



ACCELYA KALE SOLUTIONS LIMITED

Regd. Off.: Accelya Enclave, 685/2B & 2C, 1st Floor, Sharada Arcade, Satara Road, Pune - 411037.

CIN: L74140PN1986PLC041033 Tel: +91-20-6608 3777 Fax: +91-20-24231639

Email: accelyakale.investors@accelya.com Website: w3.accelya.com

POSTAL BALLOT NOTICE (PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014)

To
The members of Accelya Kale Solutions Limited

NOTICE is hereby given pursuant to section 110 of the Companies Act, 2013, ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that the enclosed special resolution is proposed to be passed by way of postal ballot including voting by electronic means (e-voting) for seeking approval of the members of the Company under sections 4, 13, 14 and 15 of the Act, for changing the name of the Company and consequential amendment to the Memorandum of Association and Articles of Association of the Company.

The draft resolution and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto are being sent to you along with the postal ballot form for casting your votes.

The Board of Directors has appointed Nilesh A. Pradhan & Co., LLP, Company Secretaries as scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.

For members opting for e-voting

The Company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical postal ballot form on the resolution set forth in the postal ballot notice. The Company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide the e-voting facility.

The notice will also be available on the Company's website, w3.accelya.com and on the Karvy's website, www.evoting.karvy.com.

You are requested to read the instructions printed on the postal ballot form carefully and return the form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the scrutinizer on or before the close of working hours of Wednesday, 1st May, 2019. Please note that any postal ballot form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted.

The scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the postal ballots. The results of the postal ballot will be announced by the Chairman or any other officer of the Company on or before Friday, 3rd May, 2019 at the registered office and corporate office of the Company. The results of the postal ballot will also be posted on the Company's website, w3.accelya.com and on the Karvy's website, www.evoting.karvy.com within 2 days of passing of the resolution besides communication to the stock exchanges where the Company's shares are listed.

The item being special resolution will be declared as passed if votes cast in favour are not less than three times the number of votes, if any, cast against the resolution by members so entitled to vote.

The resolution, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 1st May, 2019, the last date specified for receipt of duly completed postal ballot forms / e-voting.

In compliance with provisions of section 108 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, members may cast their votes either through postal ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by Karvy, mentioned in this notice.

By Order of the Board of Directors

Ninad Umranikar
Company Secretary

Place: Pune
Date: 24th March, 2019



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Resolution for Postal Ballot

Approval for change of name of the Company and consequential amendment to Memorandum of Association and Articles of Association of the company:

To consider and if deemed fit, to pass the following as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 4, 13, 14 and 15 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government / Stock Exchange(s) / appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded to change the name of the Company from “Accelya Kale Solutions Limited” to **“Accelya Solutions India Limited”**.

“RESOLVED FURTHER THAT the new name of the Company be given effect from the date of issue of fresh certificate of incorporation consequent to change in name by the Registrar of Companies and accordingly the name “Accelya Kale Solutions Limited” wherever it occurs in the Memorandum of Association and Articles of Association of the Company be substituted by the name **“Accelya Solutions India Limited”**.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as it may consider as necessary or desirable to give effect to this resolution.”

By Order of the Board of Directors

Ninad Umranikar
Company Secretary

Place: Pune

Date: 24th March, 2019

NOTES

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on Friday, 22nd March, 2019. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members, whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 22nd March, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
5. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

6. In case a member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [accelya.com](mailto:investors@accelya.com) or [karvy.com](mailto:einward.ris@karvy.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 22nd March, 2019.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Karvy. The instructions for electronic voting are annexed to this Notice.
9. A member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on Wednesday, 1st May, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 17:00 hours IST on Wednesday, 1st May, 2019, it will be considered that no reply from the member has been received.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company, on or before Friday, 3rd May, 2019 and will be displayed on the website of the Company (w3.accelya.com), besides being communicated to the stock exchanges, depository, registrar and share transfer agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting i.e. Wednesday, 1st May, 2019.

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

As you are aware, Accelya Kale Solutions Limited is a part of Accelya group which is a leading global provider of technology products and services to the travel and transport industry. In 2012, the name of the Company was changed from Kale Consultants Limited to Accelya Kale Solutions Limited to align it with the ACCELYA brand. "Kale" was earlier an established name in the software industry for several years and was well-known in the Indian and international markets. However, over the years, the brand "Kale" has outlived its usefulness in the areas in which the Company operates and it is now identified under the "Accelya" brand.

To reflect the global brand identity, it is, therefore proposed that the word "Kale" be dropped from the Company's name and the name of the Company be changed to Accelya Solutions India Limited.

Further, application seeking in principle approval for the proposed new name will be filed with the National Stock Exchange of India Limited and BSE Limited on receipt of confirmation regarding name availability from the Central Government. Accordingly, pursuant to the provisions of the Companies Act, 2013, your directors recommend and seek approval of shareholders by way of Special Resolution through Postal Ballot including e-voting for the special resolution appearing in the Postal Ballot Notice for change of name of the Company from "Accelya Kale Solutions Limited" to "Accelya Solutions India Limited" and consequential amendment of Memorandum of Association and Articles of Association of the Company.

The draft of the revised Memorandum of Association and Articles of Association reflecting the said change will be available for inspection by the members at the registered office of the company on all working days except Saturday & Sunday (from 11 a.m. to 5 p.m.) upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms. None of the directors, key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise in the proposed resolution. You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

By Order of the Board of Directors

Ninad Umranikar
Company Secretary

Place: Pune
Date: 24th March, 2019

Voting through electronic means – Instructions

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the listing regulations as amended from time to time, the Company is pleased to offer e-voting facility to members to exercise their votes electronically on the resolution set forth in the postal ballot.

The Company has engaged the services of Karvy Fintech Private Limited (Karvy) to provide remote e-voting facility to enable members to provide their votes in a secure manner.

The Board of Directors of the Company has appointed Nilesh A. Pradhan & Co., LLP, Company Secretaries as scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

The e-voting facility begins on Tuesday, 2nd April, 2019 (9:00 a.m.) and ends on Wednesday, 1st May, 2019 (5:00 p.m.). The members of the Company holding shares either in physical form or in dematerialized form on Friday, 22nd March, 2019 are entitled to avail the facility to cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently.

The instructions for members voting electronically are as under:

A. For members receiving an e-mail from Karvy, e-voting service provider (for members whose e-mail addresses are registered with the company / DP(s)):

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- (ii) Enter the login credentials i.e. user id and password mentioned in your email. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing USER ID and password for casting your vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt you to select the EVENT i.e., Accelya Kale Solutions Limited.
- (vii) Now you are ready for e-voting as "Cast Vote" page opens.
- (viii) On the voting page, the number of shares (which represents the number of votes) as held by the member will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR"/"AGAINST" as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
- (ix) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- (x) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
- (xii) Corporate / institutional members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the scanned certified true copy (PDF Format) of the board resolution / authority letter, together with attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutinizer at e-mail, info@napco.in. The scanned image of the above mentioned documents should be in the naming format "Accelya Kale Solutions Limited – Postal Ballot".

B. Members holding shares in dematerialized form whose e-mail IDs are not registered with the company / DPs [for members holding shares in physical form as well as those members who have received physical copy of the postal ballot notice]:

- (i) E-Voting Event Number, User ID and Password is provided in the Postal Ballot Form.
- (ii) Please follow all steps from sl. no.(i) to sl. no.(xii) above to cast your vote by electronic means.

Other instructions:

- (i) In case of any queries, you may refer Help & FAQ section of <https://evoting.karvy.com> or call Karvy on 040-67162222 & Toll-free No. 1800 3454 001.
- (ii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (iii) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 22nd March, 2019.
- (iv) The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any forthwith to the director of the Company or person authorised by him in writing who shall countersign the same.
- (v) The results shall be declared at the registered office and corporate office of the Company. The results declared along with the scrutinizer's report shall be placed on the Company's website, w3.accelya.com and on the website of Karvy, <https://evoting.karvy.com> after the result is declared by the director / officer of the Company and simultaneously communicated to BSE Limited and National Stock Exchange of India Limited. The resolution, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 1st May, 2019, the last date specified for receipt of duly completed postal ballot forms/ e-voting.