 (1) of the Companies Act, 2013 was omitted vide the amendment under the Companies Amendment Act, 2017 with effect from May 07, 2018 and accordingly the Company does not require ratification of the appointment of Statutory Auditor by the members at every AGM. Hence, the ratification of appointment of Statutory Auditors is not mandatory as per Companies Act, 2013.
- 10) Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11) 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.
- 12) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- 13) Subject to receipt of requisite number of votes, the Resolution proposed in the Notice shall be deemed to be passed on the date of the Meeting.

A. INSTRUCTIONS FOR SHAREHOLDERS FOR JOINING THE MEETING

- 1) The link to attend the meeting is:

Microsoft Teams meeting

Join on your computer, mobile app or room device

[Click here to join the meeting](#)

Meeting ID: 244 788 346 785

Passcode: xBipvY

[Download Teams](#) | [Join on the web](#)





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Join with a video conferencing device

From Accenture Videoconference Device (VTC) Dial 123. From Non-Accenture Videoconference device dial accenture@m.webex.com
Video Conference ID: 111 530 804 49

[Alternate VTC instructions](#)

Or call in (audio only)

[+91 44 6141 0217](tel:+914461410217),...[513004050#](tel:+9144513004050) India, Chennai

Phone Conference ID: 513 004 050#

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.



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.

Procedure for inspection of documents:

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the



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members. Member who intends to inspect such documents are requested to send an email to Company on email address usha.suresh@accenture.com.

Voting by Members:

Member to convey his vote by show of hands in the AGM as the total number of members are less than 50. However, if the poll is demanded in the AGM, members are requested to send the email of their decision of voting on the designated e-mail ID of the Company at usha.suresh@accenture.com.

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



Usha Suresh

**Usha Suresh
Company Secretary
ACS 10952**

Date: August 16, 2023

Place: Mumbai

Regd. Office:

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LBS Marg

Vikhroli West

Mumbai 400 079

EXPLANATORY STATEMENT

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

Item No. 3 & 4: Appointment of Ms. Emma Jindal as Director and Whole- Time Director of the Company

Ms. Emma Jindal (DIN: [09589388](#)) was appointed as an Additional Director and Whole Time Director by the Board vide a resolution passed by the Board of Directors at the meeting held on March 24, 2023. According to the provisions of Section 161 (1) of the Companies Act, 2013, Ms. Emma Jindal can hold office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company. Considering her expertise, it is proposed to appoint her as Director and Whole-Time Director designated as Professional and Non-Executive Director of the Company.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Ms. Emma Jindal as a Director and 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. Emma Jindal are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- DIN: [09589388](#)
- Age – 45 years
- Qualification – Chartered Accountant
- Experience – 19 years
- Terms and Conditions of Appointment – as agreed between the Company and Ms. Emma Jindal
- Details of remuneration sought to be paid – as per terms of employment
- Remuneration last drawn by such person -
- Date of first appointment on the Board – March 24, 2023
- 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 FY ended March 31, 2023 – NIL
- Other Directorships, Membership/ Chairmanship of Committees of other Boards – Member of Corporate Social Responsibility Committee effective May 26, 2023



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The Company has also received a consent letter from Ms. Emma Jindal to act as a Director and Whole Time Director of the Company, if appointed and disclosure that she is not disqualified from being appointed as Director in terms of Section 164 of the Act, the same is open for inspection for the members at the Company's Registered Office during business hours on all working days till the date of the Annual General Meeting. The said letter will also be open for inspection at the Annual General Meeting of the Company.

The Directors recommend the resolution as set out under Item No. 3 & 4 of the Notice as an Ordinary Resolution, for approval of Members.

Except for Ms. Emma Jindal, herself, none of the other Directors or any Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

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



Usha Suresh

Usha Suresh
Company Secretary
ACS 10952

Date: August 16, 2023

Place: Mumbai

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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 Friday, 18th day of August, 2023 through video conference at 11 am IST or at any adjournment thereof at shorter notice.

For *[name of the shareholder]*

Signature:

Name:

Dated the [●] day of [●], 2023