



Registered Office:
Accenture Solutions Pvt. Ltd.
Plant-3, Godrej & Boyce Complex, LBS Marg
Vikhroli (W), Mumbai 400079, Maharashtra • India.
Tel : 022 6600 3000 • Fax : 022 4044 4420
www.accenture.com
CIN U72400MH1990PTC057492

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 THIRTIETH Annual General Meeting of ACCENTURE SOLUTIONS PRIVATE LIMITED will be held on Wednesday, 26th day of August, 2020 at 3.30 pm in Mumbai through video conference 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, 2020 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, 2020.
3. To take note of the continuation of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company 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.

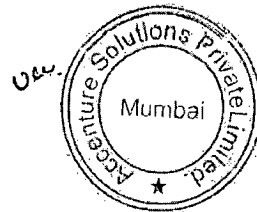
SPECIAL BUSINESS:

4. Appointment of Mr. Oankar Singh Liddar 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. Oankar Singh Liddar (DIN: 08651846) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 10, 2020 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.

Erstwhile Accenture Services Pvt. Ltd. now merged into Accenture Solutions Pvt. Ltd.



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. Oankar Singh Liddar (DIN: 08651846) 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. Ramesh L Krishnan 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. Ramesh L Krishnan (DIN: 05112583) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 20, 2020 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.

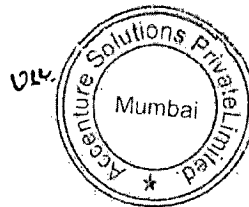
RESOLVED FURTHER THAT Form DIR-2 consenting to act as director, Form MBP-1 disclosing his interest as required and Form DIR-8 declaration for non-disqualification as provided by Mr. Ramesh L Krishnan (DIN: 05112583) be and are hereby noted and any of the directors of the Company and Ms. Usha Suresh, 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.”

6. Appointment of Mr. Ramesh L Krishnan 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. Ramesh L Krishnan (DIN: 05112583), 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 January 20, 2020 to January 19, 2025, 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 Mr. Ramesh L Krishnan 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.”

7. Appointment of Mr. Ramesh Ramamurthy 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. Ramesh Ramamurthy (DIN: 01805704) who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 20, 2020 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 his interest as required and Form DIR-8 declaration for non-disqualification as provided by Mr. Ramesh Ramamurthy (DIN: 01805704) 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.”

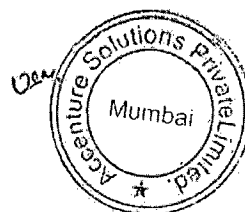
8. Appointment of Mr. Ramesh Ramamurthy as Whole Time Director of the Company

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. Ramesh Ramamurthy (DIN: 01805704), 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 January 20, 2020 to January 19, 2025, 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. Ramesh Ramamurthy 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 and June 15, 2020 (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 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 25, 2020 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. The relevant explanatory statement as per section 102 of the Companies Act, 2013 is enclosed herewith.
- 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 of voting is conducted by way of poll, Shareholders shall be requested to send their vote on this Email ID.

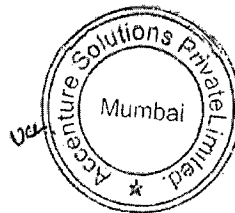
A. INSTRUCTIONS FOR SHAREHOLDERS FOR JOINING THE MEETING

- 1) The link to attend the meeting is:

Join Microsoft Teams Meeting

+91 44 6141 0217 India, Chennai (Toll)

Conference ID: 672 566 175#



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.

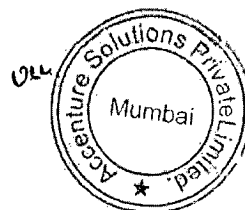
Step 5: Depending on meeting settings, you'll get in right away, or go to a lobby where someone in the meeting can admit you.

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:

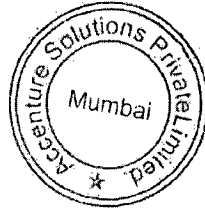
- 1) Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for all the Shareholders.
- 2) Shareholders who would like to express their views or ask questions during the AGM may raise their hands during the meeting or may also use 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.

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

Date: August 25, 2020
Place: Mumbai
Regd. Office:
Plant 3, Godrej & Boyce Complex,
LBS Marg
Vikhroli West
Mumbai 400 079



Usha Suresh

Usha Suresh
Company Secretary
ACS 10952



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Accenture Solutions Pvt. Ltd.
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Vikhroli (W), Mumbai 400079, Maharashtra • India.
Tel : 022 6600 3000 • Fax : 022 4044 4420
www.accenture.com
CIN U72400MH1990PTC057492

EXPLANATORY STATEMENT

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

Item No. 4: Appointment of Mr. Oankar Singh Liddar as Director of the Company

Mr. Oankar Singh Liddar was appointed as an Additional Director by the Board vide a resolution passed by circulation with effect from January 10, 2020. According to the provisions of Section 161 (1) of the Companies Act, 2013, Mr. Oankar Singh Liddar 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. Oankar Singh Liddar, 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. Ramesh L Krishnan as Director of the Company

Mr. Ramesh L Krishnan was appointed as an Additional Director by the Board vide a resolution passed by circulation with effect from January 20, 2020. According to the provisions of Section 161 (1) of the Companies Act, 2013, Mr. Ramesh L Krishnan 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.

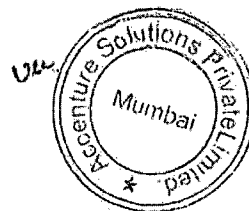
No director, or their relatives, except Mr. Ramesh L Krishnan, to whom the resolution relates, is interested or concerned, financially or otherwise, in the resolution.

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

Item No. 6: Appointment of Mr. Ramesh L Krishnan as Whole Time Director of the Company

The Board of Directors of the Company ("the Board") appointed Mr. Ramesh L Krishnan as a Whole Time Director of the Company for a period of 5 (five) years effective January 20,

Erstwhile Accenture Services Pvt. Ltd. now merged into Accenture Solutions Pvt. Ltd.



2020 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. Ramesh L Krishnan 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. Ramesh L Krishnan are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- Age - 53 years
- Qualification - CA
- Experience - 25 Years
- Terms and Conditions of Appointment - as agreed between the Company and Mr. Ramesh L Krishnan
- Details of remuneration sought to be paid - as per terms of employment
- Date of first appointment on the Board - January 20, 2020
- 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 - 1
- Other Directorships, Membership/ Chairmanship of Committees of other Boards - Member of Corporate Social Responsibility Committee

Mr. Ramesh L Krishnan 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. Ramesh L Krishnan, 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. 7: Appointment of Mr. Ramesh Ramamurthy as Director of the Company

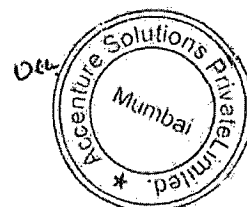
Mr. Ramesh Ramamurthy was appointed as an Additional Director by the Board vide a resolution passed by circulation with effect from January 20, 2020. According to the provisions of Section 161 (1) of the Companies Act, 2013 Mr. Ramesh Ramamurthy can hold office as an Additional Director up to the date 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. Ramesh Ramamurthy, 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. 8: Appointment of Mr. Ramesh Ramamurthy as Whole Time Director of the Company

The Board of Directors of the Company ("the Board") appointed Mr. Ramesh Ramamurthy 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 January 20, 2020. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ramesh Ramamurthy 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. Ramesh Ramamurthy are provided below pursuant to the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

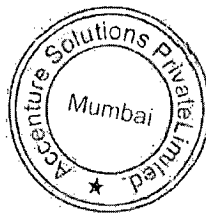
- Age – 54 years
- Qualification – CA, PGDM
- Experience – 30 Years
- Terms and Conditions of Appointment – as agreed between the Company and Mr. Ramesh Ramamurthy
- Details of remuneration sought to be paid – as per terms of employment
- Date of first appointment on the Board – January 20, 2020
- Shareholding 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 – 1
- Other Directorships, Membership/ Chairmanship of Committees of other Boards – Member of Corporate Social Responsibility Committee

Mr. Ramesh Ramamurthy 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. Ramesh Ramamurthy, 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**



Date: August 25, 2020
Place: Mumbai
Regd. Office:
Plant 3, Godrej & Boyce Complex,
LBS Marg
Vikhroli West
Mumbai 400 079

Usha Suresh

Usha Suresh
Company Secretary
ACS 10952